

***CENTER FOR SCIENCE
IN THE PUBLIC INTEREST***

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.

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.

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.

Section F. The directors shall elect a president, secretary, treasurer, and any other officer they deem necessary. The officers shall be elected for re-electable one-year terms at the fall meeting.

(1) The president 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.

ARTICLE IV

EXECUTIVE DIRECTOR

The Board of Directors shall elect by majority vote at a duly constituted meeting an Executive Director to whom the Board may delegate all the responsibilities not held exclusively by the Board. The Executive Director 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

Members of the corporation shall receive a CSPI newsletter, discounts on publications, and appropriate other benefits. Members' views on the corporation's priorities shall be reviewed from time to time.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any Director for losses sustained in the performance of their duties as Director arising from any actual or threatened claim made against that Director unless a court determination has found that a) the Director failed to act in good faith and for a purpose he or she reasonably believed to be in the best interest of the Corporation, b) in the case of criminal matter, the Director had reasonable cause to believe that his or her conduct was unlawful, or c) the Director was liable for misconduct or negligence in the performance of, or failure to perform a duty for which he or she was responsible as a Director.