ILSI NORTH AMERICA

BYLAWS

PREAMBLE

ILSI North America (“ILSI N.A.”) is a non-profit, charitable and scientific organization that advances nutrition, food science, and food safety research and its application for the benefit of public health. To achieve its mission, ILSI N.A. brings together scientists from government, academia, and industry to work cooperatively and with shared responsibility to advance the understanding and application of science. Participation of scientists from multiple sectors in addressing public health issues, together with the requirement that all ILSI N.A. activities must be directed to and carried out in an objective manner for the benefit of the public health, is a fundamental aspect of ILSI N.A.’s identity. ILSI N.A.’s commitment to multisector participation is reflected in ILSI N.A.’s bylaw provisions regarding the Board of Trustees, of whom at least half must be public sector trustees, with the remainder being private sector trustees.

ARTICLE I: GENERAL

SECTION 1. ILSI N.A. is the North American member of the nonprofit organization International Life Sciences Institute (hereinafter "ILSI"), and has agreed to comply with relevant policies and procedures established by ILSI.

SECTION 2. The purpose for which ILSI N.A. is organized is exclusively scientific, charitable, and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

SECTION 3. ILSI N.A. shall establish an antitrust policy in keeping with the antitrust laws of the District of Columbia, as well as with state and federal antitrust laws, and shall distribute a copy of such policy to the members of the Assembly of ILSI N.A. at ILSI N.A. business meetings and activities. Such policy shall prohibit discussion or dissemination of such matters as, but not limited to, the following: information concerning costs, pricing, credit and marketing policies, sales territories, and customers.

SECTION 4. As used herein, to be affiliated with a “public sector organization” means that an individual is currently employed by or holds an appointment in a university, government agency, public research institute, or nonprofit foundation, or has retired from one of these organizations or entities during the course of his or her appointed or elected term with an ILSI N.A. committee or governance body. If an individual is employed by a for-profit (private) organization but also holds an appointment in a public sector organization (whether remunerated or not) then, for the purposes of their engagement in ILSI N.A., they will be regarded as a representative of the private sector.

SECTION 5. As used herein, to be affiliated with a Supporting Company means that an individual is currently employed by a Supporting Company or has retired from one of a Supporting Company during the course of his or her appointed or elected term with an ILSI N.A. committee or governance body.
ARTICLE II: ASSEMBLY

SECTION 1. There shall be two classes of members in the ILSI N.A. Assembly: Public Sector Members and Private Sector Members.

1(a). Public Sector Members shall be individuals affiliated with public sector organizations, who are enrolled on a roster of active participants in ILSI N.A.’s scientific committees or who are members of ILSI N.A.’s Board of Trustees. Public Sector Members may be required to pay annual membership dues and scientific committee assessments in which they participate to ILSI N.A. in accordance with criteria established by the ILSI N.A. Board of Trustees.

1(b). Private Sector Members shall be: (i) individuals who are Official Representatives of Supporting Companies and (ii) individuals affiliated with a Supporting Company who are enrolled on a roster of active participants in ILSI N.A.’s scientific committees or who are members of ILSI N.A.’s Board of Trustees.

SECTION 2. All members of the ILSI N.A. Assembly as defined in Section 1 above shall be qualified to become electors who may vote at all meetings and on ballots of the ILSI N.A. Assembly, and receive all general materials that are relevant to the Assembly. Upon reasonable written request, ILSI N.A. Assembly members shall have access to such relevant information as is generally available to the Assembly at ILSI N.A.’s principal office.

SECTION 3. The ILSI N.A. Assembly shall elect a slate of representatives to the ILSI N.A. Board of Trustees in accordance with Article IV, Section 3. This slate shall include both industry and public sector trustees and will be put forward by the Nominating Committee as defined in Article VI, Section I. The vote may be conducted in a meeting of the Assembly or by ballot as permitted by the District of Columbia Nonprofit Corporations Act. The ILSI N.A. Assembly shall also consider removal of trustees and such other matters as are submitted to it by the ILSI N.A. Board of Trustees, by any scientific committee for consideration or action in a meeting or by ballot.

SECTION 4. As described in greater detail below, voting in the Assembly will be carried out in a manner that gives equal weight to the votes of Public Sector Members and Private Sector Members, and in the event of a tie vote, the matter will be submitted to the ILSI N.A. Board of Trustees, which also is balanced between Trustees who are affiliated with public sector organizations and Trustees who are affiliated with Supporting Companies.

4(a). On an annual basis, each member of the Assembly will be asked to confirm whether he or she wishes to receive a ballot for elections or other votes during a designated twelve-month period. Members of the Assembly who request a ballot will be known as “Electors,” and will be identified as such in a register maintained by ILSI N.A. When a matter is submitted to the Assembly for a vote, the Electors will be grouped into two classes: Electors who are Public Sector Members and Electors who are Private Sector Members. The votes of each class will be tallied separately, and any position which receives a majority of the votes by a class of Electors will be treated as representing the decision of that class on the matter under consideration. Consequently, the votes of the Electors who are Public Sector Members will be weighted equally with those of the Electors who are Private Sector Members.
4(b). The Assembly will strive to resolve matters submitted for a vote by consensus. However, in the event of a tie between the Public Sector Member Electors and the Private Sector Member Electors, the matter under consideration shall be submitted to the ILSI N.A. Board of Trustees for a decision in accordance with the Board’s own decision-making procedures.

SECTION 5. One-tenth of the Electors in each class described in Article II, Section 4 above shall constitute a quorum on any matter submitted to the Assembly for a decision.

SECTION 6. A regular or special meeting of the ILSI N.A. Assembly is not required to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members of the Assembly have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Assembly, pose questions, and make comments.

SECTION 7. Special meetings of the ILSI N.A. Assembly, for any purpose or purposes, unless otherwise prescribed by statute or the Articles of Incorporation of ILSI N.A., may be called by the ILSI N.A. President and shall be called by the ILSI N.A. President at the written request of one-third of both the Public Sector Members and the Private Sector Members. Such request shall state the purposes of the proposed meeting.

7(a). Written notice of a special meeting stating the place, date, and time of the meeting and the purposes for which the meeting is called shall be given to each member of the ILSI N.A. Assembly not less than ten (10) days before the meeting. Business transacted at any special meeting of the Assembly shall be limited to the purposes stated in the notice.

ARTICLE III: SUPPORTING COMPANIES

SECTION 1. A business entity (hereinafter “company” or “companies”) may become a Supporting Company of ILSI N.A. if the company: (i) is a producer of food, beverages, pharmaceuticals, cosmetics, agricultural and other chemicals, personal care and household products, or containers thereof, or a producer of ingredients used therein or in connection therewith, a producer of exercise equipment for human health, or a provider of scientific and technical services used in the safety testing or production of the foregoing products; and (ii) is interested in furthering the purposes of ILSI N.A.; provided, however, that no trade association and no firm whose business consists principally of providing professional consulting service or advice may be a Supporting Company of ILSI North America. In addition, a company is ineligible to become an ILSI N.A. Supporting Company if that company or an affiliate engages in the manufacture, production, marketing, sale, or distribution of tobacco products. For purposes of this provision, the term “affiliate” means any company that controls, is controlled by, or under common control with another company.

SECTION 2. Companies seeking admission as Supporting Companies must submit an application and the applicable dues and/or initiation fee, if any, as adopted by the ILSI N.A. Board of Trustees. Each Supporting Company must also designate an Official Representative (named individual) to serve as a liaison with ILSI N.A.’s Executive Director on matters regarding the Supporting Company’s relationship with ILSI N.A. The term of a Supporting Company’s Official Representative shall automatically expire when: (i) the Official Representative ceases to be
employed by the Supporting Company; (ii) the Official Representative's connection with the Supporting Company is otherwise severed; (iii) the company ceases to be a Supporting Company of ILSI N.A.; or (iv) the Supporting Company designates another Official Representative.

2(a). Once a Supporting Company application has been received and all conditions of Supporting Company status are satisfied, and upon payment of the applicable dues and initiation fee, the applicant shall become an ILSI N.A. Supporting Company and shall be entitled to have its Official Representative and other scientific personnel participate in all Assembly activities as described in Article II.

SECTION 3. A Supporting Company may cancel its status as a Supporting Company at any time upon written notice to the ILSI N.A. Executive Director of such voluntary withdrawal. Any Supporting Company that ceases to qualify for Supporting Company status may have such status suspended or revoked upon a recommendation of the ILSI N.A. Executive Committee and a majority vote of the ILSI N.A. Board of Trustees. Conditions that shall be cause for suspension or revocation of Supporting Company status include, but shall not be limited to, the following: (i) failure to conform to requirements to serve as a Supporting Company; (ii) failure to perform such obligations and duties as may be determined by the ILSI N.A. Board of Trustees; (iii) failure to pay dues or expenses assessed by ILSI N.A.; (iv) violation of these bylaws or any other lawful rule of practice or procedure adopted by ILSI N.A.; or (v) any unethical or improper business practices, or other conduct detrimental to the best interests of ILSI N.A. For any cause other than failure to pay dues or expenses, a vote for suspension or revocation of status shall occur only after the Supporting Company complained against has been notified in writing of the recommendation for suspension or revocation of Supporting Company status, and has been given a reasonable opportunity to be heard, provided that notice of the Supporting Company’s intent to be heard is provided to the ILSI N.A. Chair in writing within thirty (30) days of receipt of written notice of the recommendation for such suspension or revocation. The opportunity to be heard may be provided by teleconference or in person, at the discretion of the ILSI N.A. Chair. The ILSI N.A. Chair shall either call a special meeting of the ILSI N.A. Board of Trustees or place the Supporting Company’s challenge on the agenda at the next regularly scheduled ILSI N.A. Board of Trustees meeting. Voluntary withdrawal, suspension, or revocation of Supporting Company status shall not relieve such Supporting Company from the obligation to pay dues and assessments incurred prior to the date of such withdrawal, suspension, or revocation. All dues, assessments, and other fees, once paid, will not normally be refunded.

SECTION 4. The ILSI N.A. Board of Trustees, at its sole discretion, may elect to reinstate a company’s status as a Supporting Company, regardless of the reason such status was revoked, provided the company corrects the deficiency that caused its loss of status no later than twelve (12) months from the date of revocation. If more than twelve (12) months elapse without the company correcting such deficiency, the company must reapply as if it had never before been a Supporting Company.

ARTICLE IV: BOARD OF TRUSTEES

SECTION 1. The managing body of ILSI N.A. shall be the Board of Trustees. The number of Trustees of ILSI N.A. shall be no less than fifteen and, except in the most unusual circumstances where thirty-two Trustees may be elected for up to one year, no more than thirty-one. The number of
Trustees of ILSI N.A. may be further increased or decreased from time to time by amendment of the Bylaws. The Board of Trustees shall consist of a number of Trustees who are affiliated with public sector organizations at least equal to the number of Trustees who are affiliated with Supporting Companies.

SECTION 2. The Board of Trustees shall: (i) supervise, control and direct the affairs of ILSI N.A.; (ii) determine policies and changes in such policies; (iii) actively carry out objectives of ILSI N.A.; (iv) supervise the disbursement of funds; and (v) adopt such rules and regulations for the conduct of its business as shall be advisable.

SECTION 3. The Assembly shall elect each year, in accordance with Article II, Sections 3 and 4 of these Bylaws, Trustees to the Board of Trustees. If a vacancy occurs among the Trustees, the Assembly shall elect another Trustee to fill the unexpired term.

3(a). Trustees shall serve for three-year terms and shall be eligible for reelection to a maximum of three full consecutive terms; provided, however, that an individual may be elected for more than three consecutive terms if the Nominating Committee, in its discretion, proposes that the individual be elected for additional terms.

3(b) Any Trustee elected by the Assembly may be removed from office, at any time, by the affirmative vote of the Electors as provided in Article II, Sections 3 and 4.

SECTION 4. The Board of Trustees may hold meetings, both regular and special, at such time and at such place as shall from time to time be determined by the Board. Special meetings may be called by the President on three days notice to each Trustee. Special meetings shall be called by the President or Chair in like manner and on like notice on the written request of two Trustees. A quorum consists of one-third of the Board of Trustees and the one-third must include at least two officers of ILSI N.A. Except as otherwise expressly provided by law or these Bylaws, the act of a majority of the Board of Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

SECTION 5. The Board of Trustees shall meet at least annually at the call of the President on at least thirty days written notice.

SECTION 6. There shall be an Executive Committee of ILSI N.A. composed of the officers and up to five members at-large from the Board of Trustees. The Executive Committee shall have all the powers of the Board of Trustees to transact business and routine affairs between meetings, but it may not take extraordinary actions. All transactions of the Executive Committee shall be reported in full at the next, regularly scheduled meeting of the Board of Trustees. The at-large members of the Executive Committee shall be elected by the Board of Trustees at their annual meeting for a term of one year each.

SECTION 7. The Executive Committee shall consist of a number of trustees affiliated with public sector organizations that is at least equal to the number of Executive Committee members who are representatives of Supporting Companies.

SECTION 8. The Board of Trustees shall appoint a Finance Committee, consisting of at least three members of the Board of Trustees, one of whom shall be the Treasurer. The Treasurer
shall serve as Chairperson of the Finance Committee. Each member of the Finance Committee shall be free from any relationship that, in the opinion of the Board of Trustees, would interfere with the exercise of his or her independent judgment as a member of the Committee. Among other relevant matters, members of the Finance Committee should obtain the ability to understand financial statements, to evaluate accounting firm bids to undertake auditing, and to make sound financial decisions on behalf of the ILSI N.A Board of Trustees.

SECTION 9. The Finance Committee shall have the following responsibilities: (i) to provide the Board of Trustees with accurate and transparent statements of ILSI N.A.’s finances in order that the Board of Trustees may have the information needed to make its decisions; (ii) to review and present for Board of Trustees approval of ILSI N.A. investment strategies and policies; (iii) to review and present for Board of Trustees approval the annual budget for ILSI N.A.; (iv) to review ILSI N.A.’s annual financial statements and reports, including the compliance of ILSI N.A.’s accounting and financial management systems and reports with generally accepted accounting principles for nonprofit organizations; (v) to review and present for Board of Trustees approval ILSI N.A.’s cash reserve usage policies; (vi) after consulting with management, to review and recommend to the Board of Trustees the independent auditors to be selected to audit the financial statements; (vii) to review and forward to the Board of Trustees communications of the external auditors, with such comments of its own as may be appropriate; (viii) to periodically review ILSI N.A.’s system of internal controls, including its risk management systems, and make recommendations to the Board of Trustees for changes it considers desirable; (ix) to perform the compensation review activities set forth in Section 10 below; and (ix) to carry out such other functions and activities as may be assigned to the Committee by the ILSI N.A. Board of Trustees.

SECTION 10. At least three members of the Finance Committee, none of whom shall have a conflict of interest with respect to the review and determination of the compensation of ILSI N.A. officers, shall annually review the compensation of the Executive Director, and whenever a significant modification in compensation is proposed. The review shall include an analysis of appropriate comparability data for the purpose of ensuring that the compensation and benefits under review are not excessive. Based on this review, the reviewing trustees shall recommend just and reasonable compensation ranges for the individual(s) in question to the President.

SECTION 11. The Finance Committee shall adequately document the basis for all determinations arising out compensation reviews concurrently with making those determinations (within 60 days of the decision or the date of the next meeting of the Board of Trustees, whichever is later). Such documentation shall consist of written or electronic records of the Finance Committee (such as meeting minutes), which must note a) the terms of the transaction and the date it was approved; b) the members of the Finance Committee who participated in the transaction that was approved and those who voted on it; c) the comparability data obtained and relied upon and how the data were obtained; and d) any actions taken with respect to consideration of the transaction by anyone who is otherwise a member of the Board of Trustees but who had a conflict of interest with respect to the decision on the compensation.

ARTICLE V: OFFICERS

SECTION 1. Except as provided herein, the officers of ILSI N.A. shall be elected by and from the Board of Trustees. The officers shall include a Chair, a President, a Vice Chair, a Vice President, and a Treasurer, and such other officers as may be elected in accordance with the provisions
of this Article. In addition, the Executive Director shall be an unelected officer of the organization.

SECTION 2. The offices of the President and Chair of the ILSI N.A. Board of Trustees shall be held by individuals affiliated with either a private sector or a public sector organization. The offices of ILSI N.A. President will be filled by one individual affiliated with a private sector company and ILSI N.A. Chair will be filled by one individual affiliated with a public sector organization.

SECTION 3. The Chair of the ILSI N.A. Board of Trustees shall have such duties as are assigned by the ILSI N.A. Board of Trustees, and shall preside at all meetings of the ILSI N.A. Board of Trustees. The Chair, in partnership with the Executive Director, serves as the primary liaison between the Assembly of Members and the Board of Trustees on matters of scientific strategy and mission.

SECTION 4. The President shall preside at all meetings of the Executive Committee and shall have such other duties as are assigned by the ILSI N.A. Board of Trustees. The President, in partnership with the Executive Director, serves as the primary liaison between the Assembly of Members, the Supporting Companies, and the Board of Trustees on matters of organizational strategy and mission.

SECTION 5. The Vice Chair shall have such duties as are assigned by the Chair or the Board of Trustees, and shall assist the Chair as he or she may require. The Vice Chair shall perform all duties of the Chair during the latter's absence, disability, refusal to act, or resignation until such time as the Chair resumes the duties of his or her office or a successor is elected and qualified.

SECTION 6. The Vice President shall have such duties as are assigned by the President and Board of Trustees, and shall assist the President as he or she may require. The Vice President shall perform all duties of the President in the event of the latter's absence, disability, refusal to act, or resignation until such time as the President resumes the duties of his or her office or a successor is elected and qualified.

SECTION 7. The Treasurer shall: (i) be responsible for the funds of ILSI N.A.; (iv) ensure that funds are collected and deposited in such banks or depositories, or invested, as may be approved by the Board of Trustees; (ii) ensure that disbursements are made as ordered by the Board of Trustees; and (iii) 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 by the President or by the Board of Trustees. He or she shall render to the President and Board of Trustees, at its regular meetings or when the Board of Trustees requires, an account of all ILSI N.A. financial transactions as well as an account of the financial condition of ILSI N.A. The Treasurer shall also notify the Board of Trustees of Members whose dues or other assessments are past due.

SECTION 8. All elected officers shall serve for a term of two years, or until either they are reelected or their successors are elected and qualified. Any vacancy occurring in any office of ILSI N.A. shall be filled by the Board of Trustees.

SECTION 9. Any officer of ILSI N.A., elected or appointed, may be removed by the Board of Trustees whenever, in its judgment, the best interests of ILSI N.A. will be served by such removal. Removal of an officer will be without prejudice to the contract rights, if any, of the person so removed. Election of an officer does not itself create contract rights.
ARTICLE VI: NOMINATING COMMITTEE

SECTION 1. The President shall appoint a Nominating Committee, consisting of three members of the Board of Trustees, one of whom shall be chairman, to nominate candidates for the Trustees of ILSI N.A.; elected officers (Chair, President, Vice Chair, Vice President, and Treasurer) of ILSI N.A.; the at-large members of the Executive Committee of ILSI N.A. The Nominating Committee, shall nominate a full slate of candidates to fill the vacant positions, and shall report its nominations for Trustees to the Assembly and its nominations for officers, the at-large members of the Executive Committee. In selecting candidates, the Nominating Committee shall be guided by all applicable ILSI N.A. or ILSI requirements, as the case may be, including the requirement that the Board of Trustees and the Executive Committee consist of a number who represent universities, non-regulatory government agencies or quasi-government bodies, research institutes or foundations, at least equal to the number who are representatives of Members.

ARTICLE VII: EXECUTIVE DIRECTOR

SECTION 1. The Board of Trustees may employ a salaried staff head who shall have the title of Executive Director and whose terms or conditions of employment shall be specified by the ILSI N.A. President and approved by the Board of Trustees.

SECTION 2. The ILSI N.A. Executive Director is accountable to the Board of Trustees. For the purposes of efficient administration, the Executive Director shall report to the President in consultation with the Chair, and the Chair and President are both accountable to the Board of Trustees. The Executive Director shall manage and direct the activities of ILSI N.A., in consultation with and approval by the Board of Trustees. Specifically, the Executive Director shall be responsible for the formulation of plans and policies for the accomplishment of ILSI N.A. purposes, and upon approval by the Board of Trustees is responsible for their implementation or achievement. The ILSI N.A. Executive Director shall: (i) employ and may terminate the employment of staff necessary to carry on the work of ILSI N.A.; (ii) fix the compensation of such employees within ILSI N.A.’s salary administration plan, guidelines, and approved ILSI N.A. budget; and (iii) define the duties of such staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interests of ILSI N.A.

ARTICLE VIII: LEGAL COUNSEL

SECTION 1. ILSI N.A. shall be represented by qualified legal counsel. Legal counsel shall render those legal services as are required by a charitable, scientific and educational foundation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as well as such other legal advice and services as may be requested by the President, Executive Director and/or the Board of Trustees.

ARTICLE IX: FISCAL YEAR AND BUDGET

SECTION 1. The fiscal year of ILSI N.A. shall begin on the first day of January of each year. Each year, the Board of Trustees will prepare and adopt a budget.

ARTICLE X: DUES AND FINANCES
SECTION 1. The Board of Trustees shall determine the amounts of the annual dues, initiation fees, and other assessments charged to Sponsoring Companies as well as the times and conditions for the payment of such dues, fees and assessments.

ARTICLE XI: PROCEDURE

SECTION 1. Procedure shall be governed by such rules as the Board of Trustees may from time to time adopt. In the absence of the Trustees adopting any such rules, the Executive Committee shall rule on matters of procedure.

ARTICLE XII: AMENDMENTS

SECTION 1. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted at any regular or special meeting of the Board of Trustees upon an affirmative vote of three-fourths of the Trustees present at any meeting of the Board of Trustees at which there is a quorum. If any alteration, amendment, repeal or addition of new Bylaws is to be made at a special meeting of the Board of Trustees, notice of such alteration, amendment, repeal or addition shall be contained in the notice of such special meeting.

ARTICLE XIII: INDEMNIFICATION

SECTION 1. ILSI N.A. shall indemnify any trustee, officer, employee, agent or volunteer, or any person who may have served at its request as a trustee, officer, employee, agent or volunteer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, officer, employee, agent or volunteer, 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 indemnification shall not be deemed exclusive of any other rights to which such trustee, officer, employee, agent, or volunteer may be entitled, under any bylaw, agreement, vote of the Board of Trustees, or otherwise.

SECTION 2. The Board of Trustees may authorize the purchase of insurance on behalf of any trustee, officer, employee, agent or volunteer against any liability asserted against or incurred by him that arises out of such person's status as a trustee, officer, employee, agent or volunteer or out of acts taken in such capacity, whether or not ILSI N.A. would have the power to indemnify the person against that liability under law.

SECTION 3. If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIV: DISSOLUTION

SECTION 1. Upon the dissolution of ILSI N.A., the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of ILSI N.A., dispose of all the assets of ILSI N.A. exclusively for the purposes of ILSI N.A. in such manner, or to such organization(s) organized and operated exclusively for the purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any
future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such asset not so disposed of shall be disposed of by the appropriate court for the District of Columbia, exclusively for such purposes or to such organization(s), as said court shall determine.