



## National Center for Food and Agricultural Policy

### BYLAWS OF THE NATIONAL CENTER FOR FOOD AND AGRICULTURAL POLICY, INC.

As AMENDED March 2, 2019

#### ARTICLE I.

##### Name

Section 1. The name of the Corporation is the *National Center for Food and Agricultural Policy, Inc.* (“the Corporation”).

#### ARTICLE II.

##### Purposes

Section 2.1. The purpose for which the Corporation is organized and operated are to engage exclusively in charitable, scientific, literary, and educational non-profit activities as may qualify it for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the “Code”). More specifically, such purposes include but are not limited to the following:

1. To conduct research, policy analysis, outreach and education on policy issues affecting the U.S. food and agriculture system
2. To engage in such other programs and activities not inconsistent with Section 501(c)(3) of the Code and the regulations thereunder or with these stated purposes.

Section 2.2. In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act, or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

#### ARTICLE III.

##### Prohibited Activities

Section 3.1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or otherwise intervene in

(including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, or any provision of the Articles of Incorporation or the District of Columbia Code governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501(c)(3) of the Code (or the corresponding provision of any future Federal income tax law) and exempt from taxation under section 501 (a) of the Code (or the corresponding provision of any future Federal income tax law).

#### ARTICLE IV Office

Section 4.1. Principal Office. The Board of Trustees shall determine the location of the principal office of the Corporation. The Corporation may have such other offices as the Board of Trustees may determine or as its affairs may from time to time require.

Section 4.2. Registered Office. The Corporation shall have and continuously maintain in the District of Columbia, a registered office and a registered agent who is a resident of the District of Columbia and whose office is located in such registered office.

#### ARTICLE V Board of Trustees

Section 5.1 Powers. The policies of the Corporation shall be determined, and its affairs shall be managed, by its Board of Trustees. The trustees shall act only as a Board of Trustees, or as a committee thereof, and individual trustees shall have no power as such except as provided in the bylaws or specifically delegated by the Board of Trustees. Trustees need not be residents of the District of Columbia.

Section 5.2. Number. The number of trustees shall be established by the Board of Trustees from time to time, but in any event shall be not fewer than eight or more than twelve. However, no decrease shall reduce the term of office of any incumbent trustee.

Section 5.3. Term of Office. Each initial trustee serving at the time of incorporation shall serve until a successor is elected at the first annual meeting of the Board. At such meeting, one third (if a fraction, then the next higher whole number) of the trustees shall be elected for one year, one-third shall be elected for two years, and the remaining one third shall be elected for three years. Generally thereafter, each trustee shall hold office for a term of three years, and then be eligible for reelection.

Section 5.4. Ex Officio Trustee. The Chief Executive Officer of the Corporation shall be an *ex officio* member of the Board, with full voting privileges.

Section 5.5. Election. Trustees shall be elected by a majority vote of the trustees then serving.

Section 5.6. Vacancies. If a trustee dies, resigns, is removed, or becomes incapacitated, the vacancy will be filled by a majority vote of the remaining trustees. The trustee

selected to fill a vacancy shall generally hold office for a period to complete the term of his/her predecessor.

Section 5.7. Removal of Trustees. A trustee may be removed from office at any time, with or without cause, in the same manner as such trustee was elected to office.

Section 5.8. Chairperson. The Board of Trustees shall elect from among the trustees a Chairperson to preside over the Board, who shall serve an initial one-year term which may be extended by the Board for additional years. The Board may also elect a Vice-Chairperson to preside in the absence of the Chairperson. The Vice-Chairperson shall be elected from among the trustees.

Section 5.9. Annual and Regular Meetings. An annual meeting and regular meetings of the Board of Trustees shall be held at such times and places as the Board may designate.

Section 5.10. Notice of Meetings. Notice of all meetings of the Board of Trustees shall be in writing, signed by the Chairperson, the Chief Executive Officer, or the Secretary, and shall be served personally or sent to each trustee by mail or other means of written communication addressed to his or her last known address at least fifteen days before the time designated for such meeting. Such notices shall state the time, place and purpose of such meetings.

Section 5.12. Waiver of Notice. Any meeting of the Board of Trustees and any action otherwise properly taken at such meeting shall be valid, if notice of the time, place, and purposes of the meeting shall be waived in writing before, at, or after, the meeting by all trustees to whom timely notice were not sent.

Section 5.13. Quorum. There shall be a quorum for the transaction of business at any meeting of the Board of Trustees if the majority of the Board of Trustees are present in person at such a meeting. But a smaller number may adjourn any such meeting to a later day. At least fifteen days' notice of the reconvening of such adjourned meetings shall be given in the manner provided in Section 5.11 of this Article to each trustee who was not present at such meeting.

Section 5.14. Action of Majority Vote. Except as otherwise required by law or these bylaws, the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 5.15. Action in Writing. Any action that the Board of Trustees may take at a meeting may be taken without a meeting if evidenced by a resolution [consented to in writing by all of the trustees] setting forth the action so taken. Such consent may be executed by signed counterparts and may be transmitted by facsimile communications, email or by mail.

Section 5.16. Participation in Meetings by Conference Telephone. Members of the Board of Trustees, or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment

by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

## ARTICLE VI

Section 6.1. Executive and Finance Committee. The Board of Trustees may designate not less than one-third (1/3) of their number to constitute an Executive and Finance Committee, which shall conduct the business of the Board of Trustees between meetings and shall perform such other duties as delegated by the Board of Trustees, including but not limited to oversight of the financial affairs of the Corporation. The membership of the Executive and Finance Committee shall consist of the Chairperson, who shall preside over meetings of the Executive and Finance Committee, the Vice-Chairperson, the Chief Executive Officer, and at least two other trustees who shall be elected annually by the Board of Trustees. The Committee may designate one of its members to serve as the principal liaison to the Corporation's financial staff. The Executive and Finance Committee shall keep minutes of its meetings and shall report all decisions and actions to the Board of Trustees for ratification at the next meeting thereof.

Section 6.2. Program Committee. The Board of Trustees may designate a Program Committee to advise the Board with respect to all aspects of the Corporation's program activities. The membership of the Program Committee shall consist of the Vice Chairperson, who shall normally serve as the chairperson of the Program Committee, the Chief Executive Officer, and at least four other trustees elected annually by the Board of Trustees.

Section 6.3. Nominating Committee. The Chairman of the Board of Trustees may designate a Nominating Committee, which shall report to the Board of Trustees with nominations of candidates for positions of Board membership, Committee membership, and Board leadership, as well as Treasurer and Secretary of the Corporation. Trustees eligible for reelection during the succeeding year shall normally not be eligible to serve on the Nominating Committee.

Section 6.4. Audit Committee. The Board of Trustees may designate an Audit Committee, to provide assistance to the Board of Trustees in fulfilling its fiduciary responsibilities relating to the Corporation's accounting practices, investments, internal financial controls and reporting practices, and other administrative policies and procedures. The membership of the Audit Committee shall consist of at least three trustees who shall be elected annually by the Board of Trustees from among the membership of the Executive and Finance Committee, one of who shall serve as chairperson of the Audit Committee. The Chief Executive Officer shall not be eligible to serve as a member of the Audit Committee but may attend meetings upon invitation.

Section 6.5. Quorum and Manner of Acting. A majority of the members of any committee, which must include either the Chairperson or the Vice Chairperson in the case of the Executive and Finance Committee, shall constitute a quorum, and the act of

a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.6. Other Committees. The Board of Trustees may also establish other committees, including advisory committees, and may delegate to any such committee such powers as the Board shall determine. Members of the advisory committees need not be trustees.

## ARTICLE VII

Section 7.1. Officers. The officers of the Corporation shall be a President, who shall be called the Chief Executive Officer, a Treasurer and/or Secretary, and such additional officers or assistant officers as the Board of Trustees may determine. The Chief Executive Officer shall not also hold the office of Secretary and/or Treasurer.

Section 7.2. Term. The Officers shall be elected by the Board of Trustees, generally for terms of one year unless the Board shall designate a different term. The Chief Executive Officer may not serve for more than ten consecutive years.

Section 7.3. Removal. Any officer may be removed, either with or without cause, by a majority vote of the Board of Trustees at any regular or special meeting.

Section 7.4. Resignations. Any officer may resign by so notifying the Board of Trustees in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Trustees of such resignation shall not be necessary to make it effective.

Section 7.5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or any other cause may be filled by the Board of Trustees at any regular or special meeting.

Section 7.6. Chief Executive Officer. The Executive shall be the Chief Executive Officer of the Corporation, shall supervise the affairs of the corporation, shall perform such other duties as may be assigned by the Board of Trustees, and shall have all the powers usually vested in the chief executive officer of an institution of this character.

Section 7.7. Treasurer. The Treasurer shall collect and keep account of all moneys received and expended for the use of the Corporation, shall deposit sums received by the Corporation in the name of the Corporation in depositories approved by the Board and shall perform such duties as shall be assigned by the Board of Trustees, or the Chief Executive Officer. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Trustees and the Chief Executive Officer and, at the expiration of his or her time of office, the Treasurer shall turn over to his or her successor in office all books, records, moneys and other properties in his or her possession. The Board of Trustees may require the Treasurer to furnish, or cause the Corporation to furnish for the Treasurer, a bond for faithful discharge of his or her duties of a kind and in such an amount as it may determine.

Section 7.8. Secretary. The Secretary shall act as a Secretary of all meetings of the Board of Trustees and of such other committees as the Board of Trustees shall specify and shall keep the minutes thereof in the proper book or books to be provided for that purpose; shall see that all notices required to be given by the Corporation are duly given and served; shall see that the reports, statements, and other documents required by law are properly kept and filed; and shall, in general, perform all the duties incident to the office of Secretary and such related duties as may from time to time be assigned by the Board of Trustees or the Chief Executive Officer. The books, records, and papers, in the hands of the Secretary shall at all times be subject to the inspection, supervision, and control of the Board of Trustees and the Chief Executive Officer. At the expiration of his or her time of office, the Secretary shall turn over to his or her successor in office all books, records, papers and other properties in his or her possession.

## ARTICLE VIII General Provisions

Section 8.1. Grants. The Board of Trustees may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified individuals or organizations.

Section 8.2. Execution of Contracts. The Board of Trustees, except as otherwise provided in these bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, and in the administration of an approved program, to enter into any contract or execute and deliver any instruments, and any such authority may be general or confined to specific instances.

Section 8.3. Loans. The Board of Trustees may authorize the Chief Executive Officer or any other officer or agent of the Corporation in the administration or any approved program, (i) to obtain loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual; (ii) for such loans and advances to make, execute, and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the Corporation; and (iii) when authorized to do so to pledge and hypothecate or transfer and securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Trustees may be general or confined to specific instances. No loans shall be made by the Corporation to any trustee or officer thereof.

Section 8.4. Checks, Drafts, etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Trustees.

Section 8.5. Investments. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Trustees. The Board of Trustees shall establish the investment policy of the Corporation with due regard to the

production of reasonable income and preservation of the corpus in accordance with the needs of the Corporation from time to time.

Section 8.6. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Trustees.

Section 8.7. Voting of Securities Held by the Corporation. Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Trustees may specify. In the absence of any direction by the Board of Trustees, such stocks and securities shall be voted as the Chief Executive Officer and the Treasurer may determine.

Section 8.8. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or special purposes of the Corporation.

#### ARTICLE IX

##### Compensation of Officers and Trustees

Section 9.1. Compensation of Officers. Salaries or other compensation of the Chief Executive Officer shall be fixed by the Board of Trustees and the compensation of other officers shall be fixed by the Chief Executive Officer, subject to Board review. Such compensation shall not be excessive in amount and shall be for services reasonable and necessary to perform the Corporation's purposes.

Section 9.2. Compensation of Trustees. Trustees shall not receive salaries for their services as such, but may be reimbursed for the expenses for attending Board and committee meetings as well as for other work on Board business, and may receive a reasonable honorarium therefore.

#### ARTICLE X

##### Books and Records

Section 10.1. Books and Records. There shall be kept at the principal office of the Corporation, correct books and accounts of all its business and transactions.

#### ARTICLE XI

##### Annual Audit

Section 11.1. Annual Audit. The Board of Trustees shall require an annual audit of the Corporations books and accounting records by an independent certified public accountant.

ARTICLE XII  
Seal

Section 12.1. Seal. The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and place of its incorporation. The seal shall be kept in the custody of the Secretary.

ARTICLE XIII  
Fiscal Year

Section 13.1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Trustees.

ARTICLE XIV  
Liability and Indemnification

Section 14.1. Liability. In the absence of fraud or bad faith, the trustees of the Corporation shall not be personally liable for its debts, obligations, or liabilities.

Section 14.2. Indemnification. The Corporation shall indemnify and hold harmless each officer, trustee, former officer, former trustee and agent to the maximum extent permitted by the District of Columbia Non-Profit Corporation Act.

Section 14.3. Insurance. The Corporation may purchase and maintain insurance on behalf of itself or any person who is or was a trustee, officer, advisor, employee, or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such.

ARTICLE XV  
Amendments of Bylaws

Section 15.1. Amendments by Trustees. These bylaws may be amended at any duly constituted annual, regular or special meeting of the Board of Trustees, by two-thirds vote of the trustees present at such meeting, provided that such two-thirds vote included a majority of the Board of Trustees.

ARTICLE XVI  
Dissolution

Section 16.1. The Trustees of the Corporation may dissolve the Corporation upon the approval of two-thirds (2/3) of the trustees entitled to vote at a meeting at which a quorum is present. A committee shall thereupon be elected by the Board of Trustees to liquidate the assets of the Corporation in conformity with the Articles of Incorporation of this Corporation and under such plan as the Board of Trustees shall approve.