

Short Form Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.
- ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 01/01, 2008, and ending 12/31, 20 08

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP Number and street (or P.O. box, if mail is not delivered to street address) Room/suite 2625 Alcatraz Avenue Box 180 City or town, state or country, and ZIP + 4 Berkeley, CA 94705	D Employer identification number 01 0833168 E Telephone number (510) 868-1159 F Group Exemption Number . . . ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: Cash Accrual
Other (specify) ▶

I Website: ▶ www.essentialmedicine.org

H Check if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Organization type (check only one) — 501(c) (**3**) ◀ (insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally **not** more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **340,242**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1 Contributions, gifts, grants, and similar amounts received	1	339,290
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	952
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	0
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0	
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0	
8 Other revenue (describe ▶ _____)	8	0	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8.	9	340,242	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	95,202
	13 Professional fees and other payments to independent contractors	13	43,940
	14 Occupancy, rent, utilities, and maintenance	14	6,408
	15 Printing, publications, postage, and shipping	15	2,671
	16 Other expenses (describe ▶ See Statement 2)	16	53,336
17 Total expenses. Add lines 10 through 16.	17	201,557	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	138,685
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	147,579
	20 Other changes in net assets or fund balances (attach explanation) See Statement 3	20	2,467
	21 Net assets or fund balances at end of year. Combine lines 18 through 20.	21	288,731

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

		(A) Beginning of year		(B) End of year
22 Cash, savings, and investments		133,295	22	222,786
23 Land and buildings			23	
24 Other assets (describe ▶ See Statement 4)		18,228	24	72,422
25 Total assets		151,523	25	295,208
26 Total liabilities (describe ▶ See Statement 5)		3,944	26	6,477
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)		147,579	27	288,731

Part V Other Information (Note the statement requirements in the instructions for Part VI.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		✓
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9	39a	
b	Gross receipts, included on line 9, for public use of club facilities	39b	
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0 ; section 4912 ▶ 0 ; section 4955 ▶ 0		
b	Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		✓
c	Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0		
d	Enter amount of tax on line 40c reimbursed by the organization ▶ 0		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ CA, MA		
42a	The books are in care of ▶ Ethan Guillen Telephone no. ▶ (510) 868-1159 Located at ▶ 2625 Alcatraz Ave Box 180, Berkeley, CA 94705 ZIP + 4 ▶ 94705		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	42b	✓
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶	42c	✓
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46–49 and complete the tables for lines 50 and 51.

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49b If "Yes," was the related organization(s) a section 527 organization? | <input type="checkbox"/> | <input type="checkbox"/> |
- 50** Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$100,000 ▶				

51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
Total number of other independent contractors each receiving over \$100,000 . . ▶		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Signature of officer _____ Date _____

▶ **Ethan Guillen, Executive Director**

▶ Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ▶ _____ Date _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ _____ Preparer's Identifying Number (See instructions)

EIN ▶ _____ Phone no. ▶ () _____

May the IRS discuss this return with the preparer shown above? See instructions Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open to Public Inspection

Name of the organization UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP	Employer identification number 01 0833168
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Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33⅓ % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓ % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	35,000	0	110,250	182,260	339,290	666,800
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge	0	0	0	0	0	0
4 Total. Add lines 1-3	35,000	0	110,250	182,260	339,290	666,800
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						531,383
6 Public support. Subtract line 5 from line 4.						135,417

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	35,000	0	110,250	182,260	339,290	666,800
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	0	0	941	952	1,893
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	0	0	0	0	0	0
11 Total support. Add lines 7 through 10						668,693
12 Gross receipts from related activities, etc. (see instructions)				12		0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3 % support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3 % support tests—2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶

b 33 1/3 % support tests—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Political Campaign and Lobbying Activities

2008

For Organizations Exempt From Income Tax Under section 501(c) and section 527

To be completed by organizations described below.
Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then
Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
Section 527 organizations: Complete Part I-A only.

- If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

- If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then
Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Table with 2 columns: Name of organization (UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP) and Employer identification number (01 0833168)

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations. See the instructions for Schedule C for details.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
2 Political expenditures \$
3 Volunteer hours

Part I-B To be completed by all organizations exempt under section 501(c)(3). See the instructions for Schedule C for details.

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 \$
2 Enter the amount of any excise tax incurred by organization managers under section 4955 \$
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
b If "Yes," describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3). See the instructions for Schedule C for details.

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities \$
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities \$
3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b \$
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization.

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</td> <td style="width: 50%;">The lobbying nontaxable amount is:</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. Enter -0- if line g is more than line a														
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? <input type="checkbox"/> Yes <input type="checkbox"/> No														

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?	✓		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	✓		
c Media advertisements?		✓	
d Mailings to members, legislators, or the public?	✓		70
e Publications, or published or broadcast statements?	✓		80
f Grants to other organizations for lobbying purposes?		✓	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	✓		1,743
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?		✓	
i Other activities? If "Yes," describe in Part IV		✓	
j Total lines 1c through 1i			1,893
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		✓	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i. Also, complete this part for any additional information.

See Statement 8

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- Statement 1 : Reasonable Cause Explanations**
- Statement 2 : Other Expenses Schedule**
- Statement 3 : Other Changes In Net Assets Schedule**
- Statement 4 : Other Assets**
- Statement 5 : Liabilities Schedule**
- Statement 6 : Program Service Accomplishments**
- Statement 7 : Officers, Directors, Trustees and Key Employees Compensation**
- Statement 8 : Supplemental Information**

Statement 1

Form: 990-EZ

Page: 1

Line Number:

ReasonableCauseExplanation

Reasonable Cause Explanations

Explanation

Applied for and received automatic extension

Statement 2

Form: 990-EZ

01-0833168

Page: 1

Line Number: Part I Line 16

OtherExpensesSchedule2

Other Expenses Schedule

Description	Amount
Bank Charges	\$874
Licenses, Permits, Filing Fees, Registrations	\$743
Equipment Exp	\$754
Meeting and Conference Hosting	\$2,146
Office Expense	\$959
Online Services	\$4,481
Promotional Items	\$4,620
Telephone	\$3,239
Travel & Entertainment	\$35,520
Total:	\$53,336

Statement 3

UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP

Form: 990-EZ

01-0833168

Page: 1

Line Number: Part I Line 20

OtherChangesInNetAssetsSchedule

Other Changes In Net Assets Schedule

Description	Amount
Adjustment for uncashed checks from prior periods	\$2,467
Total:	\$2,467

Statement 4

Form: 990-EZ

Page: 1

Line Number: Part II Line 24

OtherAssetsSchedule3

UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP

01-0833168

Other Assets

Description	BOY Amount	EOY Amount
Accounts Receivable	\$11,875	\$65,000
Prepaid Expenses & Advances	\$5,453	\$7,422
Deposits	\$900	\$0
Total:	\$18,228	\$72,422

Statement 5

Form: 990-EZ

Page: 1

Line Number: Part II Line 26

OtherLiabilitiesSchedule3

UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP

01-0833168

Liabilities Schedule

Description	BOY Amount	EOY Amount
Accounts Payable	\$3,944	\$6,477
Total:	\$3,944	\$6,477

Statement 6

Form: 990-EZ

Page: 2

Line Number: Part III Line 28

ProgramServiceAccomplishmentStatement

Program Service Accomplishments

Achievement	Grants And Allocations	includes Foreign Grants	Program Service Expenses
<p>International Public Health/International Health P: Empowerment Initiative. In 2008 nearly 30 campuses participated in UAEMs Global Access to Medicines Day, drawing attention to the importance of access to medicines across UAEM chapters in the US, Canada and the UK. For the first time we held our annual conference in the West Coast of the United States, where we have traditionally had a smaller base of support, and drew more than 150 students who left with a rigorous introduction to global health and intellectual property issues, as well as leadership and activism skills. Having the conference at University of California, Berkeley also greatly expanded UAEM's presence in the UC system to 8 UC campuses. Through coordinated action in the United Kingdom and a new campaign in Germany, chapters are now widespread in both countries. UAEM now has over 50 chapters in four countries. Further, students have been trained in non-profit management through training received serving on UAEM's board of directors and numerous other students have gained professional experience through leading initiatives involving industry, university administrators and governments. (150 trained in campus activism)</p>	\$0		\$68,541
<p>Medical Specialties Research: Innovation Initiative: Participated in important WHO negotiations on ensuring the global medicines research agenda addresses the needs of those in developing countries. Policies UAEM encouraged negotiators to adopt in participation with other NGOs were adopted in the final WHO Global Strategy and Plan of Action. Critically, in the midst of WHO negotiations, UAEM organized a show of support for novel innovation mechanisms from 40 eminent academics including Nobel laureates that prevented an anti-access media push by bringing negative attention to it before it was launched. UAEM students continued work on surveying neglected disease (ND) researchers to identify barriers to undertaking ND research, partnered with Scientists Without Borders to help in creating a database of ND researchers and exploring novel mechanisms for funding ND research on university campuses. (NGO action brought long-term plans for improved innovation policy at WHO)</p>	\$0		\$42,069
<p>International Public Health/International Health P: Access Initiative: Worked to create new metrics to measure university policies based on access to medicines criteria, while presidential candidates and Democratic Party adopted parts of UAEM policies into their platforms. Catalyzed by UAEM, Emory University adopted a Global Access policy to make medicines discovered there available at low cost in developing countries while the seeds of change were planted by campaigns at the University of Edinburgh, University of California and Yale University. Based on a petition filed by UAEM students, the WHO added a critical treatment for ulcers to its essential medicines list. Journals published significant papers by UAEM students on the role of universities in global health and at present in response to UAEM activism 4 universities have adopted access policies while another 5 are considering doing so. (9 current and potential access policy improvements)</p>	\$0		\$62,571
Total:			\$173,181

Statement 7

Form: 990-EZ

Page: 2

Line Number: Part IV

OfficersDirectorsEtcStatement

Officers, Directors, Trustees and Key Employees Compensation

Name	Title and Hrs	Compensation	Benefits	Expense
Michael Steffen 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Treasurer 5	\$0		
Caroline Gallant 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Amy Kapczynski 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Rachel Kiddell-Monroe 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	President of the Board 34	\$39,032	\$0	\$4,628
Rahul Rajkumar 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Hillary Chen 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Robynn Sturm 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Virginia Zaunbrecher 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Dave Chokshi 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Samantha Chaifetz 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Sandeep Kishore 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		
Hugette Mbella 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0		

Statement 7**UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP**

Matthew Price 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Board Member 5	\$0	
Ami Parekh 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Treasurer 5	\$0	
Sarah Sorscher 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Corporate Secretary ex- officio 5	\$0	
Lauren Smith 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	National Advocacy Fellow and Corporate Secretary ex- officio 40	\$12,114	\$1,405
Ethan Guillen 2625 Alcatraz Avenue Box 180 Berkeley, CA 94705	Executive Director 40	\$67,500	\$5,853
Total:		\$118,646	\$7,258
			\$4,628

Statement 8

Form: Schedule C

Page: 3

Line Number: Part IV

Form990ScheduleCPartIV

Supplemental Information

Explanation:

Reference:	Schedule C, Part II-B, Line 1	1d - Faxed letters to representatives regarding biosimilars legislation 1e - Released press statements on various legislative issues related to global health 1g - Encountered representatives to raise awareness of need for access to medicines and healthcare in developing counties
Identifier:	SchC_P2B_S00_L01	

Schedule B
Schedule of Contributors

UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP

01-0833168

Organization Type:

Filers of:

- Form 990 or 990-EZ 501(c)(3) Organization
 4947(a)(1) nonexempt charitable trust not treated as a private foundation
 527 Political Organization
- Form 990PF 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. Note: only section 501(c)(7), (8), (10) organizations can check boxes for both the General Rule and a Special Rule -- see instructions.

General Rule--

- For organizations filing Form 990, 990-EZ or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules--

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- For section 501(c)(7), (8), or (10) organizations filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organizations filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, Charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.)

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PDF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ or 990-PF).

Schedule B - Part I

Contributors

UNIVERSITIES ALLIED FOR ESSENTIAL MEDICINES CORP

01-0833168

Reference	Name and Address	Contribution	Type	
1	Moriah Fund 1634 I Street NW Suite 1000 Washington, DC 20006	\$30,000	Individual Payroll Noncash	Yes No No
2	Doris Duke Charitable Foundation 650 Fifth Avenue 19th Floor New York, NY 10019	\$10,000	Individual Payroll Noncash	Yes No No
3	Ford Foundation 320 East 43rd Street New York, NY 10017	\$130,000	Individual Payroll Noncash	Yes No No
4	Kaiser Family Foundation 2400 Sand Hill Road Menlo Park, CA 94025	\$5,000	Individual Payroll Noncash	Yes No No
5	Perls Foundation co Loring Wolcott and Coolidge 230 Congress Street Boston, MA 02110	\$100,000	Individual Payroll Noncash	Yes No No
6	OSI 400 West 59th Street New York, NY 10019	\$40,000	Individual Payroll Noncash	Yes No No

Bylaws of
Universities Allied for Essential Medicines

ARTICLE I

NAME, PURPOSE

- 1.1. The name of the organization shall be the **Universities Allied for Essential Medicines, Inc.**
- 1.2. The purpose of **Universities Allied for Essential Medicines (UAEM)** is to organize and support students and other members of the community as they work to ensure that biomedical end products such as drugs, are made more accessible in poor countries and to ensure universities conduct research on neglected diseases, or those diseases disease predominantly affecting people who are too poor to constitute a market attractive to private-sector R&D investment.

ARTICLE II

MEMBERSHIP

- 2.1. Applications. Application for membership shall be open to any university organization and its members that supports the purpose statement in Article 1, Section 2.
- 2.2. Acceptance, and termination. Membership shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership of any organization or persons.

ARTICLE III

DIRECTORS

- 3.1. Powers. Subject to any limitations of the Articles of Incorporation, the Connecticut Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of Universities Allied for Essential Medicines (UAEM) shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- (a) To appoint and remove all officers of UAEM subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- (b) To conduct, manage and control the affairs of UAEM and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- (c) To designate any place for the holding of any Board of Directors meeting, to change the principal office of UAEM for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of UAEM and to cause to be executed and delivered therefor, in UAEM's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- (e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by UAEM, and to distribute, loan or dispense the same or the income and profits therefrom.
- (f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

3.2. Number of Directors. The number of directors constituting the entire Board shall be a minimum of 7 and a maximum of 16, as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

3.3. Qualifications for Office.

Each director, whether elected or appointed, is to be selected for knowledge of the charitable needs of the community and shall serve without compensation except for reasonable expenses incurred for or on behalf of UAEM or unless otherwise agreed by the Board of Directors by majority resolution. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each director shall be at least 18 years of age.

In addition, each elected board member will have been involved with UAEM as a student for at least one year, at either chapter or coordinating committee level, will have proven commitment to the aims and objectives of UAEM, and will not have served as UAEM paid staff in the two years prior to his election.

3.4. Election of Directors.

At least two thirds of the directors shall be nominated by the general constituency of UAEM and elected by the members of the immediate past and present Coordinating Committee (the "voting members") before the National Conference each year. The remaining directors shall be appointed by the Board after the National Conference. An invitation to join will only be extended to those candidates that are supported by two thirds of directors.

In the event that a committee or an organization having appointing authority shall cease to exist, then the Board of Directors shall designate the holder of another office or another organization to exercise the appointing authority.

3.5. Term of Office. The regular term of office for each director shall be 2 years, unless sooner terminated by death, incapacity, resignation or removal. Directors may be elected or appointed to no more than three (3) successive terms. A director who has served all or part of three (3) successive terms shall be ineligible for re-election for one (1) year. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

3.6. Nomination and election of Directors. At least thirty (30) days prior to the National Conference, the Board or any committee of the Board shall make a call to the entire UAEM community, electronically or otherwise, for nominees to be elected to fill scheduled Board vacancies for the ensuing year. The Board may suggest particular qualities the Board is requires to improve its functioning but these suggestions not in any way bind nominations made by the voting members.

The Secretary shall communicate (electronically or otherwise) a list of nominees and an election date to the members of the immediate past and present Coordinating Committee (the "voting members") at least ten (10) days prior to the election deadline. The said list shall contain the names of at least one nominee to each vacancy. Voting will take place by electronic or other means and will be coordinated by the Secretary. To be elected as Director, each eligible nomination must receive votes from at least one-half of the voting members. Should the number of eligible nominations receiving votes from at least one-half of the voting members exceed the number of vacancies, the nominations will be taken in descending order of votes with the highest being invited to join the Board until the vacancies are duly filled.

3.7. Removal, Resignation. Any director may resign from office at any time by giving written notice of at least 1 month thereof to an officer of UAEM. Any director may be removed for cause by a two-thirds vote of all of the other directors then in office.

3.8. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting members, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, the Board may appoint interim directors until the voting members have elected a permanent replacement. Interim board members would have the same powers as permanent board members except that they will not be able to vote on changes to the election process.

3.9. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of UAEM. The Board shall hold at least four (4) telephonic meetings and one in person meeting each school year (September to August).

3.10. Annual and Special Meetings. During or after the National Conference each year, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the directors then in office.

3.11. Notice of Meetings. A regular scheduled meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of UAEM at least seven (7) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

3.12. Quorum and Voting. A quorum will consist of at least one half of the total number of board directors, the minimum being three (3). Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present confirms he waives his right to attend the said meeting to the Chair. All such waivers shall be made a part of the minutes of the meeting.

3.13. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of UAEM within a reasonable time after obtaining knowledge of the action.

3.14. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

3.15. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

3.16. Ex Officio Board Advisors. The Executive Director of UAEM and the immediate past President of UAEM, to the extent such persons are not elected directors, shall be *ex officio* advisors to the Board of Directors. *Ex officio* advisors are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. However, the immediate past president may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. Current officers shall be *ex officio* advisors so long as they are officers of UAEM. The immediate past president shall be an *ex officio* advisor for a term of one (1) year.

3.17. Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting UAEM or any operations needing study, recommendation, or action. The President, with the approval of the Board, may establish such standing or special committees as she deems appropriate with such duties and responsibilities as she, with the approval of the Board, shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Connecticut Nonprofit Corporation Act. The Board shall appoint the members of such committees.

Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of UAEM.

ARTICLE IV

OFFICERS

4.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

4.2. Number and Selection. The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of UAEM. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

4.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of UAEM. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

4.4. President. The President shall be subject to the direction and under the supervision of the Board of Directors, and shall have the general overview of the business affairs and property of UAEM. The President shall chair all meetings of the Board of Directors. She shall appoint all committees and designate all committee chairmen, unless the composition of any committee is specifically provided for the Articles or these Bylaws. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

4.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

4.6. Secretary. The Secretary shall work closely with the President and Chair of UAEM. Among his tasks will be to cause to be kept at the principal office of UAEM, the

Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of UAEM (if any), the membership book and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of UAEM. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

4.7. Treasurer. The Treasurer shall have custody of all UAEM funds; keep full and accurate accounts of all receipts and disbursements of UAEM, an inventory of assets, and a record of the liabilities of UAEM; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of UAEM as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

4.8. Executive Director. The Executive Director shall be hired by two thirds majority of the Board. The Executive Director has day-to-day responsibility for the national infrastructure of Universities Allied for Essential Medicines, including carrying out UAEM's goals and Board policy. The Executive Director should attend all Board meetings, report on the progress of the organization, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

4.9. Salaries. The salaries of the officers, if any, of UAEM shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of UAEM. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office.

4.10. Annual Transition. To maintain UAEM continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of UAEM's financial accounts and signature cards.

ARTICLE V

AMENDMENTS

5.1. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the general membership electronically with regular Board announcements.

ARTICLE VI

Dissolution

6.1 The Board shall send the Attorney General of the state of Connecticut a certificate of dissolution should dissolution occur. Pursuant to § 33-1172 of the Connecticut General Statutes, the certificate shall include: the name of the corporation, the date the dissolution was authorized, and a statement that the dissolution was authorized by the Board and that there was no authorization from the members required.

6.2 The dissolution must be authorized by the Board by a three-quarters vote. Given the large and amorphous nature of the corporation's membership, their two-thirds approval of the dissolution is not required.

6.3 The assets of the corporation shall be distributed according to § 33-1176 of the Connecticut General Statutes. Specifically: all liabilities and other obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement and remaining assets, if any, shall be distributed to Médecins Sans Frontières in perpetuity.