

BYLAWS OF THE RENEWABLE NATURAL RESOURCES FOUNDATION

**As Amended
December 18, 2017**

I. Name

The name of the corporation shall be the RENEWABLE NATURAL RESOURCES FOUNDATION, hereinafter referred to as the "Foundation."

II. Purposes and Restrictions

The Foundation is organized and operates exclusively for the benefit of the public interest, and for the benefit of, to perform the functions of, and to carry out those purposes of its membership which would be exempt purposes of an organization described in Section 501(c)(3) of the Internal Revenue Code (or any successor provisions). The Foundation shall not engage in any activities which are not for the benefit of the public interest, or the benefit of, performing the functions of, or carrying out those purposes of its member organizations; and the Foundation shall not operate to support or benefit any organization other than its member organizations. In carrying out its purposes, the Foundation may receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the following purposes:

(1) The advancement of sciences and public education in renewable natural resources;

(2) The application of sound, scientific practices in renewable natural resources;

(3) The coordination and cooperation among scientific and professional related societies and organizations having leadership responsibilities for renewable natural resources;

(4) Providing services for such organizations at a common site;

(5) To perform supporting functions and benefits for its member organizations' functions, which would be exempt functions of an organization described in Section 501(c)(3) of the Internal Revenue Code (or any successor provisions);

(6) To engage in any lawful activities incidental to the foregoing purpose and appropriate to an organization which is exempt under section 501(c)(3) of the *Internal Revenue Code* and its regulations.

III. Members and Associates

(a) The Foundation shall have as member organizations such scientific and professional societies or organizations which, in the judgment of the directors, can significantly advance and have as a primary purpose the advancement of the sciences and public education in renewable natural resources and/or application of scientific knowledge to the management of renewable natural resources. Member organizations are limited to such organizations which are exempt under section 501(c)(3) of the *Internal Revenue Code* and which are described in section 509(a)(1) or (2) of such code; and organizations which are exempt under section 501(c)(4), (5), or (6) of the *Internal Revenue Code* which would be described in section 509(a)(2) of such code if they were an organization described in section 501(c)(3). In the case of a member organization not exempt under section 501(c)(3), the Foundation shall only operate for the benefit of, perform the functions of, and carry out the purposes of such organization to the extent that such activities are appropriate to an organization which is exempt under section 501(c)(3).

(b) An organization may become a member organization of the Foundation by affirmative vote of two-thirds of all voting members of the board of directors.

(c) Member organizations shall pay dues, as approved by the Foundation's board of directors. A member organization's membership in the Foundation may be terminated for nonpayment of dues, in accordance with procedures established by the board of directors.

(d) A member organization may resign, or may be removed or suspended with cause, by affirmative vote of two-thirds of all voting members of the board of directors.

(e) The Foundation shall have as associates those individuals, organizations, institutions, companies, and other foundations that desire to support the purposes and programs of the Foundation.

(f) Associates shall have no vote.

(g) Associates shall pay such dues and receive such services as approved by the board of directors.

IV. Board of Directors

(a) The business of the Foundation shall be managed by and under the authority of a board of directors. The board of directors shall consist of three or more directors. Each member organization shall be entitled to appoint one director and one alternate director to the board of directors for a term of two years, or any part thereof to fill an unexpired term. Additional directors shall be public interest members but public

interest members shall only constitute a minority of the board of directors and shall not serve as officers or on the Executive Committee of the board of directors. Such public interest members may be elected by affirmative vote of two-thirds of all voting members of the board of directors, and shall serve for a period of two years. The executive director shall be a nonvoting member of the board of directors.

(b) Each director shall have one vote which may be cast in person or by written proxy. In the absence of a director, the alternate director may serve at board meetings in the director's place and have one vote.

(c) Any director or alternate director may resign at any time by written notice to the principal office of the Foundation. Any director or alternate director may be removed from the board with cause by affirmative vote of two-thirds of all voting members of the board of directors.

(d) There shall be an annual meeting of the board of directors, as authorized by the board of directors. Concurrent with the annual meeting of the board of directors, there shall be annually a meeting of the members. Notice of such meetings, including time, date, location and agendas shall be provided to each director and the executive officer of each member organization and to each member at least thirty (30) days prior to the meeting.

(e) Notice may be provided by any of the following forms: writing, email, fax or oral communication.

(f) Special meetings of the board of directors may be called by the chairman or shall be called upon written request to the chairman from one-quarter of all voting members of the board of directors. Notice of such meetings, including agendas, shall be provided to each director and the executive officer of each member organization at least seven (7) days prior to the meeting and shall indicate the purpose and the location of the meeting.

(g) One-half of all voting directors shall constitute a quorum for the transaction of business at all meetings of the board of directors. One-half of all the voting members shall constitute a quorum.

(h) Between meetings of the board of directors, any matter except bylaws amendments may be referred to the board of directors for decision by ballot. The ballot may be delivered by electronic means including email or facsimile, or by regular mail or other means so long as the ballot is in the form of a record. The ballot shall specify each proposed action to be voted on and provide an opportunity to vote for, withhold a vote for, each candidate for election as director; and to vote for or against each other proposed action. A ballot shall include the number of votes needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by the Foundation in order to be counted. A ballot may be authorized by the executive committee. At least thirty (30) days must elapse between presentation of the matter to the board of directors and the close of balloting.

(i) Annual, regular or special meetings of the board of directors and of the members may be held electronically.

(j) Requirements for due notice or prescribed lapse of time may be waived at any time in writing by the person or persons entitled to such notice or by an attorney thereunto authorized.

(k) In the event of an emergency, the board of directors may (a) modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event.

V. Executive Committee

The Foundation shall have an executive committee consisting of the elected officers, and the executive director as a non-voting member. The chairman of the board of directors shall be chairman of the executive committee. Meetings of the executive committee may be called by the chairman or shall be called upon written request to the chairman by any three (3) voting members of the executive committee. The executive committee shall have all of the powers of the board of directors when the board is not in session, except as prohibited by law or by these bylaws. A majority of all voting members of the executive committee shall constitute a quorum. Executive committee actions shall be made known in writing to all directors without delay.

VI. Officers

(a) The elected officers of the Foundation shall be a chairman, a vice chairman, and three (3) or five (5) at-large members. They must be voting members of the board of directors other than public interest members and shall be elected by the board of directors for a term of two years each, unless they fail to be reappointed to the board of directors by their member organization, thus creating a vacancy.

(b) The executive committee shall appoint the corporate secretary and treasurer.

(c) Any officer may be removed from office at any time by a majority vote of all voting members of the board of directors.

(d) In the absence of any officer, or for any other reason deemed sufficient by the board of directors, the board may temporarily delegate the powers and duties of such officer to any other officer or director.

(e) If any elected office becomes vacant for any reason, a successor may be elected to hold office for the unexpired term by a majority vote of all voting members of the board of directors.

(f) The chairman shall be the principal elected officer of the foundation, and shall have all powers and duties usually vested in such office plus those which may be prescribed by the board of directors. The chairman shall preside at meetings of the Foundation, the board of directors and the executive committee and may vote on all matters. The chairman will be an *ex officio*, non-voting member of all committees and

shall work with the executive director to assure that all policies and directives of the board of directors are implemented.

(g) The vice chairman shall, in the absence or disability of the chairman, exercise the powers and responsibilities of the chairman.

(h) The board of directors may employ a salaried executive director who shall be responsible to the board of directors through the chairman. The executive director shall be the chief operating officer of the Foundation and shall direct all affairs of the Foundation including staff employment and termination, budgeting and other activities as assigned by the board of directors or the executive committee.

(i) The corporate secretary shall serve as secretary for all sessions of the board of directors and the executive committee, and shall prepare a written record of all proceedings. The secretary shall affix the corporate seal to any instrument requiring the same, shall provide notice of all meetings of the board and shall perform such other duties as may be prescribed by the board or by the chairman.

(j) The treasurer shall be responsible for all monies received and expended by the Foundation. The treasurer shall provide the board of directors, whenever they may require it, an account of financial transactions and of the financial condition of the Foundation. The accounts will be reviewed annually by a certified public accountant as directed by the board of directors.

(k) All foundation officers or any other person, when acting officially on behalf of an officer, shall be covered by a blanket surety bond in an amount which shall be approved by the board and paid for by the Foundation.

(l) The Foundation shall defend and indemnify its directors, officers, committee members and employees from and against any and all claims, demands, lawsuits, judgments, and expenses (including court costs and reasonable attorney's fees) arising out of their acts or omissions as such directors, officers, committee members and employees; however, such defense and indemnity shall apply only to the extent such claims, demands, lawsuits, judgments, and expenses are within the coverage provided by, or within the scope of (a) the professional liability insurance policies obtained by the Foundation as said policies are then in effect, whether or not all of the monies involved are in fact actually collected under said policies, or (b) in the event the Foundation then does not have any professional liability policies then in effect, the professional liability insurance policies then last obtained by the Foundation.

VII. Seal

The corporate seal shall have inscribed thereon the name of the Foundation and the words "corporate seal."

VIII. Amendments

These bylaws may be changed or repealed by affirmative vote of two-thirds of voting members of the board of directors in attendance or voting by written proxy at any meeting called for that purpose. Written notice of such meetings, including a copy of proposed bylaw changes shall be mailed to each director and the executive officer of each member organization at least thirty (30) days prior to the meeting.

IX. Parliamentary Procedures

The parliamentary rules contained in Roberts Rules of Order Newly Revised, shall govern all deliberations of the Foundation except where they are in conflict with these bylaws or the District of Columbia Code.