

## BYLAWS

### Section 1: Purpose, Membership Duties, and Responsibilities of the Committee

1.1 The purpose, membership, duties, and responsibilities of the Intellectual Property Committee of the University of Rhode Island are as described in the relevant sections of the University Manual which shall be controlling in the event of any conflict with these rules.

### Section 2: Meetings

2.1 General Meetings. General meetings shall be held during the academic year at least once a month or as necessary to accomplish the work of the committee at such time and place as determined by the chair of the committee.

2.2 Special Meetings. Special meetings of the committee may also be convened by chair of the committee both during or after the academic year.

2.3 Meeting Agenda. The chair shall provide each member of the committee with a meeting agenda in advance of the meeting. Except as otherwise provided; however, the failure to provide an agenda shall not prevent the committee from conducting business.

2.4 Notice of Meetings. The chair shall provide each member of the committee with notice of the date, time, and place of each general and special meeting. An advance schedule of general meetings shall constitute sufficient notice of the general meetings contained in the schedule.

2.5 Minutes. In all cases, the chair shall arrange for the taking of minutes of all meetings of the committee in order to keep a record of the committee's deliberations and decisions.

### Section 3: Transaction of Business

3.1 Quorum. Seven members of the committee shall constitute a quorum necessary to transact business. Proposals or other business before the committee shall be decided by simple majority vote.

3.2 Voting. Each member of the committee shall be entitled to one vote. Voting may be oral, provided, however, that written vote shall be taken upon the request of any member present at the meeting.

3.3 Action Without Meetings. Except as otherwise provided, all actions of the committee shall be taken at a scheduled meeting. When necessary, actions of the committee may be taken without a meeting by polling the committee members. The poll shall be conducted by the chair or the designee of the chair. The results of the action by poll shall be reported to the committee at its next scheduled meeting which report shall include the question presented, the members polled and the vote of each member polled. Nothing contained herein shall prohibit the chair or designee of the chair from taking good faith action necessary or appropriate to protect the interests of the committee or the University in exceptional circumstances. In such cases a written report of the action so taken shall be presented to the committee at its next meeting and shall be entered into the minutes of said meeting.

3.4 Rules. The current edition of Sturgis Standard Code of Parliamentary Procedure governs the committee in all parliamentary situations that are not specifically provided for in its bylaws or its adopted rules.

3.5 Confidentiality. The URI intellectual property (IP) policy states that the IPC shall represent URI and that all review of IP governed under the terms of that policy, as well as all decisions regarding the protection of said IP, shall be the responsibility of the IPC. In discharging this responsibility the IPC will be presented with proprietary information (including without limitation: original ideas, products, processes/methods, machines, manufactures, compositions of matter, plans, data, drawings, blueprints, specifications, systems, customers' or suppliers' names, etc; and expressions thereof). While dissemination of information is key to advancing scientific research, an enabling disclosure of an invention without a written obligation of confidentiality may affect intellectual property rights. Consequently, it is necessary that participation in the IPC includes acceptance of the following obligations:

- 3.5.1 Specific information received in the course of IPC business shall: be kept confidential and shall not be used in any way other than for conducting the work of the IPC, and; not be disclosed to third parties with sufficient specificity to enable one of ordinary skill in the pertinent art to practice the invention unless under a written non-disclosure agreement made in accordance with URI policies and these bylaws.
- 3.5.2 This obligation will not apply to (a) information that was known to the IPC participant prior to its receipt, directly or indirectly, from the IPC, (b) information that is now or hereinafter becomes, through no act or failure to act on the IPC participant's part, generally known on a nonconfidential basis, (c) information hereinafter rightfully furnished to the IPC participant by a third party as a matter of right and without restriction on disclosure, or (d) nonconfidential information regarding an invention disseminated after rights to that invention have been protected (e.g. by the filing of a patent or trademark application).

3.5.3 The obligations set forth in Paragraphs 1 and 2 shall terminate one (1) year after a participant leaves the IPC.

3.5.4 IPC participants shall obtain no right of any kind in the Information by reason of participation in the IPC.

3.5.5 Any breach of the non-disclosure provisions of these bylaws by an IPC participant may result in the participant being liable for such unauthorized disclosures.

3.6 Factors for IP Review. While the IPC may weigh many factors in deciding upon an appropriate course of action, factors that are typically considered in making decisions are identified in Appendix A.

#### Section 4: Amendments to the Bylaws

4.1 The bylaws of the committee can only be amended at a regularly convened meeting by simple majority vote; however, the amendments may not be voted on at the meeting in which they are first moved.

January, 1996

#### By-laws Addendum

There are many cases where a professor will establish a relationship with a company. This happens at a conference where a paper is delivered, or as a result of someone in the company reading a publication even if the company employee had not attended a conference.

The professor will often call the office for advice. I will advise the professor not to divulge confidential information without first executing a Confidential non-Disclosure Agreement, the standard form for which we have in the office.

This procedure is an ongoing process for attracting research funding from the private sector. We have always followed this process in the research office.

C. Turtle

#### APPENDIX A: Factors Typically Considered by the IPC:

##### 1. Technical Merit:

Degree of Novelty,

Stage of development, and if necessary, specific plans for further development,

Factors/hurdles/Resources required for development or utilization (D/U) and availability of resources therefore

2. Proprietary Position:

Type and scope of IP anticipated,

Competitive IP environment,

Strength of IP,

Geographic regions in which IP may be obtained;

3. Competitive Environment:

Potential infringement issues,

Competing technologies,

Competitive advantages (features or benefits that significantly exceed those of products currently on the market, cost effectiveness, etc.);

4. Market Attractiveness:

Unmet needs,

Market size,

Customer education requirements,

Barriers to market,

Geographical considerations;

5. Manufactureability:

Special skills/tools/materials/facilities required,

Complexity,

Quality control,

Environmental health and safety;

6. Regulatory Issues facing product approval, manufacture and sale, including state, federal, industrial regulations, or self directed limitations;

7. Time to market;

Including technical/market impact,

Anticipated market changes,  
Pricing factors,  
competition,  
and regulations;

8. Organizational Factors;

Advancement of and relevance to the mission of URI,  
Economic development in Rhode Island and/or the region,  
Generation of research funding,  
Improvement or protection of the environment,  
Ability of URI to market, manage and support the IP,  
Avoidance of creating a conflict of interest;

9. Resources Required vs. Benefits: weighing resources required (e.g. time and money required for: technology transfer management, IP protection, development, manufacturing, operating) vs. benefits (e.g. furthering the mission of URI or other organizational factors, revenues);

10. Inventor(s) interest and participation in the technology transfer process, including knowledge of the art and market, and past experience with technology transfer.

C:/ IPC BYLAWS as adopted 10-30-09

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