



The Campbell Collaboration, a Non Profit Corporation

**BYLAWS
(Incorporating amendments approved on May 25, 2016)**

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ARTICLE I NAME AND PURPOSE

Section 1.01 Name. The name of this corporation shall be The Campbell Collaboration, a Non Profit Corporation (hereinafter called the "Foundation").

Section 1.02 Incorporation. The Foundation has been incorporated as a not-for-profit corporation, under the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania (hereinafter called the "Nonprofit Corporation Law").

Section 1.03 Purpose. In order to help others make decisions concerning the effects of various educational, social service and economic programs, the Foundation will prepare, maintain and disseminate evidence synthesis studies on the effect of interventions on social and economic policies and practices in a range of sectors.

ARTICLE II OFFICES

Section 2.01 Offices. The Foundation shall also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint and the business of the Foundation may require.

ARTICLE III MEMBERS

Section 3.01 General. The Foundation shall have one class of members with voting rights (“Members”).

Section 3.02 Qualification for Membership. Membership in the Foundation shall be open to any government or public ministry or public agency or research agency or any nonprofit organization, provided such ministry, agency or organization is of good reputation and supports the purposes and activities of the Foundation.

Section 3.03 Categories of Membership. There shall be two categories of membership: (i) Coordinating Groups, and (ii) eligible donors. Coordinating Groups are those groups which have been approved by the Campbell Board (or Steering Group prior to October 2016). An eligible donor is one providing a minimum of US\$100,000 in the preceding 12 month period to support either (i) the work of the Campbell Secretariat, or (ii) directly to the Foundation for other purposes. Eligibility ends at the end of the project period or once all funds are disbursed, whichever is the later. Each category of Member shall elect one (1) person to serve on the Members Conference Nominating Committee, as described in Section 8.05. In addition, each category of Member may, if it so chooses, provide the Nominating Committee with the names of up to three (3) candidates for Commissioner.

Section 3.04 Dues and Fees. Dues, fees, and any other charges for Members may be established from time to time by resolution of the Board and approved by the Members.

Section 3.05 Rights and Benefits of Members. Each Member, through its Voting Delegate, shall be entitled to one vote on all matters raised at meetings (“conferences”) of the Members. Representatives of Members may serve and vote on the committees, project teams, panels, councils, and/or task forces of the Foundation and shall be accorded such additional benefits as may be authorized by resolution of the Board of Directors.

Section 3.06 Term of Membership. The Board shall determine, in its sole discretion, what action to take (including termination of membership) in the event any Member or Affiliate Member ceases to meet the criteria for membership set forth in Sections 3.02 and 3.03 or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the Foundation. Any Member that the Board deems to have defaulted on any obligation to the Foundation shall forfeit its membership and all prior payments made to the Foundation. Membership shall also terminate when the Member files a written letter of resignation with the Foundation. A terminating Member shall forfeit all prior payments made to the Foundation. Termination of membership shall not relieve a Member from the obligation of paying dues and/or other assessments that are owed by the Member as of the date of termination.

Section 3.07 Delegates. Each Member shall designate a Voting Delegate who shall be an individual employed, assigned or otherwise engaged by the Member. The Voting Delegate shall have full authority to represent such Member in all Foundation matters. The term of a Member’s Voting Delegate shall automatically terminate if and when such individual ceases to be employed, assigned or engaged by such Member; such individual’s connection with, or authority to represent the Member is otherwise ended; or the Member with which such person is employed, assigned, or engaged ceases to be a Member of the Corporation. A Member may designate additional Delegates, if it so desires, who may serve on Foundation committees, project teams, or panels.

Section 3.08 Annual Membership Conference. An annual business meeting of the Members of the Foundation (the “Annual Membership Conference”) shall be held at such time and place as fixed in advance by the Board for the purpose of electing Commissioners and transacting any other business that may properly come before the Members. Written notice of each Annual Membership Conference shall fix the time and place of the Annual Membership Conference and, if deemed appropriate by the Board, the purpose or purposes thereof, and shall be given to each Member, in the manner provided by these Bylaws, at least thirty (30) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual business meeting of the Members.

Section 3.09 Special Conferences. Special meetings of the Members (“Special Membership Conferences”) may be called by the Board or by the President of the Foundation at his or her discretion or at the written request of twenty-five percent (25%) or more of the Members. Written notice of each Special Membership Conference shall fix the time and place of the Special Membership Conference and, if deemed appropriate by the person or persons by whom or at whose request the Special Membership Conference is being called, the purpose or purposes thereof, shall be given to each Member, in the manner provided by these Bylaws, at least thirty (30) days before such conference. A duly executed waiver of notice thereof may also fix the time and place of any Special Membership Conference.

Section 3.10 Quorum; Voting; Proxies. At all conferences of the Members, a majority of the Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Member shall have one vote. A vote of the majority of the Members, represented in person or by proxy, at any conference at which a quorum is present, shall be the act of the Members, except as otherwise provided by these Bylaws. Members may vote by proxy executed in writing or electronically by such Members. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member that executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the Members present at such conference may adjourn the conference from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.11 Presiding Officer(s) and Secretary. The President of the Foundation shall preside at all conferences of the Members. At any Membership conference, if the President or the person designated by the Board to preside at that conference are not present, the Members present shall appoint a presiding officer for such conference. If the person designated by the Board to act as secretary at that conference is not present, the Members present shall appoint a secretary for such conference.

ARTICLE IV: LIMITATIONS

Section 4.01 Limitations. The following limitations shall apply to the operation and activities of the Foundation:

- (1) No part of the net earnings of the Foundation shall be paid, distributed or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the Foundation shall be authorized to pay compensation in reasonable amount to its Directors or officers or other private persons for services rendered and to make payments and distributions in furtherance of its general nonprofit corporate purposes including contributions and donations for charitable purposes;
- (2) No substantial part of the activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office; and

(3) In the event that the Foundation becomes a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws (the “Code”), then the Foundation shall (a) distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code; (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Code

Section 4.02 Dissolution. In the event of dissolution of the Foundation, the Foundation’s remaining assets shall be transferred, after the payment of all debts and obligations, to one or more organizations or institutions, selected by the Board of Directors, which are organized and operated for purposes similar to those of the Foundation and which are exempt from the payment of Federal Income Taxes under Section 501(c)(3) of the Code.

ARTICLE V: BOARD OF DIRECTORS

Section 5.01 General Powers and Responsibilities. Except as otherwise provided by law or these Bylaws, the Board of Directors, or the “Board”, is the governing body of the Foundation, with all powers of governing, directing, and overseeing the management and affairs of the Foundation. The Board shall have exclusive control over the property, funds and affairs of the Foundation including select, evaluate the performance, determine the level of compensation of, and, in appropriate circumstances, terminate the employment of the Chief Executive Officer. Within the Board’s Mandate, the Board shall have the following responsibilities:

- (a) Strategic planning. With the support of the CEO and the Secretariat, the Board is responsible for developing and updating a Strategic Plan that sets out the organization’s long-term and short-term goals and identifies key activities designed to achieve those goals.
- (b) Organizational structure. Based on proposals from the CEO, the Board determines the organizational structure of Campbell and decides whether specific proposals for new Coordinating Groups, and Partner Organizations shall be approved.
- (c) Authorized entities. The Board determines which entities may operate under the auspices of the Campbell Collaboration. The Board may grant to these and other entities responsibilities for carrying out specific functions on behalf of the Campbell Collaboration.
- (d) Intellectual property rights. The Board maintains international rights over intellectual property on behalf of the Campbell Collaboration.
- (e) Budgets, accounts and fiduciary oversight. The Board is responsible for approval of budgets for core operations. Budgets and accounts are prepared annually by the CEO in consultation with the Board Treasurer. The Board votes to approve or change the budget at least once a year. The Board is responsible for ensuring the proper disbursement and accounting of all funds received by the Campbell Collaboration. For purposes of efficiency, all central Campbell funds and accounts shall be managed by the Campbell Secretariat under the oversight of the Campbell Board.
- (f) Legal status. The Campbell Board shall maintain the charter of the Campbell nonprofit corporation and its formal recognition by the Commonwealth of Pennsylvania and the U.S. Internal Revenue Service.
- (g) Liability and insurance. The Board shall maintain operational and business liability insurance to protect its members against any legal action against them in relation to Campbell.
- (h) Trademark. The Campbell Board controls legal rights to use the Campbell name and logo.
- (i) Performance management of the CEO.
- (j) External promotion. Board Commissioners are expected to promote the Campbell Collaboration to potential funders, partners and other stakeholders.

Section 5.02 Number of Directors; Qualifications. The Board shall fix by resolution, from time to time, the number of Commissioners, provided that there shall be no less than seven (7) members

subject to Section 5.04. Five (5) of these Directors are elected by eligible members of the Foundation, as described at Article 3.02 and 3.03 of these Bylaws, at the annual Members' Conference. These five Directors are hereinafter called the 'elected Directors'. One (1) Director shall be elected by the Coordinating Groups, using a such procedure as they determine. This Director is hereinafter called the 'CG representative'. One (1) Director shall be elected by the Members, using such procedure as they determine. This Director is hereinafter called the 'Member representative'. All Directors must be natural persons of full age. Directors need not be residents of the Commonwealth of Pennsylvania.

Section 5.03 Election, Eligibility and Term. Directors shall be the voting members of the Board of Directors. All Directors will be elected or re-elected for three (3) year terms with the exception for the provision made for the first such election held in May 2016 as described at para. 4.01 of Article IV of these Bylaws. Each of the Directors shall hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal.

Section 5.04 Staggering of terms. The five elected Directors elected at the first Members conference shall be allocated to three categories as follows: two Directors to be allocated to category A, to serve an initial term of two (2) years; one (1) Director to be allocated to category B, to serve an initial term of three (3) years; and two (2) Directors to be allocated to category C, to serve an initial term of four (4) years. Thereafter each Director in each category shall serve a full term of three years if re-elected. The allocation of Directors to categories A, B and C is to be undertaken by the Board at its first meeting in October 2016 using such procedure as it shall determine on that occasion.

Section 5.05 Resignation; Removal; Vacancies. Any Director may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. Any Director may be removed by the Board of Directors by the unanimous vote of all of the members of the Board of Directors then in office. Vacancies and newly created Board seats resulting from any increase in the number of Directors shall be filled in the same manner as directors are elected under Section 4.02, even if the remaining number of Directors is less than a quorum. Vacancies will be filled for the remainder of the vacated term.

TWICE Section 5.06 Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year at such time and at such place as shall from time to time be designated by the Directors, with one such meeting being designated as the annual meeting of the Board of Directors.

Section 5.07 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board of Directors.

ALIGN Section 5.08 Meeting Notice. Notice of the annual meeting shall be sent to each Director by the Board of Directors or the Secretary at least ten (10) working days in advance of the meeting. Notice of any special meeting shall be sent to each Director at least five (5) days in advance of the meeting. Notice of the Directors' meeting shall specify the general purpose of the meeting if (a) the purpose of such meeting is to amend the Bylaws, or (b) the meeting is a special meeting of the Directors.

Section 5.09 Quorum and Action. At all meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction, of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall be entitled to one vote. No Director shall have the right to cumulate his votes for any purpose. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 5.10 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action

so taken shall be signed by all the Directors and shall be filed with the Foundation. Teleconferencing may be used as a meeting, as long as all participants can hear each other.

Section 5.11 Standard of Care. A Director of the Foundation shall stand in a fiduciary relation to the Foundation and shall perform his/her duties as a Director in good faith, in a manner he/she reasonably believes to be in the best interests of the Foundation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by officers of the Foundation, other Directors of the Foundation, counsel or independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence so long as in any such matter, the Director acts in good faith, after reasonable inquiry and without knowledge that would cause such reliance to be unwarranted. A person who performs the duties of a Director in accordance with the above shall have no liability based on any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Foundation is dedicated.]

ARTICLE VI OFFICERS

Section 6.01 Titles. The officers of the Foundation shall be chosen by the Board of Directors and shall be a President, Secretary and Treasurer, and such other officers and assistant officers as the needs of the Foundation may require. Any number of the aforesaid offices may be held by the same person. The President shall be selected from among the members of the Board of Directors.

Section 6.02 Election of Officers. The Board of Directors shall elect the President, Secretary and Treasurer.

Section 6.03 Resignations and Removal of Officers. An officer may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. An officer may be removed by the Board of Directors by the unanimous vote of all of the members of the Board of Directors then in office. Any removal shall be without prejudice to the contractual rights of any person so removed. The Board of Directors may fill any vacancy which may occur in any office.

Section 6.04 Terms of Office. The officers of the Foundation shall hold office for a three (3) year term, subject to removal by the Board of Directors. A person may be elected to a single second term as President. A person may be elected to successive terms as Secretary and Treasurer.

Section 6.05 President. The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Board of Directors shall elect a Director present at the meeting as Acting President.

Section 6.06 Chief Executive Officer. The Chief Executive Officer shall be the chief operating officer of the Foundation; he or she shall have general and active management of the affairs and property of the Foundation and see that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board of Directors. The Chief Executive Officer shall perform such other duties as shall be assigned to him or her from time to time by the Board.

Section 6.07 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper

vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all the transactions as Treasurer and of the financial condition of the Foundation.

Section 6.08 Secretary. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings in a book to be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Foundation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

ARTICLE VII FINANCE

Section 7.01 Financial Report. The Treasurer shall present at the annual meeting of the Board of Directors a report, verified by President and Treasurer, which report shall indicate in appropriate detail:

- (a) The assets and liabilities of the Foundation as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and
- (d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Foundation.

Such report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE VIII COMMITTEES

Section 8.01 Establishment of Other Committees (such as an Audit Committee). The Board of Directors of the Foundation may, by resolution, adopted by a majority of the Directors present at a duly called meeting at which a quorum is present, appoint one or more committees comprised all or in part of members of the Board of Directors or such other persons as the Board of Directors may deem appropriate, with each such committee member serving for such terms as the Board of Directors may designate and, in the absence of such designation, for a term of one year; provided that no committee shall have the power to amend the Articles of Incorporation or these Bylaws of the Foundation or to exercise the authority of the Board of Directors in the management of the Foundation.

Section 8.02 Resignation; Removal; Vacancies. Any member of a committee may resign at any time by delivering a written resignation to the Board of Directors, the President or the Secretary. Any member of a committee may be removed by the Board of Directors by the unanimous vote of all of the members of the Board of Directors then in office. Vacancies and newly created committee seats resulting from any increase in the number of committee members shall be filled by vote of the Board of Directors. Vacancies will be filled for the remainder of the vacated term.

Section 8.03 Action Without a Meeting. Any action required or permitted to be taken by a committee of the Board of Directors may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents

shall be filed with the minutes of the proceedings of the committee. Such consent shall have the same force and effect as a unanimous vote.

Section 8.04 Procedures. All committees shall follow such procedures as the Board of Directors may determine and shall report any actions taken to the President or the Board of Directors at the next meeting thereof.

Section 8.05 Board Nominating Committee. There shall be a Board Nominating Committee. The procedures to be followed by the Board Nominating Committee and the criteria for Directors shall be set forth in the charter of the Board Nominating Committee and policies and procedures of the Foundation.

ARTICLE IX LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 9.01 Limitation of Liability. A Director of this Foundation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under this section and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 9.02 Indemnification. The Foundation shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including action by or in the name of the Foundation) by reason of the fact that he or she is or was a Director or officer of the Foundation or is or was serving at the request of the Foundation as a Director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or Director purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Foundation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall continue as to a person who has ceased to be a Director or officer of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 9.03 Insurance. The Board of Directors may authorize, by a vote of a majority of the whole Board of Directors, the Foundation to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Foundation, or is or was serving at the request of the Foundation as a Director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article IX. Furthermore, the Foundation may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations referred in Section 8.02 of this Article.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Foundation and the year and state of incorporation.

Section 10.02 Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January.

Section 10.03 Records. An original or duplicate record of the proceedings of the Board of Directors and other bodies, the books or records of account, and the Bylaws, shall be kept at the Foundation's principal business office.

Section 10.04 Contracts. All contracts entered into on behalf of the Foundation must be authorized by the Board of Directors.

Section 10.05 Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Foundation, or, in the case of Directors, supplied by him to the Foundation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person.

Section 10.06 Waiver of Notice — Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

ARTICLE XI COMPENSATION OF COMMISSIONERS

Section 11.01. Except as expressly set forth in this section, the Directors of the Foundation shall receive no compensation for their service as Directors but may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Foundation, provided that such reimbursement in no way adversely affects the Foundation's qualification under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding the above, the Directors shall be entitled to an annual honorarium for their service as Directors; provided, however, that any change to such honorarium must be (i) approved by a unanimous vote of the entire Board; and (ii) must be reported to the Members and, if no Member objects to such change, the change shall become effective on the thirtieth (30th) day after the Members are notified of such change. If a Member objects in writing to the change in the annual honorarium, the Members shall determine whether to approve such change at the next Annual or special Members conference.

ARTICLE XII AMENDMENTS

Section 12.01 Amendments. These Bylaws, or the Articles of Incorporation of the Foundation, may be altered, amended, restated or repealed by a simple majority vote of all of the members of the Board of Directors then in office.