

BY-LAWS
TITLE XII COLLABORATIVE RESEARCH SUPPORT PROGRAM
ON SOIL MANAGEMENT

ARTICLE I
BACKGROUND AND OBJECTIVES OF THE PROGRAM

Section 1.01 Background

The Agency for International Development (AID) is authorized under Title XII of the International Development and Food Assistance Act of 1975 to provide assistance in support of long-term collaborative university research on food production, distribution, storage, marketing, and consumption, including support of research projects identified for specific problem-solving needs.

Established in 1981, the Soil Management CRSP initially consisted of four institutions: Cornell University, the University of Hawaii, North Carolina State University, and Texas A&M University. These four institutions and their collaborators focused their effort on improving agricultural performance in the humid tropics, semi-arid tropics, and acid savannahs. In 1992, the CRSP was merged with four ongoing USATD-funded projects, including the Nitrogen Fixation for Tropical Agricultural Legumes (NifTAL) project, the USDA/Soil Conservation Service's Soil Management Support Services (SMSS) project, and the USDA's Technology for Soil Moisture Management (TSMM) project with components from both the Agricultural Research Service (ARS) and the Economic Research Service (ERS)

In March 1995, AID requested North Carolina State University to implement a restructuring plan to revitalize a CRSP that had been operating for 15 years and to convene an advisory panel of nine to 13 members to identify and prioritize the major constraints to integrated nutrient and soil management in the tropics.

The panel identified five constraints: (1) nitrogen deficiency; (2) phosphorus deficiency; (3) soil acidity; (4) water deficiency; and (5) soil erosion and degradation.

Shortly thereafter, the North Carolina State University announced a request for pre-proposals from qualified U.S. universities and both U.S. and non-U.S. research organizations for resolving the identified constraints.

An external panel was convened to evaluate and rank the 57 pre-proposals that were submitted. Nineteen pre-proposals were considered worthy of resubmission as full proposals. Seven proposals were then selected to become the restructured Soil Management CRSP. The institutions involved were Cornell University, the University of Florida, the University of Hawaii, Montana State University, North Carolina State University, Texas A&M University, and the University of Vermont. The Universities of Florida and Vermont and Montana State University have had no previous association with this CRSP.

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On March 12, 1996, in a meeting of seven participating Universities in Raleigh, North Carolina, representatives from three participating institutions presented their case for becoming the Management Entity (ME) of the new restructure CRSP. The University of Hawaii received five of the seven votes cast.

The University of Vermont withdrew when the projected level of funding for the first year was determined to be sufficient to fully support only four of the seven proposed projects. To accommodate six of the seven projects, AID adjusted the period of the first year of the grant from 12 to 11 months while maintaining the level of the fiscal award amount.

Section 1.02 Objectives

One of the major objectives of the Title XII program of the International Development and Food Assistance Act of 1975 is to bring together the resources and expertise and universities and other research institutions in the United State and developing countries into programs to attack the problems of food production and utilization in developing countries. In accordance with this general objective for Title XII programs, the long range goal of the Soil Management CRSP is to develop and adapt improved soil-mange technologies that are agronomically, ecologically, and economically sound for developing countries in the tropics. To achieve this established goal, the following program objectives have been formulated:

- Conduct collaborative soil-management research that will contribute to sustainable agriculture, improve the natural resource base, and minimize environmental degradation.
- Formulate new technology into usable knowledge for diverse user groups, primarily our peers in the developing countries.
- Provide training in the principles and practices of soil management to developing country personnel through participation in the research program, training workshops, and research networks.

ARTICLE II
NAME AND OFFICES

Section 2.01 Name of Organization

The name of the organization will be the Title XII Collaborative Research Support Program on Soil Management, hereinafter referred to as the “SM CRSP.”

Section 2.02 Principal Location

The principal administrative office of the SM CRSP will be located at the University of Hawaii at Manoa (UHM), city of Honolulu in the state of Hawaii.

Section 2.03 Other Offices

The program may have other administrative offices, research facilities and work located in the participating and collaborating universities, research institutions, and in host country locations.

ARTICLE III
PARTICIPATION

Section 3.01 The Management Entity

The Management Entity (ME), the University of Hawaii at Manoa, is the institution with the legal status for administering the grant from AID and for managing the total research program. The ME receives and administers AID grant funds for the SM CRSP and enters into sub-grant agreements with participating U.S. and developing country institutions for their respective projects, according to the global plan. The ME is responsible for implementation of the program and for coordinating and leading the development of annual budgets and work plans. It is responsible for the program and accountable to AID for all expenditures.

Section 3.02 U.S. Participating Institutions

A Participating U.S. Institution is one which has either one or more approved component projects in the Soil Management CRSP and which has a sub-grant or subcontract with the University of Hawaii, the ME, to implement each project(s). The ME, through sub-grant or subcontract agreement with the participating institutions, holds them responsible for programs and accountable for use of funds.

Section 3.02.01 Functions of Participating Institutions

- a. Provide an institutional scientist to serve as Principal Investigator.
- b. Provide suitable space and facilities to implement and carry out the project(s) located at the institution and the related work at the host country sites.
- c. Provide suitable financial records on expenditures and cost-sharing to meet Management Entity and Federal auditing reports.

Section 3.03 Collaborating Institutions

A collaborating institution may be other U.S. institutions, National Agricultural Research Service (NARES), International Agricultural Research Centers (IARC) or non-government organizations (NGO) which has one or more approved component projects in the Soil Management CRSP and which has a signed Memorandum of Agreement with the U.S. Participating Institution to implement each project(s).

Section 3.03.01 Functions of Collaborating Institutions

- a. Provide a collaborating scientist who will serve as a Program Coordinator for the activities of the Soil Management CRSP located in the Host Country.
- b. Provide suitable space, facilities, services, and staff and administrative support to implement and carry out the projects as specified in the Memorandum of Agreement.

Section 3.04 Financial Responsibility of U.S. Participating Institutions

Each participating Institution recognizes cost-sharing requirement of the CRSP as stated in the AID grant to the ME.

Section 3.05 Termination or Withdrawal of Participating Institution

Participation of each individual Participating Institution and/or Host Country in the SM CRSP will terminate when: (1) the Grant Agreement between AID and the University of Hawaii terminates, (2) the sub-grant/subcontract between the ME and the Participating Institution terminates, (3) the Memorandum of Agreement/Understanding between the host country and the Participating Institution terminates, or (4) so dictated by AID, whichever occurs first.

Section 3.06 New Participants

Any eligible Title XII institution or host country which is selected for participation by the Board of Directors in the Program in the future must accept these By-Laws prior to or as a part of a sub-grant/subcontract for the new project.

ARTICLE IV
MANAGEMENT ENTITY

Section 4.01 Designation and Function

On agreement by the institutional representatives of eligible Participating Title XII Institution, the University of Hawaii at Manoa (UHM) with legal status of a judicial body was selected and designated to be the administrative Management Entity for the Soil Management CRSP. The administrative Management Entity will be the legal and fiscal institution which receives and administers AID grant funds and which sub-grants projects with the Participating Institutions in the United States and in host countries.

In accordance with the Guidelines for the Collaborative Research Support Programs (June 1985), the Management Entity is responsible for implementation of the program and for coordinating and leading the development of annual budgets and work plans taking into account the recommendations from the Board of Directors. The Director of the Management Entity office is the operative officer.

Section 4.02 Powers

Section 4.02.01 The Institutional Management Entity

Subject to limitations that may be found elsewhere in these Bylaws, the Institutional ME will be the grantee and as such will bear responsibility for the grant agreement. AID will define the responsibilities of the ME for the SM CRSP in accordance with Federal Regulations governing grants. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Management Entity will have the following powers, to wit:

- a. In concordance with the Board of Directors to select and remove employees of the office of the Management Entity, prescribe such powers and duties for them as may be consistent with the law or the Bylaws, and fix their compensation.
- b. To manage the affairs and business of the Soil Management CRSP and to make such rules and regulations, therefore, consistent with law or with the By Laws, as it deems best.
- c. To receive and administer AID funds for the purposes of Soil Management CRSP.
- d. To account to AID for distribution of all CRSP funds.
- e. To negotiate appropriate subcontracts or sub-grants with the Participating Institutions and to ensure suitable fiscal and programmatic reporting by each institution, including the commitment of required cost sharing.

- f. To oversee the implementation of the Soil Management CRSP objectives and to report at least annually to AID on the progress and accomplishments of the program.
- g. To recommend, when necessary, and to negotiate with AID the addition or deletion of component projects and program elements and changes in program objectives. Such changes will be based not only on the Management Entity's own evaluation, but also on the advice and recommendations of the External Evaluation Panel, the Technical Committee and the Board of Directors.
- h. Fulfillment of those other responsibilities as defined in the Guidelines for the Collaborative Research Support Program under Title XII of the International Development and Food Assistance Act of 1975.

Section 4.02.02 Office of the Management Entity

The office of the Management Entity in concordance to policies of the Institutional Management Entity will be charged with administration and implementation of the programs in the global plan of the grant in accordance with Federal Regulations governing grants. Responsibilities, as defined by the guidelines for the CRSP as set forth under Title XII of the International Development and Food Assistance Act of 1975 on Institutional ME are to be served by this office.

Section 4.02.02a Employees

The University of Hawaii at Manoa will employ or designate the following to the office of the Management Entity to administer, implement and coordinate the activities of the SM CRSP in accordance with Federal Regulations governing grants.

a. The Director

As the principal administrative officer acting on behalf of UIHM as the Management Entity institution and under policy direction by the SM CRSP Board of Directors, the Director has technical and fiscal management responsibility for the program. Major responsibilities of the Director include: (1) providing programmatic and administrative leadership for the CRSP; (2) representing the Participating Institutions in official contacts with USAID, and with overseas cooperating institutions; (3) ensuring appropriate review of the program; (4) coordinating the reporting and publishing phases of the program; and (5) performing other duties as recommended by the Board and as required by the institutional Management Entity to carry out functions of the CRSP.

b. Other Employees

Other employees and administrative support necessary to provide assistance with programmatic, administrative, documentation, correspondence and fiscal accountability will be employed to ensure maximum productivity of the CRSP.

Section 4.03 Term of Office

The UHM is charged with the institutional responsibility of the Management Entity until requested by AID or termination of the Soil Management CRSP, or until the Board of Directors takes appropriate action, as defined by the guidelines for the CRSP, to change the location of the institutional Management Entity.

ARTICLE V
THE BOARD OF DIRECTORS

Section 5.01 Membership

The appointed representative to the Board of Directors may be selected from the participating U. S. Institutions and the international research and development community. The Board of Directors will appoint members to vacancies on the Board, taking into consideration disciplinary, ethnic, gender and other pertinent diversity characteristics of the Board. Each representative is a voting member of the Board.

Section 5.02 Officers of the Board of Directors

The chair and vice-chair of the Board of Directors will be elected by a simple majority of the voting members and will serve a two-year term. In cases of ties, the Director of the ME will cast the deciding vote. In order to minimize the influence of the ME institution on the Board, the ME institution representative on the Board will not be eligible to serve as an officer. With accordance of the voting membership, the chair may appoint a secretary to record the minutes of all meetings and provide a copy to the Director of the Management Entity within two weeks of all meetings for archiving and distribution to members of the Board of Directors, Technical Committee, External Evaluation Panel and the AID Program Officer.

Section 5.03 Ex-Officio Members

The Director of the Management Entity and the AID Program Manager or Cognizant Technical Officer will be *ex-officio, non-voting* members of the Board of Directors.

Section 5.04 Functions of the Board of Directors

The Directors will perform the following functions:

- a. Assess the content and balance of the Program and the adequacy of funding and resources.
- b. Recommend budgets, insure cost sharing and other commitments of the Participating Institutions.
- c. Evaluate additional collaboration and funding opportunities appropriate to the CRSP, in cooperation with the ME and AID. Recommend process to establish projects specific to the funding opportunity or source.
- d. Review the progress and accomplishments of the Program.
- e. Review the general expenditure pattern of the Program and recommend or modify the annual budget plan as proposed by the Technical Committee.
- f. Recommend, with appropriate input from the Management Entity, who should be appointed as Director of the Management Entity office.

Section 5.05 Meeting of the Board of Directors

The Board will meet at least once annually. Other meetings of the Board will be called by the Chair of the Board, in consultation with the Director of the Management Entity office.

Meetings of the Board will be held at a place designated from time to time by the Board or by the Chair, in consultation with the Director of the Management Entity office. In the absence of such designation, meetings will be held either at the principal office of the Management Entity or by telephone conference calls or by other available means of electronic communications.

Notice of meetings and major items of business will be sent to each member of the Board by E-mail or fax at least four weeks prior to the meeting, or two weeks prior to a meeting to be conducted by telephone conference calls or other electronic communication means.

Section 5.06 Quorum

The attendance of more than one half of the members of the Board will be necessary to constitute a quorum for transaction of business.

Section 5.07 Voting

A simple majority of members present are required for decisions of the Board on all matters presented to it. The Chair has the right to vote on all issues. In cases of ties, the Director of the ME will cast the deciding vote.

Section 5.08 Powers

Subject to the limitations of these By-Laws and consistent with the laws of the state where the Management Entity resides, the Board of Directors may exercise all powers necessary for it to carry out its organizational responsibility to advise the Management Entity. These powers will include the power to appoint committees which will serve at the pleasure of the Board.

Section 5.09 Action Without Meeting

Any action requiring all members or permitted to be taken by the Board of Directors may be taken by a mail, email ballot or conference call without a meeting if all members, individually or collectively, consent to such procedure. Decisions of such actions will be filed with the minutes of the proceedings of the Board of Directors, and will have the same force and effect as an action or resolution duly adopted at a meeting of the Board of Directors. Voting will be in accordance with Section 5.07.

Section 5.10 Fees and Compensation

Members of the Board of Directors will not receive any stated compensation for their services as Board members, but reimbursement for expenses related to attendance at each meeting is allowable.

ARTICLE VI
RESEARCH PROJECTS/PRINCIPAL INVESTIGATORS

Section 6.01 Principal Investigators

The research activities of each participating institution are under the collaborative guidance of the Principal Investigators (P1) from Participating Institutions.

Section 6.02 Functions

Each of the Principal Investigators has the following responsibilities:

- a. Provide an annual work plan of research activities and associated budget for his or her institution to carry out the objectives of the thrust of the Soil Management CRSP to the Director of the Management Entity.
- b. Provide all necessary reports of progress and accomplishments to the Director of the Management Entity office.
- c. Publish and otherwise disseminate the results of project research in appropriate ways, including joint publications with other program participants.
- d. Provide office sufficient copies of research publications in compliance with Federal Regulations of the grant to the director of the Management Entity.
- e. Serve as a member of the Technical Committee.
- f. Be willing to serve in supportive roles to the Board of Directors, Director of the office of the Management Entity and donor as deemed necessary to support the CRSP.
- g. Provide the office of the ME with information to meet the requirements of the Government Performance and Results Act (GPRA) of the Federal government.

ARTICLE VII TECHNICAL COMMITTEE

Section 7.01 Membership

The Technical Committee will consist of principal investigators and scientists from the international research and development community. The Director of the Management Entity and the AID Program Manager or Cognizant Technical Officer are non-voting, ex-officio members of the Technical Committee.

Section 7.02 Officers of the Technical Committee

The Chair and Vice-Chair will be elected by voting members to serve for a two-year period. The Chair will prepare a summary of meetings of TC and submit it to the office of the Management Entity.

Section 7.03 Functions

The Technical Committee will provide the following technical guidance:

- a. Review annual work plans and budgets and long-term budget plans for allocation of the funds for all CRSP research activities to the Director of the ME.
- b. Recommend or propose alternative approaches to achieve CRSP goals and objectives to the Director of the ME.

Section 7.04 Responsibility and Authority

The Technical Committee will review the means for integration of research and training activities of the component activities to maximize progress toward the objectives as stated in the global plan of the grant. The Technical Committee may propose alternative frameworks for liaison with collaborating scientists and institutions.

Section 7.05 Meetings

The Chair of the Technical Committee, in coordination with the Director of the office of the Management Entity will call meetings at least annually. Meetings may also be scheduled and called by a simple majority of the voting members of the Committee. The Chair, with the assistance of the Director of the ME, will notify Committee members of annual and called meetings at least four (4) weeks prior to the date set for a meeting or two weeks prior to a meeting to be conducted by telephone conference calls or other electronic communication means. If a member of the Committee cannot be present at a meeting, he or she may designate a temporary voting representative.

Section 7.06 Quorum

For the purpose of the business of the Technical Committee, a quorum exists if three-fourths of the voting members or their official designees are present at the meeting.

ARTICLE VIII
EXTERNAL EVALUATION PANEL

Section 8.01 Membership

The External Evaluation Panel will be composed of a multi-disciplinary group of eminent scientists. Members will be appointed by AID in consultation with the Director of the Management Entity. Members will be from institution other than those participating in the Soil Management CRSP.

Section 8.02 Responsibilities

The general responsibility of the External Evaluation Panel will be to perform periodic evaluation of the component projects in order to assess whether the particular project goals and overall program objectives are being accomplished in order to assess whether the particular project goals and overall program objectives are being accomplished. The standards for evaluating the progress and performance of the projects, as well as the procedural guidelines by which such evaluation is to take place, will be prescribed by the AID Program Manager and be consistent with the guidelines for the CRSP under Title XII of the International Development and Food Assistance Act of 1975.

The specific responsibilities of the External Evaluation Panel include:

- a. Review the projects and programs of the Soil Management CRSP and provide written evaluation reports for AID, the Management Entity, and the Board of Directors.
- b. Recommend changes in program objectives.
- c. Recommend addition, deletion, modification of component projects or program elements.
- d. Recommend selection of collaborating institutions work sites.
- e. Advise and recommend to the Board of Directors on matters having a general policy impact, as the External Evaluation Panel may deem necessary and appropriate.

Section 8.03 Organization of Work

A plan of work for the External Evaluation Panel will be developed by the AID Program Manager in consultation with the Director of the ME and by the Chair of the EEP in consultation with the Board of Directors and the Technical Committee to include:

- a. Review and evaluation of work plans and progress reports prepared by the Principal Investigators
- b. Preparation of a plan of work, schedule and associated budgets for meetings, report preparation and program reviews.

ARTICLE IX
CONTRACTS AND PAYMENTS

Section 9.01 Contracts

The Director of the ME office, except as may otherwise be provided in these By-Laws, may authorize, upon written request, any Principal Investigator of Participating Institutions or a designated representative to enter into a contractual agreement in the name of and on behalf of the research activities of the SM CRSP and such authority may be general or confined to specific instances. Unless so authorized by the Director of the ME office in writing, no employee of the Participating Institutions will have any power or authority to bind the SM CRSP by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 9.02 Payments

All checks, drafts or other instruments for payment of money issued in the name of the SM CRSP will be authorized by the Director of the ME office or other employee of the ME and in such matters as will from time to time be determined by the Director of the ME office.

ARTICLE X
MISCELLANEOUS

Section 10.01 Records

The ME will keep accurate, correct and complete books and records of account and provide those necessary for Federal Regulation compliance to the office of the ME, and will also keep minutes of the proceedings of any committee or subcommittee which may be subject to the authority of the By-Laws.

Section 10.02 Inspection of By-Laws

The ME will keep for the transaction of business the original or a copy of the By-Laws, as amended, and will have a copy available for inspection by authorized representatives of a participating institution, a collaborating institution, the External Evaluation Panel, Principal Investigators, or of AID at all reasonable times during office hours.

ARTICLE XI
AMENDMENT OF BY-LAWS

Section 11.01 Power to Amend By-laws

The By-law of the Program may be amended, repealed, or added to, or new By-laws may be adopted by a two-thirds vote of all members of the Board of Directors, or my mail ballot, provided that written notice and rationale of the proposed amendment are provided to each member of the Board of Directors at least four (4) weeks prior to the vote, and provided such amendment, change, or adoption of By-laws is agreed to by the Director of the ME office.

