

**BYLAWS**  
**of**  
**FDP FOUNDATION**  
**(A District of Columbia Nonprofit Partnership)**

**ARTICLE I**  
**Name**

The name of this Partnership (hereinafter referred to as “Foundation”) is:  
**FDP FOUNDATION**

**ARTICLE II**  
**Purposes and Limitations**

**Section 1.** The nature of the Foundation and the purposes to be conducted and promoted by the Foundation shall be:

- (i) To support the mission and activities of the Federal Demonstration Partnership (FDP) to improve scientific research and education in America and lessen the burdens of government by (a) connecting researchers and research administrators with Federal granting agencies to devise means to reduce the administrative burden on both the grantee and the grantors, and (b) otherwise facilitating the grant process to enable researchers and institutions to focus their resources on developing superior research and educational programs;
- (ii) to make charitable contributions and grants to nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the “IRC”), as well as governmental units and other organizations that promote and further the purposes described in Section 1 above; and
- (iii) to exercise any other powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented (hereinafter referred to as the “Act”).

**Section 2.** The Foundation is organized exclusively for charitable, educational, and scientific purposes.

**Section 3.** Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

**Section 4.** No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 5.** During any period that the Foundation is deemed to be a private foundation as described in Section 509(a) of the Code, the Foundation:

- (i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

### **ARTICLE III Offices**

The Partnership shall maintain in the District of Columbia a registered office and a registered agent at such office, and may have other offices within or without the District of Columbia as shall be determined by the Board of Directors.

### **ARTICLE IV Members**

**Section 1. Members.** The Foundation shall not have members.

## **ARTICLE V** **Board of Directors**

**Section 1. General Powers.** The affairs of the Foundation shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Foundation, and to this end the Board of Directors may exercise all powers of the Foundation. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Foundation's Articles of Incorporation and these Bylaws.

**Section 2. Composition, Election, Term, and Qualifications.** The number of Directors shall be not less than six (6), such number which shall be fixed from time to time by resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. The Directors shall be appointed to the Board of Directors by virtue of their office held in the Federal Demonstration Partnership or by their appointment by the Membership Committee of the Federal Demonstration Partnership. There will be four (4) ex-officio Directors. These will be the Chair, Vice-Chair, Treasurer and Executive Director of the Federal Demonstration Partnership. The remaining Directors will be appointed by the Membership Committee of the Federal Demonstration Partnership. The ex-officio Directors shall hold office for as long as they hold their office in the Federal Demonstration Partnership; provided, however, that Directors shall serve until their successors have been duly elected and have qualified. The Directors appointed by the Membership Committee of the Federal Demonstration Partnership will serve two (2) year terms. These Directors shall be chosen from the then-existing Federal Demonstration Partnership Membership. If at any time the membership of a Director's home institution in the Federal Demonstration Partnership is withdrawn or otherwise lapses, that Director will no longer be qualified to serve, and shall be replaced as provided in Article V, Section 12, below. There shall be no limit on the number of terms, consecutive or otherwise, that a Director may serve. The terms of Directors may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Directors. To this end, the term(s) of one (1) or more Directors may be extended or abbreviated, to the extent and as determined by the Board of Directors. Directors shall be at least twenty-one (21) years of age but need not be residents of the District of Columbia. All Directors will be voting Directors with the exception of the Executive Director of the Federal Demonstration Partnership, who will not vote on any action of the Foundation.

**Section 3. Annual and Regular Meetings.** Annual meetings of the Board of Directors shall be held at such time and place, either within or without the District of Columbia, designated by resolution of the Board of Directors, without notice required other than these Bylaws and such resolution. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board of Directors without notice required other than these Bylaws and such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons

authorized to call special meetings of the Board of Directors may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be received by each Director by mail, overnight courier, facsimile, electronic mail, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

**Section 6. Quorum.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Foundation's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

**Section 8. Teleconferencing.** To the extent permitted by the Act, any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

**Section 9. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10. Minutes and Parliamentary Procedure.** Full minutes of each meeting of the Board of Directors shall be recorded by the Secretary-Treasurer, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Foundation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors for its own governance.

**Section 11. Removal or Resignation of Directors.** Any Director may be removed from office at any time by the affirmative vote of a majority of the Directors in office. Any Director may resign at any time by giving written notice to the President, Secretary-Treasurer, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 12. Vacancies.** Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise, will be filled in the same manner as that applicable to the predecessor in office, e.g., by the Membership Committee of the Federal Demonstration Partnership or by virtue of the corresponding office in the Federal Demonstration Partnership being filled. A Director selected to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Notwithstanding the foregoing, in the event that an ex-officio Directorship remains vacant because the corresponding office in the Federal Demonstration Partnership remains vacant, and the Board of Directors determines that it is in the best interests of the Foundation to fill the Directorship in the interim, such vacancy may be temporarily filled by an individual appointed by the Membership Committee of the Federal Demonstration Partnership.

## **ARTICLE VI**

### **Officers**

**Section 1. Definition of Officers.** The Officers of the Foundation shall be a President, Vice-President, Secretary-Treasurer, and such other Officers as may be determined by the Board of Directors. The Board of Directors may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors. All Officers shall be members of the Board of Directors by virtue of their office, unless otherwise determined by the Board of Directors. The offices of President and Secretary-Treasurer shall not be held by the same person.

**Section 2. Election, Term and Qualifications.** The Officers of the Foundation shall serve ex-officio, and shall be those persons who serve in the corresponding offices of the Federal Demonstration Partnership. The President of the Foundation shall be the Chair of the Federal Demonstration Partnership. The Vice-President of the Foundation shall be the Vice-Chair of the Federal Demonstration Partnership. The Secretary-Treasurer of the Foundation shall be the Treasurer of the Federal Demonstration Partnership. Each Officer shall hold office for as long as they hold their corresponding office in the Federal Demonstration Partnership; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. There shall be no limit on the number of terms, consecutive or otherwise, that an Officer may serve. The terms of Officers may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Directors. To this end, the term(s) of one (1) or more Officers may be extended or abbreviated, to the extent and as determined by the Board of Directors. Officers shall be at least twenty-one (21) years of age but need not be residents of the District of Columbia.

**Section 3. Removal or Resignation of Officers.** An Officer will be removed from office at any time that they are removed from their corresponding office in the Federal Demonstration Partnership. Any Officer may resign at any time by giving written notice to the President, Secretary-Treasurer, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 4. Vacancies.** A vacancy in any Officership because of death, resignation, removal, disqualification, or otherwise, will be filled by virtue of the corresponding office in the Federal Demonstration Partnership being filled. Notwithstanding the foregoing, in the event that an Officership remains vacant because the corresponding office in the Federal Demonstration Partnership remains vacant, and the Board of Directors determines that it is in the best interests of the Foundation to fill the Officership in the interim, such vacancy may be temporarily filled by an individual appointed by the Membership Committee of the Federal Demonstration Partnership.

**Section 5. President.** The President of the Foundation shall be the elected Chair of the Federal Demonstration Partnership. The President shall be the principal executive officer of the Foundation and shall in general supervise and have charge of all of the affairs of the Foundation, pursuant to the direction and oversight of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall serve as the Chair of the Board of Directors. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Foundation. The President shall supervise and provide direction to any employees of, or paid contractors to, Foundation, if any, on a regular basis. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice-President.** The Vice-President of the Foundation shall be the elected Vice-Chair of the Federal Demonstration Partnership. The Vice-President will fulfill the duties of the President during such times that the President is unavailable to do so. The Vice-President may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Foundation. The Vice-President may be given special tasks by the President and/or the Board of Directors from time to time.

**Section 7. Secretary-Treasurer.** The Secretary-Treasurer shall be the appointed Treasurer of the Federal Demonstration Partnership. The Secretary-Treasurer shall record the minutes of all meetings of the Board of Directors; maintain such minutes in one (1) or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Foundation; be the custodian of the seal of the Foundation and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any sources whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. This bond will be paid for by the Foundation.

**Section 8. Delegation of Duties.** One (1) or more duties of any Officer of the Foundation may be expressly delegated by the Board of Directors or by such Officer to one (1) or more other Officers, employees or agents of the Foundation, provided that if such delegation

is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Foundation shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Foundation and in matters of policy.

## **ARTICLE VII** **Committees**

**Section 1. Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate one (1) or more committees, each of which shall consist of at least two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation; provided, however, that the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. Except as otherwise provided in such resolutions, the President of the Foundation shall appoint the members of such committees.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President shall appoint the members of such committees from among the Directors and the membership of the Federal Demonstration Partnership.

**Section 3. Term of Office.** Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

**Section 4. Removal or Resignation of Committee Members.** Any committee member may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Foundation would be served thereby. Any committee member may resign at any time by giving written notice to the President, Secretary-Treasurer, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 5. Chair.** One (1) member of each committee shall be appointed as Chair of such committee by the President, unless the appointment of such Chair shall be made by resolution of the Board of Directors.

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original

appointments.

**Section 7. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of all voting members of a committee shall constitute a quorum, and the act of a majority of the committee's voting members present at a meeting at which a quorum is present shall constitute the act of the committee. Every committee member shall have one (1) vote on all matters submitted to a vote of the committee, unless a committee member is designated by the Board of Directors as a non-voting committee member. No proxy voting by committee members shall be permitted.

**Section 8. Meeting Procedures.** The committee's Chair shall notify members of a committee of its meeting or meetings. If the Secretary-Treasurer is not available to serve as Secretary of the committee, the committee's Chair shall designate a Secretary. Full minutes of each meeting shall be recorded by the Secretary, containing results of the deliberations of any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Board of Directors. To the extent permitted by the Act, any person participating in a meeting of any committee may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. All committee meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Foundation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

**Section 9. Limitation on Delegated Authority.** Actions taken by committees shall in all instances be subject to Article XIV (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Foundation and in matters of policy.

## **ARTICLE VIII** **Employees and Contractors**

One (1) or more employees or contractors, if such employees or contractors are deemed necessary by the Board of Directors, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Board of Directors. The President shall supervise and provide direction to any employees of, or paid contractors to, the Foundation on a regular basis.

## **ARTICLE IX** **Compensation**

Officers and Directors as such shall not receive any salary for their services; provided, however, that nothing herein contained shall be construed to preclude an Officer or Director from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

## **ARTICLE X** **Inurement**

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

## **ARTICLE XI** **Finances**

**Section 1. Fiscal Year.** The fiscal year of the Foundation shall be such period established by the Board of Directors.

**Section 2. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such Officer or Officers, or agent or agents of the Foundation, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President or Secretary-Treasurer and one (1) other Officer or Director of the Foundation.

**Section 4. Deposits.** All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE XII** **Books and Records**

The Partnership shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the

authority of the Board of Directors.

## **ARTICLE XIII** **Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the Act, the Foundation's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting, at the commencement of such meeting, to the transaction of any business because the meeting was not lawfully called.

## **ARTICLE XIV** **Declaration of Policy**

Responsibility and authority for any declaration of Partnership policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Foundation are not authorized directly or indirectly to commit the Foundation in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Foundation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Foundation.

## **ARTICLE XV** **Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.** To the fullest extent permitted by the Act and the IRC, the personal liability of the Officers and Directors of the Foundation is hereby eliminated.

**Section 2. Indemnification.** To the fullest extent permitted by the law and by the provisions of the Act, the Foundation shall indemnify and hold harmless each Officer or Director of the Foundation, or former Officer or Director of the Foundation, against expenses (including attorneys' fees and expenses) actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of his or her being or having been an Officer or Director of the Foundation, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnity shall be effective only in the event that the interested Officer or Director provides the Board of Directors of the Foundation, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those

indemnified may be entitled under any Bylaw, agreement, vote of the Board of Directors, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Officer and Director.

## **ARTICLE XVI**

### **Duration and Dissolution**

The duration of the Foundation shall be perpetual, except that it may be dissolved in the manner provided by the Act. Upon the dissolution of the Foundation, and after paying or making provision for the payment of all of the liabilities of the Foundation, all assets of the Foundation shall be distributed for one (1) or more of the Foundation's exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine.

## **ARTICLE XVII**

### **Amendments**

The power to adopt, amend or repeal these Bylaws shall rest with, and may be executed by, the Board of Directors. These Bylaws may be altered, amended or repealed, and one (1) or more new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors present at any duly called meeting of the Board of Directors at which a quorum is present.

## **ARTICLE XVIII**

### **Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

## **ARTICLE XIX**

### **Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

## **ARTICLE XX**

### **Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

*Adopted by the Board of Directors: \_\_\_\_\_ July 27, 2009.*