

26777 Lorain Road
Suite 311, North Olmsted,
Ohio 44070

Fibromuscular Dysplasia Society of America, Inc.

Corporate Bylaws

Article I – Name, Incorporation

Section 1 – Name: The name of the corporation is: Fibromuscular Dysplasia Society of America, Inc. referred to hereinafter by FMDSA, or the “Corporation”.

Section 2 – Incorporation: FMDSA is organized as a not-for-profit corporation under the laws of the State of Delaware.

Article II – Purposes

The purposes for which FMDSA is formed, as set forth in its Articles of Incorporation, are to conduct activities which are exclusively charitable, educational, and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Vision:

1. Researchers will identify a cause or causes and develop a cure and/or effective treatment(s) for FMD and FMD-related diseases.
2. Medical professionals and health care workers everywhere will be knowledgeable about FMD, resulting in rapid diagnosis and treatment, thereby minimizing FMD-related strokes, heart attacks, and complications.
3. FMD patients will live full healthy lives with minimal FMD-related complications.

Mission:

The Fibromuscular Dysplasia Society of America (FMDSA) is a not-for-profit patient advocacy organization working towards better diagnosis and treatment of Fibromuscular Dysplasia (FMD). We do this by building awareness of FMD, funding research activities, providing support and educating patients and the health care community. FMDSA works to inspire and facilitate collaboration between national and international organizations devoted to FMD and FMD-related research, education, and patient care.

Specific Functions:

1. To disseminate timely and accurate information about Fibromuscular Dysplasia to patients, family members, the health care community, and other interested parties.
2. To provide emotional support to patients and family members through online social media and direct contact. (addition, February 27, 2012)
3. To encourage, advise, and establish standards for clinics specializing in the diagnosis and treatment of Fibromuscular Dysplasia.
4. To encourage and foster pertinent research on Fibromuscular Dysplasia.
5. To aid and encourage the formation of Support Groups, if feasible and to provide assistance and guidance to enhance their effectiveness and success.
6. To promote growth of Registry locations, collaboration between international Registries, increased patient participation, and appropriate research and publication of Registry data.
7. To undertake all actions as deemed appropriate by the Board of Directors to carry out the foregoing purposes to the extent permitted under state and federal law. This shall include fundraising and grant management required to support the above activities. (Amended June 25th, 2020)

Article III – Membership

FMDSA shall have members who are individuals, institutions, and corporations that actively support the purposes and programs of FMDSA. A member's support is evidenced by financial contributions and contributions of time, skills, and other resources which further the objectives of FMDSA.

Section 1. Individual Members: (a) Any person who pays individual dues to FMDSA shall be an individual member and have the benefits, privileges, and obligations provided in the By-laws and Policies of FMDSA and its Chapters. (b) Persons and family members affected by Fibromuscular Dysplasia who are unable to pay dues can join for free through our website and be counted as members and shall have regular membership status.

Section 2. Corporate or Institutional Members: Each corporation or institution shall designate one individual as its representative. Corporate or Institutional members shall consist of representatives of organizations and facilities with an interest in or relationship to FMDSA. Dues and other requirements may be imposed by the Board of Directors. Corporate or Institutional members may request copies of membership materials and may be authorized to make photocopies of FMDSA materials for distribution to others within the Corporation/Institution.

Section 3. Members of the Board of Directors: Shall be the persons elected to the Board of Directors. Each Member of the Board of Directors must be a member in good standing and must have been an active volunteer for FMDSA for a minimum of one year.

Section 4. Non-U.S. Members: Persons and family members affected by Fibromuscular Dysplasia who reside outside the United States may be counted as Members of FMDSA. (Article III.6 amended on September 13, 2010)

Section 5. Term: Membership in FMDSA shall be for a term of one year. Membership under Section 1(a) above shall begin on the first day of the month in which dues are received. Dues are payable on the member's anniversary date the following year. Membership under Section 1(b) above shall begin on the first day of the month in which membership is registered through our website. Member renewal through the website is due on the member's anniversary date the following year.

Section 6. Expulsion: Membership may be terminated at any time, with cause as defined by the Board of Directors, after providing notice and the opportunity of a hearing to the member and affirmative vote of the majority of Board of Directors.

Section 7. Reinstatement: On a written request filed with the Secretary, the Board of Directors may, by affirmative vote of the majority of the members of the Board, reinstate a former member to membership on such terms as the Board of Directors may deem appropriate.

Section 8. Benefits, Privileges, and Obligations of Membership: Members will receive email updates and newsletters with the latest information on Fibromuscular Dysplasia and FMDSA news. Members may receive discounts to FMDSA member events, materials, and merchandise as established by the organization.

Article IV – Board of Directors

Section 1. Powers and Duties: The Board of Directors shall have general power to manage and control the affairs and property of the Corporation and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full power and complete authority with respect to the distribution or payment of the moneys received by the Corporation from time to time.

The Board of Directors shall assure that existing and new programs are adequately funded to ensure the viability of the organization over the long term. Section 2. Number, Composition, and Term of Office:

- a. Number: The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) Directors. The number of Directors may be changed by vote of a majority of the entire Board, but no decrease may shorten the term of any incumbent Director(s).
- b. Composition: The Board of Directors shall be composed of the Officers, the Chairperson/President, and the Directors at Large. The Executive Director, Medical Advisory Board Chairperson and members of the Advisory Board are non-voting members.
- c. Term: Directors shall be elected by majority vote of Board of Directors during the Annual Meeting, for a term of two years, starting in May. Beginning upon election, each Director shall serve for said term and until his/her successor shall have been duly elected and qualified. No Officer may serve more than three (3) consecutive terms in the same Office. (Amended June 25th, 2020)

Section 3. Nomination and Election of Directors: The Nominating Committee shall present for approval by the Board a slate of nominees for Directors and Officers. (Committee is defined under Committees.)

Section 4. Qualifications: Directors shall establish a long term commitment to the organization and demonstrate collaboration by having (a) been members of FMDSA in good standing for a minimum of one year prior to joining the Board, and (b) been an active volunteer for a minimum of one year. These requirements may be waived due to special circumstances by the Executive Committee in its sole discretion. (Amended June 25, 2020)

Section 5. Vacancies: In case of any vacancy on the Board of Directors, a successor to fill the unexpired portion of the term may be elected by a majority of the remaining Directors.

Section 6. Removal: Following written notice, a member of the Board of Directors may be removed by approval by the majority vote of the Directors whenever such member has failed to attend three consecutive meetings of the Board without justifiable cause or when his/her actions have not been in the best interests of FMDSA.

Section 7. Compensation: No voting Director shall receive compensation or salary in any form for his/her services but shall be reimbursed for authorized and documented expenses. In addition, salaried staff may serve on the Board of Directors but will be prohibited from voting on all matters in regard to the Fibromuscular Dysplasia Society of America, Inc. (Article V.7 amended on March 12, 2005)

Section 8: Resignation: An Officer or Board of Director may resign only by submitting a written resignation to an Officer of the Board of Directors.

Section 9: Restrictions: No two members of the same household may serve concurrently as voting members on the Board of Directors.

Article V – Board Meetings

Section 1. Regular Meetings: The Board of Directors shall meet at least three (3) times per year to address business operations and will meet once per year to elect new Board Members. Meetings may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Participating in this type of meeting shall constitute presence in person. (Article VI.1 amended on September 13, 2010)

Secretary shall notify Directors in writing of the time, place, and agenda for regular meetings at least fourteen (14) days in advance of said meetings. Email communication is considered written communication.

Section 2. Special Meetings: Special meetings of the Board of Directors may be held at any time and place upon call of the Chairperson/President of the Board or Executive Director of FMDSA. Secretary shall provide written notice with as much lead time as possible. Special meetings may be held by means of telephone conference or similar communication equipment.

Section 3. Quorum: A quorum shall consist of a majority of the Directors, greater than fifty percent (50%).

Section 4. Required Vote: An affirmative vote of a simple majority, greater than fifty percent (50%) of those present shall be necessary for the passage of any resolution, other than those special circumstances as noted. A Director may vote by written proxy.

Section 5. Action Without Meeting: If Directors shall vote by unanimous written consent to any action to be taken by the Board of Directors, such vote shall have the same force and effect as if taken at a duly called meeting.

Section 6: Voting: Each Board Member shall only have one vote.

Article VI – Officers

Section 1. Number and Qualification: The Officers of the Corporation shall consist of the Chairperson/President of the Board, one or more Vice Chairpersons, Secretary, and Treasurer, together with such other Officers, if any, the Board of Directors may from time to time appoint. Officers must be elected from the Board of Directors by the majority of the Board of Directors.

Section 2. Powers and Duties of the Chairperson of the Board: The Chairperson/President of the Board is the Chief Executive Officer of the Corporation and shall have general charge and control of

all its business affairs and properties. S/he shall have the power to call special meetings and to constitute special committees and make appointments to standing committees. S/he shall preside at all meetings of the Board of Directors: sign and execute all authorized bonds, contracts, and other obligations in the name of the Corporation and be an Ex-Officio Member of all Committees.

Section 3. Powers and Duties of the Vice Chairperson of the Board: The Vice Chairperson will serve in the absence of the Chairperson/President and perform such duties as delegated by the Chairperson/President from time to time.

Section 4. Powers and Duties of the Secretary: The Secretary shall act as a secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings. S/he shall attend to the giving and service of all notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall be assigned to him/her from time to time by the Board of Directors. The Secretary shall annually validate lack of conflict of interest for the Board Members.

Section 5. Powers and Duties of the Treasurer: The Treasurer shall have custody of all funds and securities of the Corporation which may come into his/her hands. S/he shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Annually and whenever else required by the Board of Directors, the Treasurer shall render a statement of accounts. S/he shall at all reasonable times exhibit FMDSA books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors and shall, when required, give such security for the faithful performance of duties as the Board of Directors may determine.

Section 6. Compensation: No Officer shall receive compensation for service but shall be reimbursed for authorized and documented expenses.

Section 7: Insurance: The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the organization.

Article VII – Committees

Section 1. Standing and Other Committees: The Board of Directors may, by resolution, designate Committees, including Committees not referred to in these By-laws. Each Committee shall be chaired by a Director of the Corporation. In addition to such Special Committees as the Chairperson/President of the Board and/or Board of Directors may from time to time authorize, there shall be the following Standing Committees: Executive; Nominating; Fund Development; Membership; Patient Support; Professional Education; Public Awareness; Medical Advisory; Legislative; By-laws and Audit and Finance.

Section 2. Executive Committee: The Executive Committee has the authority to act on behalf of the Board and shall meet at the discretion of the Chairperson/President of the Board. The Executive Committee shall comprise the Chairperson/President of the Board, Vice Chairperson, Treasurer, and at least two other Directors selected by the Board of Directors. The Executive Committee also has oversight of the Executive Director. The Executive Committee periodically reviews goals, job descriptions and evaluates performance. (Amended June 25th, 2020)

Section 3. Nominating Committee: The Nominating Committee shall consist of the Chairperson/President of FMDSA and two (2) other members elected by the Board of Directors. The Nominating committee shall present for approval by the Board a slate of nominees for Directors and Officers.

Section 4. Fund Development Committee: The Development Committee shall be appointed by the Board and shall assure at a detailed level that existing and new programs are adequately funded to assure the viability of the Corporation long term. Toward that end, the Committee is responsible for:

- A. Fundraising programs
- B. Grant writing and management
- C. Management of fund-raising events
- D. Input to the Board of Directors in drafting long range organizational goals

Section 5. Membership Committee: The Membership Committee shall attempt to increase membership in the Corporation and shall act as a liaison between the Membership and the Board.

Section 6. Support Group Committee: The Support Group Committee shall assist in the formation of local support groups and help them to conduct their affairs. The Committee shall also act as a liaison between FMDSA and the Board of Directors.

Section 7. Professional Education Committee: The Professional Education Committee shall increase awareness of members of the Medical and other professional communities about Fibromuscular Dysplasia. It will also work with the Medical Advisory Board toward establishing clinics with expertise in Fibromuscular Dysplasia and maintaining relationships between each clinic and FMDSA.

Section 8. Public Awareness Committee: The Public Awareness Committee is responsible for programs designed to make the public and specifically targeted audiences aware of Fibromuscular Dysplasia and of FMDSA resources for dissemination of information, general and scientific about Fibromuscular Dysplasia.

Section 9. Medical Advisory Committee: The Medical Advisory Committee shall recommend to the Board of Directors appointments to the Medical Advisory Board, shall act as liaison with the Medical Advisory Board, and shall perform such other functions relating to medical research that may be assigned to the Committee by the Chairperson/President of the Board or the Board of Directors.

Section 10. Audit and Finance Committee: The Audit and Finance Committee agrees upon FMDSA accounting processes, annually reviews the books for accuracy and recommends prudent financial actions.

Article VIII – Advisory Boards

Section 1. Medical Advisory Board: The Board of Directors must designate a minimum of three persons (each member of the Medical Advisory Board must have a current and relevant doctorate degree) to act as a Medical Advisory Board to FMDSA and to make recommendations regarding the FMDSA Grants Program. The Chairperson of the Medical Advisory Board shall be a non-voting

member of FMDSA Board of Directors. No dues are required to be paid by these members. (Article IX.1 amended on March 12, 2005)

Section 2. Advisory Board: The Board of Directors, may by resolution designate one or more persons who are significantly interested in the welfare of those affected by Fibromuscular Dysplasia or their families to act as an Advisory Board Member to FMDSA. Members of this Board may be persons of talent, special skills or experience, position, rank, influence, connection or demonstrated interest in FMDSA. Recommendations to the Advisory Board may come from Directors, members of the Medical Advisory Board, Chapters, staff, and members. No dues are required to be paid by these members.

This Board is advisory in function. Members may be asked to assist in any program of FMDSA and to give professional guidance, counsel, and advice.

Section 3. Honorary Board: An Honorary Board of former members of FMDSA Board of Directors and others whose name would lend influence to FMDSA may be appointed to an Honorary Board by the FMDSA Board of Directors.

Article IX – Contracts and Commitments

Section 1. Authority: Unless specifically authorized by resolution by the Board of Directors, no Officer, agent or member of the Board of Directors, shall have the power or authority to bind FMDSA by any contract or engagement, pledge its credit or financially obligate it for any purpose in any amount.

Section 2: Signature Authority: Treasurer and Executive Director shall have authority to make payments on behalf of the Corporation.

Article X – Fiscal Year

Section 1. Dates: The fiscal year of the Corporation shall begin on January 1 and end December 31st.

Article XII – Restrictions

Section 1. Activities: The Corporation shall neither have nor exercise any power, nor shall it engage

directly or indirectly in any activity that could invalidate its status as a corporation exempt from Federal Income Taxation as described by section 501(c)(3) of the Internal Revenue Code of 1986; or as a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986.

Furthermore, Members of the Board of Directors and staff of the Fibromuscular Dysplasia Society of America, Inc. shall scrupulously avoid any conflict between their respective individual interests and the interests of the FMDSA, in any and all actions taken by them on behalf of the Fibromuscular Dysplasia Society of America, Inc. Any possible conflict of interest on the part of such person or persons shall be disclosed to the Board of Directors of the Fibromuscular Dysplasia Society of America, Inc. and such

person or persons shall abstain from voting. In addition, such interested Directors must be absent during the Board's vote on the decisions in question. The disclosure, as well as the Director's abstention from voting, shall be made a matter of record within the minutes of the appropriate meeting. (Article XIV.1 amended on March 12, 2005)

Section 2. Funds: No part of the net earnings of FMDSA shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in FMDSA Certificate of Incorporation.

Article XIII – Amendments

The Board of Directors shall have the power and authority to amend, alter, or repeal these By-laws or any provisions thereof, and may from time to time add additional By-laws. Amendments need approval by the majority vote of the Board of Directors.

Certified by Board of Directors: Signatures are available and on file at FMDSA.

Name/Title: Brad Daar, Chairperson/President

Signature: _____ Date:

Name/Title: Carol Rogers, Director-at-Large

Signature: _____ Date:

Name/Title: Molly Clark, Director-at-Large

Signature: _____ Date: Name/Title:

Lisa Foster, Director at Large

Signature _____ Date:

Name/Title: Christi Nelson, Director at Large

Signature _____ Date:

