

Fibromuscular Dysplasia Society of America, Inc.

Corporate Bylaws

As Amended March 12, 2005

Article I – Name, Incorporation

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

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.

Mission Statement

The Fibromuscular Dysplasia Society of America, Inc. is a voluntary health organization dedicated to improving the lives of those afflicted with Fibromuscular Dysplasia by raising awareness and developing funds to promote research towards new medical treatments and diagnostic tools.

Specific Functions

1. To disseminate timely and accurate information about fibromuscular dysplasia to patients, family members, physicians, and other interested parties.
2. To encourage, advise, and establish standards for clinics specializing in the diagnosis and treatment of fibromuscular dysplasia.
3. To encourage and foster biomedical and other pertinent research on fibromuscular dysplasia.
4. To aid and encourage the formation of Chapters and to provide assistance and guidance to enhance their effectiveness.
5. 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.

Article III - Membership

FMDSA shall have members who are individuals, institutions, and corporations that actively support the purposes and programs of FMDSA . The 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: 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. Persons and family members affected by fibromuscular dysplasia who are unable to pay dues but notify FMDSA of their desire to be counted as members will have regular membership status.

Section 2. Professional Membership: Physicians and other health care professionals who pay dues at the professional rate shall have the same privileges of membership as the individual member.

Section 3. 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. Institutional members have no vote and are not eligible to hold office. Dues and other requirements may be imposed by the Board of Directors. Corporate or Institutional members may request up to six copies of membership materials, and are authorized to make photocopies of FMDSA materials for distribution to others within the Corporation.

Section 4. 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 of good standing in the FMDSA.

Section 5. Honorary Members: Honorary members may be designated by the Board of Directors. Such members shall pay no dues, have no vote, and are not eligible to hold office.

Section 6. 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 but do not have voting powers on matters regarding the disposition of funds collected within the United States.

Section 8. Term: Membership in FMDSA shall be for a term of one year beginning on the 1st day of the month in which dues are received. Dues are payable on member's anniversary date the following year.

Section 9. Expulsion: Membership may be terminated at any time, with cause, after providing notice and the opportunity of a hearing to the member, by affirmative vote of two-thirds of the Board of Directors.

Section 10. Reinstatement: On 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.

Article IV – Membership Meetings

Section 1. Regular Meetings: An annual meeting, open to Members, shall be held at a time, place, and date as determined by the Board of Directors and such meeting shall be for the purpose of electing Members to the Board of Directors and for the transaction of other business as may come before the meeting.

Section 2. Special Meetings: Special meetings of the members may be called by the Chairperson of the Board, or on the written request or a majority of the Board of Directors at a place designated by such notice. If no designation is made, the place of the meeting shall be the principal office of the Corporation.

Section 3. Notice of Meetings: Written notice setting the place, day and hour of any meeting shall be mailed to each voting member, or notice placed in FMDSA newsletter, no less than thirty (30) or more than one hundred twenty (120) days before the date of such meeting. If mailed, the notice of a meeting

shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of FMDSA with postage thereon prepaid.

In the case of a special meeting, the purpose(s) for which the meeting is called shall be placed in the notice.

Section 4. Quorum: A quorum shall consist of a minimum of ten percent (10%) of the regular membership present or represented by proxy. NOTE: All travel expenses including but not limited to, airfare, parking, mileage, meals, hotel and incidentals are the sole responsibility of the members/director.

Section 5. Required Vote: A vote of a majority of those voting members present or represented by proxy shall be necessary to approve or disapprove any action presented at the meeting. Proxies must be given to the Secretary of the Corporation for examination prior to a regular or special meeting of the members. The decision of the Secretary as to whether such proxies are valid shall be final. The Secretary may rely on legal advice from counsel of the Corporation as to the validity of proxies.

Section 6. Rules of Order: Meetings of FMDSA shall be governed by Roberts Rules of Order, as last revised.

Article V – 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.

Section 2. Number, Composition, and Term of Office:

a. The Board of Directors shall consist of not less than five (5) or more than nineteen (19) 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). (Article V.2.a amended on March 12, 2005)

b. The Board of Directors shall be composed of the Officers, the Chairpersons of the Standing Committees, plus other Directors.

c. Directors shall be elected by majority vote of the membership at its annual meeting for a term of two years. Beginning upon election, each Director shall serve for said term and until his/her successor shall have been duly elected and qualified. (Article V.2.c amended on March 12, 2005)

Section 3. Nomination and Election of Directors: The Nominating Committee shall decide upon a slate of directors and shall present such slate to the Board of Directors not less than twenty (20) days prior to FMDSA regular annual membership meeting. Upon written request of at least one member of the Board made to the Nominating Committee not less than ten (10) days prior to the said annual meeting, additional names may be placed in nomination and presented to the Directors of the Corporation. The Nominating Committee shall thereafter present such slate or slates to the regular members of the Corporation for election at the Annual Meeting.

The following members shall be ex-officio of the Board and shall not be included in the number of directors to be elected: one representative of the Medical Advisory Board, one or more members of the Advisory Council.

Section 4. Qualifications: Directors shall be members of FMDSA in good standing.

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 of two-thirds 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 regards to the Fibromuscular Dysplasia Society of America, Inc. (Article V.7 amended on March 12, 2005)

Article VI – Board Meetings

Section 1. Regular Meetings: The Board of Directors shall meet at least three (3) times per year. The annual meeting shall be held in conjunction with the FMDSA annual membership meeting. Other 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.

Directors shall be notified in writing of the time, place, and agenda for regular meetings at least fourteen (14) days in advance of said meetings.

Section 2. Special Meetings: Special meetings of the Board of Directors may be held at any time and place upon call of the Chairperson of the Board, Chairperson of FMDSA or by the Secretary upon written request of a majority of the directors. Special meetings may be held by means of telephone conference or similar communication equipment.

Notice of the time, place, and purpose of the Special meeting(s) shall be given to each Director at least ten days before said meeting.

Section 3. Quorum: A quorum shall consist of a majority of the Directors.

Section 4. Required Vote: An affirmative vote of a simple majority of those present shall be necessary for the passage of any resolution. A Director may not vote by 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.

Article VII - Officers

Section 1. Number and Qualification: The officers of the Corporation shall consist of the Chairperson 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 among the Board of Directors.

Section 2. Election and Term of Office: The officers shall be elected for three year terms by the Directors.

Section 3. Vacancies: In the case of any vacancy in any office, a successor to fill the unexpired term may be elected by the Board of Directors.

Section 4. Removal: All Officers and Agents of the Corporation shall be subject to removal at any time by the affirmative vote of a two-thirds majority of the whole Board of Directors.

Section 5. Powers and Duties of the Chairperson of the Board: The Chairperson 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 6. Powers and Duties of the Vice Chairperson of the Board: The Vice Chairperson will serve in the absence of the Chairperson and to perform such duties as delegated by the Chairperson from time to time.

Section 7. Powers and Duties of the Secretary: The Secretary shall act as a secretary of all meetings of the members and 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.

Section 8. 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 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 9. Compensation: No officer shall receive compensation for service but shall be reimbursed for authorized and documented expenses.

Article VIII - 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 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; Chapter; Professional Education; Public Awareness; Medical Advisory; Legislative; and By-laws.

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 of the Board. The Executive Committee shall be comprised of the Chairperson of the Board, and two other Directors selected by the Board of Directors.

Section 3. Nominating Committee: The Nominating Committee shall consist of the Chairperson of FMDSA and two (2) other members elected by the Board of Directors at the regular meeting of the Board following the annual meeting. The Nominating committee shall present for approval by the Board and election by the membership a slate of nominees for Directors and Officers.

Section 4. Development Committee: The Development committee's responsibility is to assure that existing and new programs are adequately funded to assure the viability of the organization over the long term. Toward that end, the committee is responsible for

- A. Fund-raising programs
- B. Grants management
- C. Management of fund-raising special events
- D. Input to the Board of Directors in drafting long-range organizational plans.

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. Chapter Committee: The Chapter Committee shall assist in the formation of chapters and help chapters 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 attempt to 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 general 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 concerns that may be

assigned to the Committee by the Chairperson of the Board, the Chairperson of FMDSA or the Board of Directors.

Section 10. Legislative Committee: The Legislative Committee shall keep the board and the membership of the Corporation informed about legislation relating to fibromuscular dysplasia and other genetic disorders and health care and related issues which may be of interest to our constituency.

Section 11. By-laws Committee: The By-laws Committee shall prepare By-laws for the Corporation and amendments of such By-laws for approval and adoption by the Board of Directors.

Article IX – 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 Council 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 Council: 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 to FMDSA. Members of this council may be persons of talent, special skills or experience, position, rank, influence, connection or demonstrated interest in FMDSA: Recommendations to the 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.

The Council is advisory in function. Members may be asked to assist in any program of FMDSA, to give professional guidance, counsel, or 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 FMDSA Board of Directors.

Section 4. Chapter Council: FMDSA shall have a Chapter Council for the purpose of encouraging the establishment and viability of Chapters in each state, district, territory, and possession of the United States, in accordance with these By-laws and the policies of FMDSA.

Each chapter shall designate a representative to serve as a member of the Chapter Council. In order to facilitate attendance, said representative shall be designated prior to the Annual Meeting. Each representative shall be entitled to one vote. For the first Chapter Council meeting after the adoption of these By-laws, the Chapter representatives authorized at the time shall be recognized as members of the Chapter Council as current Chapter Representatives until the Chapters shall confirm.

The term of office shall be two years, beginning upon designation by the Chapter and ending when his or her successor shall have been designated, no later than one week prior to the second annual Chapter Council meeting thereafter.

Responsibilities: to work with FMDSA staff and the board of Directors to:

1. Establish, develop, and maintain a Chapter in each state, district, territory and possession of the United States.
2. Define the number and composition of regional groupings of Chapters;
3. Plan and conduct regional meetings and programs;
4. Plan and conduct an annual meeting of the Chapter Council;
5. Develop and implement programs of FMDSA in accordance with these By-laws, FMDSA policies and standards, and under the direction of the Board of Directors;
6. From time to time review and evaluate the programs, policies, and activities of the Chapters and to facilitate the development of programs, policies and activities among the Chapters;
7. Transmit to the Board of Directors recommendations concerning programs, policies, and activities designed to further the purposes and goals of FMDSA.

Officers: The officers of the Chapter Council include the following:

1. Chairperson: The Chairperson of the Chapter Council shall be elected by the Chapter Council and shall serve as a Director of FMDSA. The Chairperson shall preside at the Annual Meeting of the Chapter Council and shall oversee the programs and activities of the Council.
2. Vice Chairperson of the Chapter council: a Vice Chairperson shall be elected by the Chapter council to serve in the absence of the Chairperson and to perform such duties as delegated by the Chairperson from time to time. If the Chairperson is unable to attend a Director's meeting, he or she may delegate a Vice Chairperson of the FMDSA to attend the meeting as a guest representing the Chapter Council.
3. Secretary. The Secretary, elected by the members of the council, shall record the minutes of the Council, send notices of meetings, shall be Chairperson of the Agenda Planning committee, and have such other powers and duties as may from time to time be assigned by the Council Chairperson.

The terms of office for the officers of the Chapter Council shall be renewable three year terms.

Article X - Chapters

Section 1. Formation: The Board of Directors shall be empowered to designate one or more groups of interested people to act as Chapters of FMDSA. A Chapter is a local unit with a specific area designated by the board of Directors.

Section 2. Purpose: A Chapter is organized and operated exclusively to act locally for the benefit of, to perform the functions of, and to carry out the purposes of the FMDSA.

Section 3. Responsibilities: A Chapter will conduct all activities in an ethical manner as mandated in the FMDSA Chapter Guidelines, Affiliation Agreement, and other binding documents between FMDSA and its Chapters.

Section 4. Non-U.S. Chapters and Affiliates: Chapters and Affiliates outside the United States may be authorized from time to time. A Chapter or Affiliate outside the United States will conduct all activities in an ethical manner as mandated in the FMDSA Chapter Agreement. Chapter by-laws, and other binding documents between FMDSA and its Chapters, and in accordance with applicable local law. Membership moneys do not cross national boundaries, and will be used within the country in which they were collected.

Article XI – 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 or pledge its credit or financially obligate it for any purpose in any amount.

Section 2. Signatories: All checks or drafts drawn on FMDSA accounts shall be signed in accordance with the resolutions of the Board of Directors.

Article XII – Corporate Seal

Section 1. Seal: The seal of the Corporation shall be circular in form and shall have inscribed therein the name of the Corporation, the year of its organization, and the word "DELAWARE". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation, but each copy shall be in the custody of the Secretary of the Corporation.

Article XIII – Fiscal Year

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

Article XIV - 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.

Futhermore, 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 Society, 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 XV - 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 make additional By-laws.

Certified by Board of Directors:

Name/Title: Richard Gould, Chairperson and President

Signature: _____ Date: _____

Name/Title: Marie Yeh, Vice Chairperson and Vice President

Signature: _____ Date: _____

Name/Title: Susan Gould, Secretary

Signature: _____ Date: _____

Name/Title: Michelle Moran, Treasurer

Signature: _____ Date: _____