



## ***Center for Advanced Forestry Systems (CAFS)*** **Phase 4 Bylaws**

These bylaws govern the Center for Advanced Forestry Systems (CAFS), a fully graduated National Science Foundation (NSF) Industry & University Cooperative Research Center (IUCRC). These bylaws are subordinate to the IUCRC Membership Agreement and supersede prior CAFS bylaws. CAFS is a national public-private-academic consortium partnership that bridges top academic forestry research programs with broad members across the sector to solve complex, national problems of wide interest. Its mission is to optimize knowledge, capacity, and management to produce high-quality forest-based materials for new and existing products by conducting collaborative research that transcends species, regions, and disciplinary boundaries. Collectively, CAFS is governed by a tiered membership model and a member-driven Industry Advisory Board (IAB).

### **ARTICLE I – Governance**

- **Leadership Structure:**

- **Center Director:** Responsible for overall center operations, budget, IAB meetings, and communication with the IAB.
- **Site Directors:** Lead research and collaboration activities at their respective universities and serve as liaisons between CAFS and their institutions.
- **Industry Advisory Board (IAB):** Composed of one representative from each member organization, the IAB provides guidance on research priorities and approves research projects.
- **IAB Executive Committee (EC):** Includes the Center Director and an IAB member from each Site. The EC advises on administrative and policy matters. The IAB elects a Chairperson and Vice Chairperson for three-year terms.
- **Academic Leadership Committee:** Consists of the Center Director and the Site Directors from each participating member university. This committee addresses Center administrative matters, conflicts of interest, and ensures

overall policy compliance. The Academic Leadership Committee and the IAB will jointly define the mission, objectives, and strategic direction of CAFS.

- **Financial Administrator:** A third-party organization invoices, collects, and manages the CAFS annual membership contributions. Based on IAB approval, the financial administrator will administer contracts to CAFS collaborators at a 10% indirect rate, consistent with National Science Foundation IUCRC guidelines.
- **Implementation Structure:**
  - **Program Manager:** A part-time individual who works under the CAFS Director will provide communications, administrative, and financial support. The individual maintains the CAFS website, completes the annual report, and organizes the annual meetings, while maintaining a database of CAFS key contacts.
  - **Project Scientist:** Can be any individual from a CAFS member organization. Each project scientist will be responsible for implementing, managing, and reporting on approved CAFS research projects. The individual would mentor undergraduate and graduate students, post-doctorate researchers, and professional staff associated with the project, while maintaining fiscal responsibility and accountability for the approved budget.
  - **IAB Representative:** Can be any individual from a CAFS industry member organization who would represent the organization by attending annual meetings, providing input or votes when necessary, and communicating CAFS information or outcomes to the organization while adhering to the policies and procedures outlined in the bylaws.
  - **Financial Administrator Representative:** An appointed individual from the third-party financial administrator's organization who would have a similar role as an IAB Representative (i.e., attend annual meeting, provide input or votes when necessary) and be considered a full, in-kind member of CAFS with similar rights or responsibilities.

## ARTICLE II – Membership and Voting

- **Membership Levels:** CAFS offers different membership levels with varying fees, voting rights, and intellectual property access. These may include **University**, **Industry**, **Affiliate**, and **Observer** levels. Specific details on fees and benefits are outlined in the Membership Agreement.
- **Eligibility:** Any entity can become a member by signing the membership agreement and paying the applicable annual membership contribution.

- **Voting Rights:** Only IAB members have formal voting rights that align with their membership level and the signed membership agreement. Currently, IAB members in good standing have one vote per organization. All CAFS members can provide input prior to or following a vote.
- **Voting Procedures:** The IAB uses a defined voting process to approve all research projects funded by member fees and any amendments to the bylaws. A majority vote of the voting members of the IAB is required to ratify bylaw amendments. When necessary, the Center will use a priority-driven ranking voting mechanism for project funding recommendations.

### ARTICLE III – Conflict of Interest

- A consistent conflict of interest policy is necessary to protect the interests of CAFS and its members and will be implemented to address organizations or circumstance for which: (1) a researcher involved in the Center is the founder, president, a key officer or a majority shareholder; (2) an IAB individual is directly affiliated with any of the universities that are part of the Center (e.g., university foundation, university subsidiary); or (3) any involved external vendor with a relationship between an IAB and/or university member organization.
- All CAFS participants are obliged to disclose any known or potential conflicts of interest as soon as they arise.
- The CAFS Director and Executive Committee will investigate any potential conflicts, and steps will be taken to address any conflicts found.

### ARTICLE IV – Membership Rights and Responsibilities

- **Benefits:** Members have access to various benefits based on their membership level, which may include access to research outcomes, networking, talent pipeline, and potential for customized technology transfer, as outlined in the membership agreement.
- **Intellectual Property:** All fee-paying members have non-exclusive, royalty-free rights to intellectual property created by research funded by member fees. Specific access may vary by membership level. Members wishing to exercise these rights may be responsible for patent costs. Members are also entitled to a nonexclusive, royalty-free license to all software developed by the Center.
- **Research Project Input:** Members, through their IAB representatives, can actively participate in defining research needs and priorities and reviewing and approving research projects.

- **Access to Information:** Members receive research reports and meeting minutes. A centralized, password-protected webpage provides access to meeting information and research outcomes.
- **Responsibilities:** Members are expected to contribute their annual membership fees and designate a representative to the IAB. They are also responsible for maintaining the confidentiality of proprietary center information.

## **ARTICLE V – Research Projects**

- Research is conducted by students, technical staff, and faculty at participating organizations and each funded project will have a mentor or sponsor from a member institution.
- Projects are reviewed semi-annually by the IAB and must align with bylaws, IAB priorities, and the Center’s technology roadmap, while budgets may be adjusted annually with IAB approval.
- Approved research projects will be collaborative unless supplemental or with prior IAB approval. Projects must include collaborators from at least three universities and have support from a minimum of three members.
- Research project voting is anonymous and electronic with outcomes communicated within 14 days of the IAB meeting.

## **ARTICLE VI – IAB Meetings**

- The IAB will meet bi-annually, generally in early summer (June) and late fall with one meeting each year in-person (if possible) at a rotating location hosted by one of the CAFS sites. The Center Director or IAB Executive Chair may call additional meetings as needed.
- Non-members may attend IAB meetings with a signed nondisclosure agreement but have no rights (e.g., voting or access to reports). The Center Director will notify the IAB one week prior to a meeting, by email, of possible guests, including names, titles, and affiliation.
- Meeting agendas and standard technical reports and peer-reviewed manuscripts will be provided at least one week in advance of each meeting. They will also be available electronically by accessing a secure website maintained by CAFS.
- Meeting minutes for open and closed IAB sessions will be taken and distributed to the IAB after the meeting.

- A center annual report that highlights financials, project outcomes, and progress on the strategic plan will be provided to the IAB and NSF at the end of each calendar year.

## **ARTICLE VII – Reporting, Publications, and Data Management**

- The Center Director shall provide an annual report to the members and NSF to ensure status as a graduated IUCRC. This report will be available online at a public website and summarize only key center outcomes.
- For each project funded within CAFS, the Project Scientist shall provide a project description with technical objectives and milestones to the members at the beginning of the project. For the duration of the Center-funded project, the Project Scientist will annually provide either progress or final reports to the Center Director and IAB. Formal progress and final report project presentations will be given at scheduled IAB meetings.
- Peer-reviewed publications resulting from CAFS funding will be shared with the Center Director and IAB in a timely manner and provided in the annual project reporting.
- Non-proprietary data collected, analyzed, or synthesized during any CAFS project will be available through digital repositories and provide access links to the IAB. Organizations will retain the intellectual property rights of their data.
- Notification and prior written approval of the Center Director and Chair of the IAB EC is required for any data sharing with entities outside of CAFS.

## **ARTICLE VIII – Governance**

- CAFS will follow standard operating procedures based on past best practices and IAB accepted norms. In case of conflict or lack of clarity, the latest edition of Robert's Rules of Order Revisited shall govern all center decisions.
- All policies, procedures, rules, guidelines, and other matters that govern the administration of CAFS shall be described in a published CAFS Bylaws that will be revised periodically by the Site Directors and IAB with formal approval through a majority vote.
- The current version of the CAFS Bylaws will be made available on the public portion of the center's web page.
- Proposed amendments to these bylaws must be offered in writing to the Center Director, which must be provided to the IAB Executive Committee and IAB at least one week before the next scheduled IAB meeting. Ratification of amendments shall

require acceptance by a majority of the IAB Executive Committee and voting members of the IAB in attendance at the meeting.

#### **ARTICLE IX – Additional Financial Contributions**

- Any member may elect to make additional financial contributions (through direct financial or in-kind contributions) to CAFS for support of individual research projects that have been formally approved by the IAB.
- These additional contributions can only be used to support additional investigations or specific aspects of an IAB-approved research project desired by one or more members and approval followed by the process outlined in ARTICLE V.
- Additional contributions may be sought from members when the financial requirements for proposed projects exceed the capability of CAFS to provide support from general operating funds. These solicitations will be made as part of the normal funding approval process at IAB annual meetings.

#### **ARTICLE X – Site Performance and Membership Requirements**

- To maintain involvement with CAFS, all sites and members must be in good financial standing at the start of the calendar year and adhere to the policies and procedures of these bylaws. If a CAFS site or member is not contributing substantially on an annual basis, the Center Director and IAB may initiate appropriate corrective actions or bar against future participation.