



## **BYLAWS\***

### **ARTICLE I**

#### **NAME**

The name of this organization shall be:

**CENTER FOR SCIENCE IN THE PUBLIC INTEREST**

(Hereinafter referred to as the Center).

### **ARTICLE II**

#### **PURPOSE**

The purposes for which the corporation is organized are exclusively charitable, educational, scientific, literary, and testing for public safety, namely:

A. To provide useful, objective information to the public and policy makers and to conduct research on food, alcohol, health, the environment, and other issues related to science and technology.

B. To represent the citizen's interests before regulatory, judicial, and legislative bodies on food, alcohol, health, the environment, and other issues.

C. To ensure that science and technology are used for the public good and to encourage scientists to engage in public-interest activities.

D. To do all things necessary and proper to carry out the foregoing purposes.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section A. The Board of Directors shall constitute the policy-making body of the Center and shall direct its activities. Each Director shall have an equal vote. The number of Directors shall be no less than 4 nor more than 18, as set by resolution of the Board from time to time.

Section B. Each new Director must demonstrate to the Board acceptable professional competence and a willingness to work for the purposes of the Center. New Directors shall be elected by a majority vote of the Board of Directors present and voting at a meeting at which a quorum is present.

\* As amended, August 2, 1972; September 20, 1978; October 12, 1979; January 21, 1980; February 6, 1981; October 26, 1989; October 6, 1994; February 16, 2006; November 10, 2011; November 14, 2013.

Section C. A Director may be dismissed from the Board for failure to work with or share the common purpose of the Center or for other reasons deemed proper by the Board. A Director may be removed only after a hearing before the assembled Board. A vote of two-thirds of all Directors present and voting at a meeting at which a quorum is present shall be necessary for removal of a Director.

Section D. The Board of Directors shall meet as a body no less than once a year. A quorum shall consist of a majority of Directors. These and other meetings should be governed by Robert's Rules of Order.

Section E. Directors shall be elected or re-elected for terms of three years. Directors at the time of adoption of these bylaws shall hold terms of one, two, or three years, as determined by the Board, the intention being that one-third of the Board of Directors shall be elected annually. Vacancies on the Board, whether due to death, removal, or resignation, shall be filled by the vote of a majority of the Board of Directors present and voting at a meeting at which a quorum is present for the remainder of the unexpired term.

Section F. The directors shall elect a chair, vice-chair, secretary, treasurer, and any other officer they deem necessary. The officers shall be elected for re-electable one-year terms at the fall meeting. The same person may not simultaneously serve as president and treasurer.

(1) The chair shall preside over board meetings and perform other appropriate activities customary to the office of president.

(2) The secretary shall be responsible for keeping an accurate record of the proceedings of board meetings, and be available to sign all necessary documents, and perform other duties customary to the office of secretary.

(3) The treasurer shall participate in the preparation of the annual budget and audit, help ensure the financial soundness of the organization, and perform other duties customary to the office of treasurer.

(4) The vice-chair shall serve as chair in any instance when the chair is unavailable, absent, or incapacitated to serve.

## **ARTICLE IV**

### **EXECUTIVE DIRECTOR or PRESIDENT**

The Board of Directors shall elect by majority vote at a duly constituted meeting an Executive Director or President to whom the Board may delegate all the responsibilities not held exclusively by the Board. The Executive Director or President shall use either job title interchangeably, depending on the business circumstances, at the sole discretion of the job holder. The Executive Director or President shall be the chief executive officer of the corporation, and subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the corporation in accordance with policies and directives approved by the Board of Directors. These duties shall include but not be limited to hiring, firing, accepting or rejecting grants, contracts, or donations; setting rents, overhead rates, and other budgetary

considerations; and setting job descriptions.

**ARTICLE V**

**AMENDMENT OF BYLAWS**

These bylaws may be amended, altered, or repealed, or new bylaws adopted by a two-thirds vote of the Directors present and voting at a meeting at which a quorum is present, provided at least five days' written notice is given of the intention to alter, amend, or repeal, or to adopt new bylaws at such meeting.

**ARTICLE VI**

**MEMBERSHIP**

The corporation does not have members with voting rights, as the term is used in DC Code § 29-401.02(24). However, the corporation may call people "members" who donate to, subscribe to publications of, or otherwise support the work of the corporation. Members of the corporation shall receive a CSPI newsletter and appropriate other benefits as set by the corporation from time to time. Members' views on the corporation's priorities may be reviewed from time to time.

**ARTICLE VII**

**INDEMNIFICATION**

The Corporation shall indemnify any Director for losses sustained in the performance of his/her duties as Director arising from any actual or threatened claim made against that Director, pursuant to the provisions of D.C. Code § 29-406.50 through 406.53 and 406.55.