



By-Laws of Foundation for Food and Agriculture Research

ARTICLE I

NAME, ORGANIZATION, AND LOCATION

Section 1. Name and Organization. The name of the body corporate by and for which these By-laws are adopted is the Foundation for Food and Agriculture Research. The Foundation is incorporated as a nonprofit under the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4, of the District of Columbia Code and is organized as a non-profit organization exclusively for charitable, scientific, and educational purpose as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 and Section 7601 of the Agricultural Act of 2014, Pub. L. 113-79.

Section 2. Principal Office. The principal office of the Foundation shall be at such location as the Board of Directors of the Foundation designates; however, such location shall, if practicable, be located not more than 20 miles from the District of Columbia.

Section 3. Other Offices. The Foundation may also have an office or offices other than said principal office at such place or places as the Board shall from time to time determine or the business of the Foundation may require.

ARTICLE II

DEFINITIONS

The definitions in this Article shall apply to the following terms found in these By-laws:

Agricultural Act means the Agricultural Act of 2014, Pub. L. 113-79.

Appointed Director means a voting Member of the Board.

Board means the Board of Directors of the Foundation for Food and Agriculture Research, comprised of both its Ex Officio Directors and Appointed Directors.

Covered Person means any Member of the Board, officer, employee, contractor, agent, fellow, trainee, or member of an advisory committee of the Foundation.

DC Nonprofit Corporation Act means the District of Columbia Nonprofit Corporation Act of 2010, Title 29, Chapter 4 of the District of Columbia Code.

Department means the United States Department of Agriculture.

Ex Officio Director means a non-voting Member of the Board.

Foundation means the Foundation for Food and Agriculture Research as established under section 7601 of the Agricultural Act.

Gift means, but is not limited to, funds; donations, devises, or bequests of real or personal property, including intangible property; and grants awarded by another entity.

Member of the Board means either an Ex Officio Director or Appointed Director.

ARTICLE III
MISSION, PURPOSE, AND POWERS

Section 1. Mission. The purpose of the Foundation shall be:

- (a) to advance the research mission of the Department by supporting agricultural research activities focused on addressing key problems of national and international significance, including: (i) plant health, production, and plant products; (ii) animal health, production, and products; (iii) food safety, nutrition, and health; (iv) renewable energy, natural resources, and the environment; (v) agricultural and food security; (vi) agriculture systems and technology; and (vii) agriculture economics and rural communities;
- (b) to foster collaboration with agricultural researchers from the Federal Government, State (as defined in Section 1404 of the National Agricultural Research, Extension, and Teaching Policy Act of 1977 (7 U.S.C. 3103)) governments, institutions of higher education (as defined in Section 101 of the Higher Education Act of 1965 (20 U.S.C. 1001)), industry, and nonprofit organizations; and
- (c) to advance other incidental activities necessary to carry out and accomplish the foregoing missions enumerated.

Section 2. Purposes and Powers. In general, the Foundation shall:

- (a) award grants to, or enter into contracts, memoranda of understanding, or cooperative agreements with, scientists and entities, which may include agricultural research agencies in the Department, university consortia, public-private partnerships, institutions of higher education, nonprofit organizations, and industry, to efficiently and effectively advance the goals and priorities of the Foundation;
- (b) in consultation with the Secretary (i) identify existing and proposed Federal intramural and extramural research and development programs relating to the purposes of the Foundation; and (ii) coordinate Foundation activities with those programs so as to minimize duplication of existing efforts and to avoid conflicts;
- (c) identify unmet and emerging agricultural research needs after reviewing the roadmap for agricultural research, education, and extension authorized by Section 7504 of the Food, Conservation, and Energy Act of 2008 (7 U.S.C. 7614a);
- (d) facilitate technology transfer and release of information and data gathered from the activities of the Foundation to the agricultural research community;
- (e) promote and encourage the development of the next generation of agricultural research scientists; and
- (f) carry out such other activities as the Board determines to be in furtherance of the mission of the Foundation.

Section 3. Expenditure of Federal Funds Authorized in Section 7601 of the Agricultural Act of 2014, Pub. L. 113-79. The Board shall be responsible for ensuring the \$200,000,000 transferred to the Foundation under the Agricultural Act is used in accordance with the requirements of the Act. Specifically, the Foundation can use the funds transferred under the Agricultural Act to carry out the purposes of the Foundation only to the extent the Foundation secures in advance at least an equal

amount of non-Federal matching funds for each expenditure. None of the funds made available under the Agricultural Act may be used for construction.

ARTICLE IV **MEMBERS**

The Foundation is and is intended to be a “non-membership corporation” (within the meaning of the DC Nonprofit Corporation Act). All authority that would otherwise be vested in or exercised by members shall be vested in the Board. Nothing in these By-laws shall be interpreted as requiring the Board to meet, vote, or otherwise act separately as members of the Foundation in order to exercise powers that would, if there were members of the Foundation, be vested in the members.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Foundation shall be managed under the direction of the Board. The Board may exercise all such authority and powers of the Foundation and do all such lawful acts and things as provided by statute, the Articles of Incorporation, or these By-laws.

Section 2. Composition, Number, and Appointment. The Board of the Foundation shall be composed of (a) such number of Ex Officio Directors, not to exceed five (5), as may be designated or appointed from time to time under the Agricultural Act or these By-laws, and (b) Appointed Directors appointed in accordance with the Agricultural Act or these By-Laws. The number of Appointed Directors may be increased or decreased, from time to time, by a two-thirds vote of the Appointed Directors then in office but shall at no time be less than fifteen (15) and no more than twenty-one (21) members. No employee of the Federal Government shall be an Appointed Director.

Section 3. Terms of Office. The term of office of each Appointed Director shall be five (5) years except that the terms of offices for the initial Appointed Directors shall expire on a staggered basis as designated by the Ex Officio Directors at the time of appointment, as follows: eight (8) members shall each be appointed for a term of three (3) years and seven (7) of the members shall be appointed for a term of two (2) years. An Appointed Director, at the discretion of the Chair of the Board, may continue to serve after the expiration of his or her term until a successor is appointed. An Appointed Director may be reappointed for a subsequent term or terms for a maximum of two (2) five (5) year terms. Unless filling a vacancy, elections of the Appointed Directors will occur at the annual meeting by a majority vote of the Appointed Directors then in office.

Section 4. Annual Meeting. The annual meeting of the Board shall be held at such time and at such place as shall be specified in a notice provided under Section 8 of this Article V and shall be open to the public.

Section 5. Annual Report. Annually, the Foundation shall publish a report for the preceding fiscal year that shall include a comprehensive statement of the operations, activities, financial condition, accomplishments of the Foundation, the sources of all Gifts to the Foundation, as well as any restrictions on the purposes for which these Gifts may be used. The Foundation shall publish the Annual Report on the website of the Foundation and make copies of the Annual Report available to any person upon request for a charge not exceeding the cost of providing such copy.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may fix, but at least annually in addition to the annual meeting of the Board required under Section 4 of this Article V.

Section 7. Special Meetings. Special meetings of the Board may be called at any time or at the request of the Chair of the Board or the Executive Director. The person or persons authorized to call special meetings of the Board may fix the time and place for holding such special meetings.

Section 8. Notice. Annual, regular, and special meetings of the Board shall be held on notice to the Members of the Board. Notice shall state the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for holding such meeting. Notice of each such meeting shall be sent by electronic mail, facsimile, or mailed, postage prepaid, to each Member of the Board, addressed to him or her at his or her address as shown by the records of the Foundation, at least ten days before the day on which such meeting is to be held. In the case of a special meeting of the Board, such notice shall be delivered to each Member of the Board personally or be given to him or her by telephone, electronic mail, or other similar means, at least twenty-four (24) hours before the time at which such meeting is to be held. Notice of the annual meetings of the Board shall be posted on the Foundation's website and the posting of such notice shall constitute sufficient notice to the public.

Section 9. Quorum. Except as provided in Section 10 of Article V of these By-laws, a majority of the Appointed Directors then in office shall constitute a Quorum for purposes of conducting the business at any meeting of the Board; but if less than a majority of such Appointed Directors are present at said meeting, a majority of the Appointed Directors present (either in person or telephonically) may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting.

- (a) The act of a majority of the unrecused Appointed Directors present at a meeting at which a Quorum is present shall be the act of the Board, unless:
 - (i) the act of a greater number is required by law or these By-laws (such as Sections 3 and 11 of this Article V and Article XIV); or
 - (ii) the Board is voting on (A) operational expenditures (including acquisitions of real property by lease or otherwise) greater than \$500,000; (B) terminating contracts or leases, or divesting of real property valued in excess of \$500,000; (C) hiring or terminating the Executive Director; (D) retaining or terminating legal counsel or auditing services; or (E) making or divesting investments worth in excess of \$500,000.

For votes under paragraphs (i) and (ii), if the number of unrecused Appointed Directors is less than the number required in Section 9 of this Article for a Quorum, the vote will be deferred until a meeting can be held with a Quorum of unrecused Appointed Directors present.

- (b) The Chair may, under extraordinary circumstances, in his or her discretion, require the vote of the full Board (all Appointed Directors) on a particular matter, provided the Chair discloses to the Board the basis for requiring such a vote. When the vote of the full Board is required, Appointed Directors will be permitted to vote at a meeting of the Board or by submitting their vote to the Chair in writing.

Section 11. Vacancies. Any vacancy in the membership of the Board shall not affect the power of the remaining Appointed Directors to execute the duties of the Board. Any vacancy due to the expiration of

the term of office of an Appointed Director shall be filled promptly. Any vacancy due to the death, resignation, or removal of an Appointed Director whose term has not expired shall be filled promptly by an affirmative vote of two-thirds (2/3) of the Appointed Directors then in office, provided such appointment shall be only for the remainder of the term of the preceding Appointed Director.

Section 12. Resignations. Any Appointed Director may resign at any time by giving written notice of his or her resignation to the Board, the Chair of the Board, the Executive Director or the Secretary of the Board. Any such resignation shall take effect at the time specified therein if later than the date of its receipt, or if the time when it shall become effective is not specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Removal of Directors. Except as otherwise provided by the Agricultural Act, any Appointed Director may be removed for cause by the vote of a majority of the Appointed Directors then in office. The failure to participate in at least half of the meetings and calls scheduled over a one-year period is a basis for such removal.

Section 14. Compensation. Members of the Board may not receive compensation for service on the Board. Members of the Board may be reimbursed for travel, the reasonable cost of meals and lodging, and other necessary expenses incurred in carrying out the duties of the Board, as set forth in these By-laws.

Section 15. Action by Written Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting, if a unanimous written consent which sets forth the action so taken shall be signed by each Appointed Director and filed with the minutes of proceedings of the Board.

Section 16. Telephonic Meeting. Members of the Board may participate in a meeting by means of a telephone or video conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 17. Nominating New Members to the Board of Directors. At the request of the Board, the Chair of the Governance and Federal Relations Committee will work with the Executive Director to determine one or more individuals to nominate for election to the Board of Directors for the purpose of filling a vacancy under Section 11, Article 5 or appoint a new Appointed Director position created under Section 2, Article 5. The Chair of the Governance and Federal Relations Committee and Executive Director may ask the Board of Directors to recommend nominees. Once the Chair of the Governance and Federal Relations Committee and Executive Director have compiled a list of nominees they will make that recommendation to the Executive Committee. After the Executive Committee approves this list, the nominees will be sent to the full Board of Directors. Depending on the identified need, the Board may be asked to vote to advance a list of potential candidates or elect individuals.

ARTICLE VI

OFFICERS, EMPLOYEES, AGENTS AND CONTRACTORS

Section 1. Number and Qualifications of Officers. The Foundation officers shall be elected by a majority of the Appointed Directors then in office and shall include the Chair and Vice Chair of the Board, the Secretary, the Treasurer, and any other officers as may be necessary or desirable for the business of the Foundation.

Section 2. Election and Term of Office. The officers of the Foundation, except the Chair of the Board, shall be elected annually by the Appointed Directors of the Board at its annual meeting, or at such other time as the Board may designate. Each such officer shall hold office until death, resignation, removal or until the next annual meeting of the Board when his or her successor shall be duly elected. The Appointed Directors shall elect an Appointed Director to serve as the Chair of the Board, who shall serve through the end of his or her term on the Board. An officer may be re-elected for subsequent terms.

Section 3. Resignations. Any officer of the Foundation may resign at any time by giving written notice of his or her resignation to the Board, the Chair of the Board, the Executive Director or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of any such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer of the Foundation elected by the Appointed Directors may be removed by an affirmative vote of a majority of the Appointed Directors then in office whenever in the judgment of the majority the best interests of the Foundation would be served by such removal.

Section 5. Officer Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification shall be filled by the vote of a majority of the Appointed Directors then in office for the unexpired portion of the term.

Section 6. Chair of the Board. The Chair of the Board shall be elected by the Board and shall be an Appointed Director, an officer of the Foundation and, if present, shall preside at each meeting of the Board. He or she shall work with the Executive Director and the other officers of the Foundation and shall perform such other duties as may from time to time be assigned to him or her by the Board.

Section 7. Vice-Chair of the Board. The Vice-Chair of the Board shall be appointed or elected by the Board and shall be an Appointed Director, an officer of the Foundation and, if present, shall preside at each meeting of the Board at which the Chair of the Board is not present, and shall perform the other duties of the Chair of the Board during such times as the Chair of the Board is unavailable to perform such duties.

Section 8. Treasurer. The Treasurer shall be appointed or elected by the Board and shall be an Appointed Director and an officer of the Foundation. The Board may also appoint or hire an Assistant Treasurer, who need not be a Member of the Board and to whom the duties of the Treasurer may be delegated, provided, however, that the Executive Director shall not act as Treasurer or Assistant Treasurer of the Foundation. The Treasurer shall:

- (a) have oversight over, and be responsible for, all the funds and securities of the Foundation;
- (b) ensure that any funds received from the Commodity Credit Corporation under the Agricultural Act are held in separate accounts from funds received from non-federal entities as described in Article IX of these By-laws;
- (c) keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Foundation;
- (d) deposit or cause to be deposited all moneys and other valuables to the credit of the Foundation in such depositories as may be designated by the Board of Directors in accordance with the Agricultural Act and under its direction;
- (e) receive, and give receipts for, moneys due and payable to the Foundation from any source whatsoever;
- (f) disburse the funds of the Foundation in accordance with the Agricultural Act;
- (g) render to the Board, whenever the Board may require, an account of the financial condition of the Foundation;
- (h) seek advice and counsel so that the Foundation continuously meets the requirements to maintain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code;
- (i) provide for annual audits of the financial condition of the Foundation;
- (j) make the audits and all other records available to the Secretary of Agriculture and the Comptroller General of the United States; and
- (k) in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board.

Section 9. Secretary. The Secretary shall be an Appointed Director and an officer of the Foundation. The Board may also appoint or hire an Assistant Secretary who need not be a member of the Board. The Secretary shall:

- (a) keep or cause to be kept the minutes of all meetings of the Board of Directors;
- (b) see that all notices are duly given in accordance with the provisions of these By-laws and as required by law;
- (c) be custodian of the records including the Articles of Incorporation and these By-laws;
- (d) see that the books, reports, statements, certificates, and other documents and records required by law to be kept and filed are properly kept and filed; and
- (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

Section 10. Executive Director. The Board shall appoint or hire an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall be the chief executive of the Foundation who shall be responsible for the day-to-day operations of the Foundation and may use the title of president of the Foundation for the purposes of the DC Nonprofit Corporation Act § 29-406.40. If the Chair and Vice Chair of the Board are absent, the Executive Director shall preside at a meeting of the Board. He or

she shall perform all duties incident to the office of the Executive Director and shall carry out the executive duties of the Board, including, but not limited to, the following:

- (a) hire, promote, compensate, and discharge one or more employees, contractors, and agents, as may be necessary, and define the duties of the employees, contractors, and agents, as prescribed in Section 12 of this Article VI;
- (b) solicit and accept any funds or Gifts made to the Foundation, including such support from private entities, in accordance with the provisions of Article IX of these By-laws;
- (c) ensure, as directed by the Treasurer, that any funds received from the Commodity Credit Corporation under the Agricultural Act are held in separate accounts from funds received from non-federal entities as described in Article IX of these By-laws;
- (d) prescribe the manner in which:
 - (i) real or personal property of the Foundation is acquired, held, and transferred;
 - (ii) general operations of the Foundation are to be conducted; and
 - (iii) the privileges granted to the Board by law are exercised and enjoyed;
- (e) with the consent of the applicable federal executive department or independent agency, use the information, services, and facilities of the federal department or agency in carrying out this Section on a reimbursable basis;
- (f) enter into contracts with public and private organizations for the writing, editing, printing, and publishing of books and other material;
- (g) hold, administer, invest, and spend any Gifts made to the Foundation;
- (h) enter into, modify, or terminate such contracts, leases, cooperative agreements, and other transactions as the Board considers appropriate to conduct the activities of the Foundation;
- (i) take such action as may be necessary to obtain and maintain patents for and to license inventions (as defined in section 201 of title 35, United States Code) developed by the Foundation, employees of the Foundation, or derived from the collaborative efforts of the Foundation in accordance with the standards for the ownership and licensing of inventions adopted by the Board under Section 2 of Article XI of these By-laws;
- (j) sue and be sued in the corporate name of the Foundation and complain and defend in courts of competent jurisdiction;
- (k) appoint other groups of advisors as may be determined necessary to carry out the functions of the Foundation; and
- (l) exercise such other incidental powers as are necessary to carry out such other duties as may from time to time be assigned to him or her by the Board.

Section 11. Compensation. The Foundation may pay reasonable compensation for services rendered by employees of the Foundation, except that no Member of the Board may be an employee of the Foundation or be compensated for his or her service on the Board with the exception of reimbursement for travel, subsistence, and other necessary expenses incurred in carrying out the duties of the Board. All amounts paid as compensation by the Foundation to an employee shall be determined by the Executive Director and approved by the Compensation Committee.

Section 12. Employees, Contractors, and Agents. The Executive Director shall be responsible for hiring, promoting, and discharging all employees, contractors, and agents of the Foundation. This may include recommending persons or entities to serve as legal counsel or to provide auditing services to the Foundation, which require approval of the Board. The Executive Director shall also be responsible for defining the duties of such employees, contractors, and agents and determining the compensation to be paid to such employees, contractors, and agents, subject to approval by the Board. Employees, contractors, and agents of the Foundation shall be required to disclose any conflicts of interest they may have related to providing services to the Foundation.

Section 13. Standards of Conduct. The Board shall establish standards of conduct for the Members of the Board, the Executive Director, employees, contractors, agents, and members of advisory committees of the Foundation, who shall be required annually to review and sign the Foundation's standards of conduct.

ARTICLE VII **COMMITTEES**

Section 1. Committees.

- (a) The Board, by resolution adopted by a majority of Appointed Directors then in office, shall designate and appoint the following Standing Committees of the Board: an Executive Committee, a Governance and Federal Relations Committee, a Finance, Risk and Audit Committee, a Development Committee, and a Scientific Programs Committee. Each Standing Committee shall consist of at least four (4) Appointed Directors possessing the qualifications determined necessary by the Board and shall be comprised solely of Members of the Board.
- (b) The Board may designate and appoint one (1) or more other committees, to the extent permitted by the DC Nonprofit Corporation Act, each of which shall consist of two or more Members of the Board, and delegate to such committees any of the powers of the Board, except: the power to amend, alter, and repeal the By-laws; to elect, appoint or remove any member of such committee or any Member of the Board or any officer of the Foundation; to amend or restate the Articles of Incorporation; or to adopt a plan of merger or consolidation with another corporation. The appointment of any committee, the delegation of authority to it, or action by it under that authority shall not operate to relieve the Board, or any individual Member of the Board, of any responsibility imposed upon it or upon him or her by law.

Section 2. Executive Committee. The Executive Committee shall carry out the responsibilities of the Board between meetings of the Board. The Chair of the Board shall be chair of the Executive Committee and the Secretary of the Foundation shall act as secretary thereof. The Foundation Vice Chair, Treasurer and Past Board Chair and Chairs of the Governance and Federal Relations, Finance, Risk and Audit, Development, and Scientific Programs Committee, shall be members of the Executive Committee. The Executive Director shall be an ex officio, non-voting member of the Executive Committee. In the absence of the Chair, Executive Director, or Secretary at any meeting of the Executive Committee, the committee shall appoint a chair or secretary of the meeting as the case may be.

The Executive Committee will also act as the Compensation Committee. Annually the Compensation Committee will assess organizational goals, assess the Executive Director's performance and grant a bonus to the Executive Director, as appropriate. Annually, the Executive Director proposes bonuses for staff to the Compensation Committee, as appropriate.

Section 3. Governance and Federal Relations Committee. The Governance and Federal Relations Committee shall be responsible for making recommendations to the Board on all matters affecting governance, including: conflict of interest policies for Members of the Board, advisory committee members, contractors, agents, and employees; ethical standards; the Foundation’s code of conduct; the Board’s performance review policies; these By-laws, and making recommendations to the Board regarding officer appointments. The Committee will also provide high-level guidance to and participate in the federal relations strategy. The Chair of the Board shall appoint the chair of the Governance and Federal Relations Committee.

Section 4. Scientific Programs Committee: The Scientific Programs Committee shall provide input on Challenge Area programs; approve non-Challenge Area concepts and monitor the progress of all programs and projects. The USDA Undersecretary for Research, Education and Economics will sit on the committee and provide feedback regarding the areas of complementarity. The Committee will meet on an “ad hoc” basis at least once per quarter. The Chair of the Board shall appoint the Scientific Programs Committee chair.

Section 5. Finance, Risk and Audit Committee. The Finance, Risk and Audit Committee shall be responsible for developing and reviewing fiscal procedures, including procedures to hold, administer, invest, and spend any funds of the Foundation, or Gifts to the Foundation, in compliance with Article IX of these By-laws, and shall make recommendations to the Board regarding the Foundation’s budget and other financial matters. The Treasurer of the Foundation shall chair the Finance, Risk and Audit Committee.

Section 6. Development Committee. The Development Committee shall be responsible for establishing plans for the solicitation of Gifts from private entities and for establishing a Gift acceptance policy under section 4 of Article IX of these By-laws. The Chair of the Board shall appoint the Development Committee chair.

Section 7. Organization and Meetings of Committees. The Chair of the Board shall appoint one member of any other committee that may be created by the Board to be the chair of such committee. Committee members must all be Members of the Board. An Appointed Director may be a member of more than one Standing Committee or other committee, including as an alternate member. Standing Committees and other committees may adopt rules governing the time, or the method of call or holding their meetings, and the conduct of their affairs. All committees shall keep a record of their acts and proceedings and shall report thereon to the Board.

Section 8. Term of Office. Members of committees and advisory committees who are appointed by the Board shall serve at the pleasure of the Board. With the exception of the Chair of the Executive Committee who shall serve until the end of his or her term on the Board, each chair of a committee shall hold such office for one year and may be reappointed. An Appointed Director’s chairmanship of, or membership on, a committee of the Board shall, without further act, terminate automatically if at any time such person is no longer an Appointed Director, whether occurring due to, among other things, the expiration of such Appointed Director’s term on the Board or such Appointed Director’s resignation or removal from the Board.

Section 9. Committee Vacancies. A vacancy in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the Appointed Directors serving on the committee then in office shall

constitute a quorum and the act of a majority of the unrecused Appointed Directors serving on the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 11. Advisory Committees. From time to time the Board may appoint advisory committees under District of Columbia Code § 29-406.25. Members of advisory committees need not be members of the Board; however, they shall be considered Covered Persons.

Section 12. Committee Appointments. Once per year, the Executive Committee and Executive Director will review Committee Assignments. The Executive Committee will work with the Executive Director to make recommendations to the Board of Directors on individual Committee Assignments. Board Members may self-nominate to serve on a committee by making the request to the Executive Committee.

ARTICLE VIII **CONFLICTS OF INTEREST**

Section 1. General Policy.

- (a) No Covered Person shall participate personally and substantially in, or take any action on or participate in the consideration or determination of any Foundation matter, including a decision to award a grant or a contract, that would directly or predictably affect any financial interest of him or herself, his or her spouse, minor child, general partner, non-federal organization in which he or she is serving as an officer, director, trustee, general partner or employee, or any person or non-federal organization with whom he or she is negotiating or has any arrangement concerning potential employment, or has a financial interest other than a de minimis ownership interest.
- (b) The Board on the basis of facts and circumstances shall determine whether the ownership interest of a Covered Person is considered as de minimis.
- (c) Nothing herein shall be construed as preventing any individual or entity from disclosing to the Foundation and its officers, directors, employees, and agents such information as may be necessary or desirable for the Foundation to determine the facts concerning any matter involving a potential conflict of interest of a Covered Person and to decide whether recusal is warranted.
- (d) The Board may develop and adopt additional policies and procedures, whether incorporated into these By-laws or not, to resolve potential conflicts of interest and to preserve the integrity of the operations of the Foundation.

Section 2. Responsibilities of Covered Persons. In addition to actual conflicts of interest, Covered Persons are obliged to avoid actions that could be perceived or interpreted to be in conflict with the Foundation's best interests. Covered Persons shall disclose their financial interest in entities doing business with the Foundation and refrain from participating in decisions affecting transactions between the Foundation and those other entities without approval by the Board.

Section 3. Interactions with the Department. Congress created the Foundation to support the mission of the Department by identifying, funding, and supporting projects and programs that will help agricultural research activities focused on addressing key problems of national and international significance. The Foundation will not participate in Department regulatory matters nor will it offer

advice to the Department on policy matters. In addition, to support its independence and to maximize its scientific impact, the Foundation shall implement specific guidelines and procedures that identify and avoid potential bias and appearances of such bias and that provide a transparent process for individual and institutional decisions.

Section 4. Recusal. If it has been determined by the Foundation’s legal counsel, or by the Chair of the Governance and Federal Relations Committee following the Foundation’s conflict of interest policies and ethics standards, that recusal is necessary, the recused Member of the Board shall not participate in any discussions or votes regarding the matter or matters on which he or she has been recused. Among other things, a recused Member of the Board shall not participate in discussions or votes regarding whether a particular project should be undertaken by the Foundation or to whom a project grant or contract funded by the Foundation may be awarded. Recusal of a Member of the Board shall not affect the determination of a quorum for purposes of conducting the business of the Board or a Committee of the Board, except as provided for in Section 10 of Article V of these By-laws.

Section 5. Oversight Responsibilities. The Chair of the Board shall be responsible for the application of the Foundation’s conflicts of interest policies and procedures to Members of the Board, committee members, advisory committee members, and the Executive Director. The Executive Director shall be responsible for the application and interpretation of this policy as it relates to all other Covered Persons.

Section 6. Development of Specific Conflicts Policies. The Foundation shall, as appropriate, develop conflicts of interest policies and procedures specific to an individual project and/or consortium developed to carry out the goals of the Foundation.

Section 7. Violations of Conflicts of Interest Policy. If the Board has reason to believe that any Covered Person has failed to disclose a conflict, it shall inform the Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of such person and making further investigations as may be warranted, the Board determines that the Covered Person has knowingly or intentionally failed to disclose a conflict of interest it shall take appropriate action, up to and including termination of the Covered Person, or, in the case of a Member of the Board, removal.

ARTICLE IX **PROGRAMMATIC AWARDS**

Section 1. Award Principles. The selection, award, and modification of grants, contracts, cooperative agreements, and other transactions by the Foundation in fulfillment of its mission (“Programmatic Awards”) will be conducted in such manner as to ensure fairness, impartiality, and inclusiveness.

Section 2. Approval of Challenge Areas. Changes to the scope of the FFAR Challenge Areas or formation of new Challenge Areas will be approved by a simple majority vote of the unrecused Appointed Directors.

Section 3. Approval of Programs and Projects. FFAR staff will brief program and project concepts within the Challenge Areas to the Scientific Programs Committee for input. No Board approval of programs or projects within Challenge Areas is required. The Scientific Programs Committee will review and approve non-Challenge Area program and project concepts. The Executive Director will approve and sign all grant awards and convening events.

Section 4. Solicitation. The Foundation will take reasonable steps to make each solicitation for Programmatic Awards widely known to the public.

Section 5. Peer Review. All projects resulting from a request for application must be reviewed by an independent peer and merit review. In selecting reviewers and projects, the staff shall ensure that:

- (a) reviewers are qualified experts on the relevant topics;
- (b) each reviewer has signed an agreement to keep confidential information relating to proposed projects;
- (c) the majority of reviewers have determined that the proposed research is objective, scientifically valid, and feasible.

In addition, Advisory Councils will ensure proposed projects advance the mission of the Foundation and balance the FFAR portfolio within a program area. Advisory Councils will provide their final recommendations on the merits of proposals to the Executive Director.

Section 4. Objectivity. All scientific and merit reviews and assessments shall be made objectively and shall not be based on commercial or proprietary interests.

Section 5. Conflicts of Interest. All participants involved in the development, review, and selection process for Programmatic Awards shall abide by the Foundation's Conflict of Interest policies, including the requirements of Article VIII of these By-laws.

Section 6. Administrative Expenses Cap on Grant Awards and other Agreements. Allowable indirect costs on all FFAR awards cannot exceed ten percent (10%) of the total FFAR award and ten percent (10%) of the required one-to-one match.

Section 7. Exclusions. This Article shall not apply to the selection and award of leases, contracts, or other transactions related to running the day-to-day operations of the Foundation.

Section 8. Cost Reimbursable Agreements with federal Executive Departments or Agencies. With the consent of the applicable federal executive department or independent federal agency and to the extent authorized by law, the Foundation may enter into cost reimbursable agreements to use the information, services, and facilities of the federal department or agency in carrying out its mission.

Section 9. Execution. All Programmatic Award memoranda of understanding, contracts, grant awards and modifications, and cooperative agreements between the Foundation and other entities, shall be signed by the Executive Director, after obtaining appropriate approval of the Board.

ARTICLE X **INFORMATION AND INVENTIONS**

Section 1. Information and Data. The Board shall establish a policy for writing, editing, printing, publishing, and vending of books and other scientific materials. The Foundation, through the Executive Director, may enter into contracts with public and private organizations to prepare books and other materials for dissemination. All information and data developed by the Foundation or with Foundation funds shall be released and published in a timely manner and to the extent practicable, in peer reviewed journals to maximize their use by the agricultural community, nonprofit organizations, and academic and industrial researchers, and to further the goals and priorities of the Foundation. The Foundation may charge cost-based fees for published materials produced by the Foundation.

Section 2. Inventions. The Board shall adopt written standards to govern the ownership and licensing of inventions, and patents therefore, developed by the Foundation, employees of the Foundation, or derived from the collaborative efforts of the Foundation, but such standards shall not permit the imposition of any royalty, royalty sharing, or other payment requirement in awards to, or agreements with, federal agencies or other entities for which the payment of royalties, royalty sharing, or other payment requirement, are not authorized by law.

ARTICLE XI INDEMNIFICATION

Section 1. Officers and Directors.

- (a) To the maximum extent permitted by the DC Nonprofit Corporation Act, and subject to compliance with any procedures and other requirements prescribed by the DC Nonprofit Corporation Act, or by such other laws, rules, and regulations not inconsistent with the DC Nonprofit Corporation Act, as the Board may in its discretion impose in general or in particular cases or classes of cases (i) the Foundation shall indemnify any person made, or threatened to be made, a party to an action or proceeding, civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise which any director or officer of the Foundation served in any capacity at the request of the Foundation, by reason of the fact that he, his or her testator or intestate, was a director or officer of the Foundation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, and (ii) the Foundation shall advance funds to pay for or reimburse expenses incurred by such person in defending such action or proceeding, subject to the receipt of a written undertaking to repay such expenses in the event that such person is determined not to be entitled to be indemnified.
- (b) Notwithstanding indemnification granted under this Section 1 of Article XII, the Foundation shall not indemnify Appointed Directors for actions taken by the Board that do not comply with the requirement for matching funds for the expenditure of the initial federal funds provided to the Foundation under the Agricultural Act and restated in Section 3 of Article III of these By-laws.

Section 2. Insurance. The Board may approve purchase of liability insurance for Foundation officers and the Executive Director with Foundation funds.

ARTICLE XII GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Foundation shall end on December 31 of each year or on such other date as may be fixed by resolution of the Board.

Section 2. Checks, Notes, Drafts, Etc. All checks, notes, drafts, or other orders for the payment of money of the Foundation shall be signed endorsed or accepted in the name of the Foundation by such officer, person or persons as from time to time may be designated by the Board or by an officer

or officers authorized by the Board to make such designation.

Section 3. Execution of Contracts, Deeds, and Other Instruments. Under Section 10 of Article VI of these By-laws, the Executive Director shall have the authority to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts, Programmatic Awards, and other obligations or instruments in the name and on behalf of the Foundation, provided, however, that the Board may delegate such authority to an agent or officer of the Foundation as the Board may designate and such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select. Any and all funds received from the Commodity Credit Corporation under the Agricultural Act shall be held in separate accounts from funds received from non-federal sources.

Section 6. Transparency. The Foundation will post the following on its web site:

- (a) The Foundation's Bylaws.
- (b) A statement about the Foundation's commitment to transparency.
- (c) The Foundation's Code of Conduct for Appointed Directors, agents, and employees
- (d) The Foundation's ethical guidelines for managing conflicts of interest.
- (e) The Foundation's Gift acceptance policy.
- (e) The Foundation's Programmatic Award project solicitation and administration guidelines.
- (f) Information about each project, including:
 - (i) An Executive Summary, including a summary of the review process.
 - (ii) A list of organizational project participants and their role.
- (h) The Foundation's 990 IRS filings and annual reports (for all years).
- (i) Section 7601 of Pub. L. 113-79.
- (j) The date, time, and location of the annual meeting of the Board.
- (k) A section for questions, feedback and public input.

ARTICLE XIII **DISSOLUTION**

In the event of the liquidation, dissolution or winding up of the Foundation (whether voluntary, involuntary or by operation of law) the Foundation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee, or person connected with, the Foundation, or any other private individual, nor to any organization created or operated for profit, but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining non-federal property and assets of the corporation shall be distributed only to such other organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code as the Board shall in their discretion determine. All remaining funds provided by the federal government shall be returned to the U.S. Treasury.

ARTICLE XIV
AMENDMENTS

Any amendment to these Bylaws or to the Articles of Incorporation of the Foundation shall require the affirmative vote of two thirds (2/3) of the Appointed Directors in office at the time of the amendment.