**Annex 7.1. Example of a Think Tank’s Board’s Bylaws\***

**AMENDED AND RESTATED BYLAWS**

**OF**

**RESULTS FOR DEVELOPMENT INSTITUTE, INC.**

ARTICLE I

**Activities and Membership**

Section 1.01. **Non Profit Activities.** The Corporation is organized exclusively for charitable, educational, scientific and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and, within such limits, to reduce global poverty, promote sustainable economic and human development and improve human welfare through the building of capacity for policy analysis and implementation in lower and middle income countries around the world. This goal will be accomplished by hosting and contributing to topical conference and meetings, writing reports and briefs, sharing expert technical assistance with policymakers, and providing financial support in the form of grants to build the technical capacity of non-governmental organizations in lower and middle income countries engaged in development work. Consistent with the foregoing, the Corporation shall exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

Section 1.02. **Members.** The Corporation shall not have members.

ARTICLE II

**Board of Directors**

Section 2.01. **Functions of Board of Directors.** All corporate powers shall be exercised by, or under the authority of, and the activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board of Directors. The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate authority and responsibility as permitted under law. The Board may hold meetings in executive session under such rules and regulations as the Board may adopt.

Section 2.02. **Qualifications of Directors.** Each director shall be an individual. A director need not be a resident of the District of Columbia.

Section 2.03. **Number of Directors.** The number of directors constituting the entire Board of Directors shall be at least three (3) and not more than thirty (30). The maximum number of directors may be changed by an amendment to these Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 2.05.

Section 2.04. **Election and Term of Directors.** The initial Board of Directors shall consist of the directors named in the Articles of Incorporation and shall hold office until the first annual meeting of the Board of Directors and until their successors are elected and qualified. Thereafter, directors shall be elected by the Boardat the annual meeting or other meeting of the Board.

Directors shall be elected to three (3) year terms of office based on qualifications established by the Board. Directors shall immediately assume the duties of their office upon election and shall continue in office until the election of directors at the annual meeting of the Board in the year in which their terms expire, unless otherwise determined by the Board. Directors may be reelected to additional terms of office. The President of the Corporation shall be an ex-officio member of the Board.

Section 2.05. **Removal of Directors.** Except as otherwise required by law or restricted by the Articles of Incorporation or these Bylaws, any one or more of the directors may be removed with or without cause at any time by action of the Board, provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Board and only if the meeting notice states that the purpose, or one of the purposes, of the meeting is the removal of the director.

Section 2.06. **Resignation.** Any director may resign at any time by delivering a signed written notice to the Chair, the President or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 2.07. **Vacancy on the Board.** A majority of the remaining directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of such director’s predecessor.

Section 2.08. **Quorum of Directors and Voting.** Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, a third (1/3) of the number of directors in office before the meeting begins, and not fewer than two directors, shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at the meeting at the time of such vote shall be the act of the Board. Each member of the Board shall have one vote.

Section 2.09. **Meetings of the Board.** An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, or the Chair acting for the Board, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting. Other meetings of the Board may be held at any time whenever called by the Chair or upon request of any two directors of the Corporation. Meetings of the Board may be held in or out of the District of Columbia.

Section 2.10. **Notice of Meetings.** At least seven (7) days prior written notice of the time and place of an annual meeting of the Board shall be provided to each director. Notice of other meetings of the Board shall be given to each director in writing or orally at least twenty-four hours before said meeting.

Except as otherwise required by these Bylaws, a notice, or waiver of notice, need not describe the purpose of any meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at a meeting constitutes waiver of notice of such meeting, except attendance for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Section 2.11. **Written Consents of Directors.** Any action required or permitted to be taken at any 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 then in office. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Section 2.12. **Compensation of Directors.** Directors shall serve without salary or compensation unless the Board determines otherwise. Directors may be reimbursed for reasonable expenses actually and necessarily incurred in the performance of their director duties under such policies as may be adopted by the Board. Nothing herein shall prohibit a director from providing services to the Corporation in another capacity and receiving reasonable compensation therefor under such rules and regulations and conflict of interest policies as may be adopted by the Board.

Section 2.13 **Standards of Conduct for Directors.** Each member of the Board of Directors, when discharging the duties of a director, shall act in good faith and in a manner the director reasonably believes to be in the best interests of the Corporation, with the level of care prescribed by law. No director shall take advantage, directly or indirectly, of a business opportunity of the Corporation without first presenting such opportunity to the Corporation in accordance with applicable law.

ARTICLE III
**Officers, Agents and Employees**

Section 3.01 **Officers.** The Corporation shall have a Chair, Vice Chair, Secretary and Treasurer elected by and from the Board of Directors. The Corporation also shall have a President appointed by the Board and such other officers as the Board may deem necessary and desirable. The Board may prescribe the powers and duties of each office and may fill any vacancy which may occur. Two or more offices may be held by the same person, except for the offices of President and Secretary. The President may appoint assistant officers to assist in the operation of the day-to-day affairs of the Corporation.

Section 3.02. **Tenure and Removal.** Each officer, except the President, shall hold office for the term of one (1) year or until his successor has been elected and qualified. The President shall serve for a term as determined by the Board. All officers may be reelected to additional terms to the same or different office. Any officer may be removed by the Board of Directors at any time with or without cause, and any assistant officer appointed by the President may be removed by the President.

Section 3.03. **Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

Section 3.04. **Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board. An officer appointed to fill a vacancy shall serve for the unexpired term of the officer’s predecessor.

Section 3.05. **Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally to pertain to their respective offices.

A. **Chair.** The Chair shall perform all duties customary to that office and shall be responsible for facilitating the work of the Board which shall include the following:

1. Preside over all meetings of the Board of Directors and the Executive Committee;
2. Provide leadership to enable the Board to accomplish its objectives;
3. Provide leadership to enable the Corporation to secure and maintain the resources necessary to achieve its objectives and to achieve sound management of those resources;
4. Communicate with the Board of Directors and Executive Committee on matters affecting the welfare of the Corporation;
5. Investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board or Executive Committee as circumstances warrant;
6. Appoint all chairpersons and members of committees, except as provided in these Bylaws;
7. Along with the President, be the official spokesperson and representative of the Corporation in all matters; and
8. Perform such other duties usually incident to the offices of the Chair and as may be assigned by the Board of Directors or the Executive Committee.

B. **Vice Chair.** The Vice Chair shall, in the absence of the Chair or in the event of his or her inability or refusal to act, perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

C. **Secretary.** The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors, and for authenticating the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.

D. **Treasurer.** The Treasurer shall oversee and be responsible for the financial affairs of the Corporation, shall report on the financial condition of the Corporation to the Board of Directors, and shall perform such other tasks as may be directed by the Board or Executive Committee.

E. **President.** The President shall be the chief executive officer responsible for directing the day-to-day operations and management of the Corporation. The President shall report to the Board of Directors and Executive Committee and shall be employed under such terms and conditions as may be determined by the Board or the Executive Committee. The duties and responsibilities of the President shall include:

1. Carrying out the policies established by the Board of Directors;
2. Hiring, firing, and supervising the staff necessary to carry out the work of the Corporation and fixing their compensation within the budget approved by the Board of Directors;
3. Working with professional staff and consultants to ensure that the Corporation's accounts, books and records are properly maintained;
4. Assisting the Corporation's officers and committees in preparing budgets, financial and other reports, tax and other legal filings, and other matters within delegation of authority or committee charter under these Bylaws or as may be established by the Board;
5. Preparing business plans, annual reports, and other reports as requested by the Board of Directors or Executive Committee; and
6. Performing such other tasks as may be directed by the Board of Directors or Executive Committee.

Section 3.06. **Agents and Employees**. The Board of Directors and the President may appoint agents and the President may hire employees who shall have such authority and perform such duties as may be prescribed by the Board or the President. The Board or President, as applicable, may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. The President may delegate authority to such employees and agents as he shall deem advisable and which he may properly delegate. The delegation of authority by the Board or the President shall not operate to relieve the Board or President, as applicable, from any responsibility imposed upon it or him under these Bylaws or by law.

Section 3.07. **Compensation of Officers, Agents and Employees.** The Chair, Vice Chair, Secretary and Treasurer shall serve without compensation, unless the Board determines otherwise, but may be reimbursed for reasonable expenses actually and necessarily incurred in connection with the performance of their service for the Corporation under such policies as may be determined by the Board. The President shall, and assistant officers may, receive reasonable compensation for services rendered to the Corporation as determined by the Board or the Executive Committee. The Corporation may pay reasonable compensation to agents and employees for reasonable and necessary services rendered.

Section 3.08. **Disciplinary Action; Suspension.** The Board shall have the power by majority vote to discipline or suspend any officer of the Corporation, provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Board and only if the meeting notice states that the purpose, or one of the purposes, of the meeting is the discipline or suspension of the officer.

Section 3.09. **Standards of Conduct for Officers.** Each officer of the Corporation, when discharging the duties of such office, shall act in good faith and in a manner the officer reasonably believes to be in the best interests of the Corporation, with the level of care prescribed by law. No officer shall take advantage, directly or indirectly, of a business opportunity of the Corporation without first presenting such opportunity to the Corporation in accordance with applicable law.

ARTICLE IV
**Executive Committee**

Section 4.01. **Composition.** There shall be an Executive Committee of the Board of Directors consisting of up to seven (7) members, including the Chair, Vice Chair, Secretary and Treasurer. The President of the Corporation shall be an ex-officio member of the Executive Committee. The remaining members of the Executive Committee shall be appointed by and from the Board. Appointed members shall serve a one (1) term of office and may be reappointed to additional terms.

Section 4.02. **Powers and Responsibilities.** The Executive Committee shall exercise all of the powers of the Board in the management and direction of the business and affairs of the Corporation between Board meetings, to the fullest extent permitted under law, in accordance with the Articles of Incorporation, Bylaws and policies established by the Board; provided that the Executive Committee shall not have the power to elect or remove directors, adopt a plan of merger or consolidation with another organization, voluntarily dissolve the Corporation, liquidate or dispose of all or substantially all of the Corporation's property and assets, or amend the Articles of Incorporation or Bylaws. The Board may adopt and impose additional limitations on the Executive Committee's powers. The Executive Committee shall serve as the compensation committee of the Corporation, unless the Board determines otherwise. The Executive Committee may appoint persons to fill vacancies in any office occurring between Board meetings and such appointments shall be effective until the next meeting of the Board.

Section 4.03. **Meetings and Quorum.** A majority of the members of the Executive Committee shall constitute a quorum at any duly called meeting. The Chair shall call such meetings of the Executive Committee as the business of the Corporation may require. Meetings also may be called at any time at the request of the President or two (2) members of the Committee. The Executive Committee may hold meetings in executive session under such rules and regulations as the Board may adopt.

ARTICLE V
**Other Committees**

Section 5.01. **Board Committees.** The Board may establish and appoint committees that consist of one or more directors and determine their authority and responsibilities, to the extent permitted under law, and may dissolve such committees at its discretion. The Chair shall have authority to appoint all members of any such committee and shall designate the committee chair; provided that all such committees and their members, including the chair, shall serve at the pleasure of the Board. Committees shall exercise the authority delegated to them by the Board, but the delegation of authority to and appointment of any committee shall not relieve the Board of any of responsibility imposed on it under these Bylaws or by law. The provisions of this section shall not apply to the Executive Committee.

Section 5.02. **Advisory Committees.** The Board may establish and appoint “Advisory Committees” that consist of at least two directors and other members who are not directors, and determine their authority and responsibilities, to the extent permitted under law, and may dissolve such committees at its discretion. The Chair shall have authority to appoint all members of the Advisory Committee and shall designate the committee chair (who shall be a director); provided that all Advisory Committees and their members, including the chair, shall serve at the pleasure of the Board. Advisory Committees shall not be a committee of the Board and they shall not be authorized to exercise the authority of the Board or any of its committees.

Section 5.03**. Term.** Unless otherwise provided in these Bylaws, members of committees shall serve a one (1) year term and may be reappointed to additional terms.

Section 5.04**. Compensation.** Members of committees shall serve without compensation except that they may be reimbursed for reasonable expenses actually and necessarily incurred in the performance of their service under rules and policies adopted by the Board of Directors. Nothing herein shall prohibit a member of a committee from providing goods or services to the Corporation in another capacity and receiving reasonable compensation therefor under such rules and procedures as may be adopted by the Board of Directors.

Section 5.05. **Disciplinary Action; Suspension.** The Board (excluding any member who is the subject of the vote) shall have the power by majority vote to discipline or suspend any committee member, provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Board and only if the meeting notice states that the purpose, or one of the purposes, of the meeting is the discipline or suspension of the committee member.

ARTICLE VI
**Miscellaneous**

Section 6.01. **Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December.

Section 6.02. **Bank accounts.** All monies received shall be deposited promptly to the credit of the Corporation in such bank or other depositories as may be approved by the Board of Directors, or officer designated by the Board, and all disbursements shall be made in accordance with procedures adopted by the Board or the President.

Section 6.03. **Checks, Notes and Contracts.** The Board of Directors and the President, unless the Board determines otherwise, shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 6.04. **Books and Records.** The Corporation shall keep at its registered office or principal office in the District of Columbia correct and complete books and records of the account; the activities and transactions of the Corporation; the minutes of the proceedings of the Board of Directors, any committee of the Board of Directors, and any other committee of the Corporation; and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. The original or a certified copy of the Articles of Incorporation, Bylaws and committee charters, if any, shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected for any proper purpose at any reasonable time.

Section 6.05. **Telephonic Meetings.** Any one or more members of the Board of Directors, Executive Committee or other committees may participate in a meeting by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 6.06. **Mail, Fax or Electronic Voting.** Voting on all matters by the Board, Executive Committee and other committees at a duly constituted meeting may be conducted by mail, fax or electronic means, as may be authorized by the Board or applicable committee, except as may be otherwise provided by law. In the event of a vote by mail, fax or electronic means at a duly constituted meeting, the entire Board of Directors or committee, as applicable, shall be considered present.

Section 6.07. **Majority Vote.** Except as may be provided in the Articles of Incorporation, these Bylaws or under law, all matters voted on shall be decided by majority vote of a duly constituted quorum.

Section 6.08. **Proxy Voting.** There shall be no proxy voting.

Section 6.09. **Legal, Accounting and Annual Audit.** The Corporation may employ or retain such persons including accountants, auditors and attorneys as deemed necessary to carry on the functions of the Corporation. The accounts of the Corporation shall be audited annually by a Certified Public Accountant.

Section 6.10. **Office Location.** The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

Section 6.11. **Bond.** The Treasurer, President and any other person responsible for handling funds of the Corporation, shall, if required by the Board of Directors and at the Corporation's expense, furnish a surety bond in such amount as the Board may direct.

Section 6.12. **Voting Upon Shares in Other Corporations.** Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the Chair, the Vice Chair or the President or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

ARTICLE VII
**Indemnification and Insurance**

Section 7.01. **Indemnification of Directors and Officers.** The Corporation shall indemnify, advance expenses and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “Proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other entity, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by the Covered Person in that capacity or arising from the Covered Person’s status as a director or officer (including such other service at the request of the Corporation). Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify, advance expenses and hold harmless a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person and such indemnification, advancement of expenses and hold harmless obligation was authorized in the specific case by the Board. Any amendment, repeal or modification of this Section shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7.02. **Indemnification of Advisory Committee Members**. The Corporation may indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Advisor”) who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a member of an Advisory Committee against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Advisor; provided that, in all instances, the Advisor shall be subject to the same terms and conditions as are applicable to Covered Persons pursuant to these Bylaws and applicable law.

Section 7.03. **Indemnification of Employees and Agents**. The Corporation may indemnify, advance expenses and hold harmless, to the fullest extent permitted by applicable law, any employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that such person is or was an employee or agent of the Corporation against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such agent, but only to the extent authorized in a resolution or a contract adopted by the Board, whether adopted by the Board before or after the act or omission giving rise to the applicable claim, and, in all instances the employee or agent shall be subject to the same terms and conditions as are applicable to Covered Persons pursuant to these Bylaws and applicable law.

Section 7.04. **Indemnification of Volunteers**. The Corporation mayindemnify, advance expenses and hold harmless, to the fullest extent permitted by applicable law, any volunteer of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she is or was a volunteer of the Corporation against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such volunteer, but only to the extent authorized in a resolution adopted by the Board, whether adopted by the Board before or after the act or omission giving rise to the applicable claim, and, in all instances the volunteer shall be subject to the same terms and conditions as are applicable to Covered Persons pursuant to these Bylaws and applicable law.

Section 7.05. **Insurance for Indemnification and Advancement of Expenses.** To the fullest extent permitted by applicable law, but only to the extent reasonably available for purchase, (a) the Corporation shall purchase and maintain insurance on behalf of all Covered Persons in respect of any Proceeding for which the Covered Persons may be entitled to indemnification or advancement of expenses under these Bylaws or applicable law and (b) the Corporation may, upon the specific authorization of the Board, purchase and maintain insurance on behalf of Advisors, employees, agents or volunteers of the Corporation in respect of any Proceeding for which Advisors, employees, agents or volunteers may be entitled to indemnification or advancement of expenses under these Bylaws or applicable law.

Section 7.06. **Non-exclusivity**. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which any Covered Person, Advisor, employee, agent or volunteer may be entitled under any statute, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

ARTICLE VIII

**Amendments**

The Bylaws of the Corporation may be amended by a majority vote of the Board of Directors at any duly called meeting of the Board if notice of the proposed change is provided prior to such meeting. If authorized by the Board at a meeting, a vote on Bylaws changes may be taken by mail, fax, or electronic ballot, sent not less than thirty (30) days before the date for receipt of the ballots.

Adopted by the R4D Board of Directors on September 18, 2013.

Board Secretary