

# INTERNATIONAL AMYLOIDOSIS MYELOMA AND LYMPHOMA FOUNDATION

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## BYLAWS

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### ARTICLE ONE NONPROFIT CORPORATION

**1.01 Registered Office and Agent.** The registered office of the Foundation and the name of the Registered Agent at such address are as filed with the Secretary of State of Texas. The Foundation may also have offices at such other places both within and without the State of Texas as the Board of Directors may from time to time determine, or the business of the Foundation may require.

**1.02 No Shareholders.** The management of the affairs of the Foundation is vested in a Board of Directors. The corporation shall not have shareholders.

**1.03 Members.** The Foundation may identify participants in the Foundation's purposes as "Members" with such rights, privileges, duties and responsibilities, including the payment of dues or donations, as the Board may determine.

**1.04 Nonprofit Status Statement.** This corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

**1.05 Restrictions Statement.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**1.06 Dissolution Statement.** Upon dissolution of the corporation its assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE TWO FOUNDATION PURPOSES**

**2.01. Foundation Purpose.** The following clauses shall apply to the operation of the Foundation:

A. The Foundation is established to promote, carry out, further, support, encourage, assist the purposes of and foster communication among domestic and international medical professionals for the delivery of high-quality health care to patients with lymphoproliferative disorders and plasma cell dyscrasias and to further and promote the exchange of medical information in the field of oncology and hematology. The Directors may contribute to, found, establish, and maintain, in whole or in part, religious, charitable, and educational agencies, institutions, and corporations, and may grant scholarships and fellowships for study, teaching, research within the charitable purposes for which the Foundation is established and as permitted by applicable law.

B. If property shall be given to the Foundation for any limited purpose which is nevertheless within the broad purposes for which the Foundation is created, the Directors shall accept and administer such property for such specified limited purposes. The Directors shall have the right to refuse to accept any property offered to be given to the Foundation. The Directors' opinion as to whether a limited purposes is within the broad purposes for which this Foundation is created, and the Directors' discretion in refusing to accept property shall be conclusive.

C. To carry out the purposes of the Foundation, the Directors may distribute income or corpus or both or accumulate the income.

**2.02 Foundation Accounts.** The Foundation may create separate accounts applicable to the work and property of IAMLF, provided the funds attributable to the accounts may be commingled or segregated for the purposes of investment as the Board of Directors may determine.

**2.03. Advisors.** The Foundation may employ such attorneys, counsel, financial advisers, accountants, brokers, banks, investment bankers, tax specialists or other agents or employees as the Board of Directors deems necessary or advisable in administering the Foundation. Such advisers shall be entitled to reasonable compensation, fees and expenses for

all services performed by any of them.

**2.04. Advisory Committees.** The Foundation shall form the Patient and Survivor Advisory Committee and the Medical Professional Advisory Committee, and may form such other advisory committee as determined to be necessary or appropriate by the Board of Directors. The Chair persons of the Patient and Survivor Advisory Committee and the Medical Professional Advisory Committee shall be *ex officio* members of the Board of Directors.

### **ARTICLE THREE BOARD OF DIRECTORS**

**3.01 Management.** The business and affairs of the Foundation shall be managed by the Board of Directors, who may exercise all such powers of the Foundation and do all such lawful acts, and things as are not prohibited by Statute, or by the Certificate of Formation, or by these Bylaws.

**3.02 Number; Term.** The Directors of the Foundation shall be a minimum of three (3) and a maximum of fifteen (15) in number, none of whom need be residents of the State of Texas. The initial Board of Directors shall be composed of the three Foundation officers who shall serve until the first annual meeting. From and after the first annual meeting, the president, president-elect, and the immediate past-president shall be Directors and the Chairs of each of the Patient and Survivor Advisory Committee and the Medical Professional Advisor Committee shall be Directors. The remainder of the Directors may be elected over the subsequent years to serve rotating terms of three (3) years each. Directors may be elected to succeed themselves. One chair and one chair-elect will be elected from the founding organizing committee members at the inaugural Foundation meeting. Starting at the second annual meeting of this Foundation, a Board Chair-elect shall be elected annually to serve one (1) year as Board Chair-elect prior to succeeding to the office of the Board Chair. The term of the Chair and Chair-elect shall be one (1) year. The Chair cannot be reelected to serve additional terms as Chair within two years after expiration of the previous term as Chair.

**3.03 Qualification.** No Director shall ever be required to give or provide any bond for the faithful performance of duties or for any other purpose hereunder unless such action is deemed necessary at any time or from time to time by a majority of the Directors. If bond or other surety is required, the premium, cost or expense therefore shall be paid from the funds of the Foundation as an expense of the Foundation.

**3.04 Change in Number.** The number of Directors may be increased or decreased from time to time by amendment to these By-laws, but no decrease shall have the effect of shortening the term of any incumbent Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election, subject to section 3.08.

**3.05 Election of Directors.** The Directors shall be elected at the Annual Board meeting of IAMLf except as herein provided, and each Director shall hold office until a successor shall be elected, and shall qualify. Elections shall be such that the Chair-elect of the Board of the Directors shall be elected each year starting at the second annual meeting of the Foundation. The number of directors to be elected each year shall be determined by the Board

but not to exceed the total of 15 members. Each director including the Chair of the Board of Directors shall hold one vote.

**3.06 Duties of Directors.** The duties of the Board of Directors are to carry out the objectives of the Foundation as stated in these Bylaws, including but not limited to: (a) approve, amend and interpret the Bylaws; (b) nominate and elect Board of Directors and the Board Chair-elect ; (c) nominate and elect the officers; (d) approve the annual plan and annual budget; (e) set forth specific financial rules from time to time to regulate the financial transactions of the Foundation; (f) create committees from the membership of the Board of Directors of the Foundation to act on specific matters, when necessary; (g) report all of its activities to the General Meeting; and (h) manage the business and financial affairs of the Foundation, including, but not limited to, the acquisition, management, control and disposition of property and the authorization of all contracts on its behalf. The Board of Directors may delegate portions of such authority to an Executive Committee of the Board.

**3.07 Removal.** Any Director may be removed with or without cause at any meeting of the Foundation Board by the affirmative vote of two-thirds of the Directors then serving, provided that notice of intention to act upon such matter shall have been given to all Directors in the notice calling such meeting.

**3.08 Vacancies.** Any vacancy in the Board of Directors may be filled by appointment by the Directors then serving to serve until the next election of the Directors. Directors may be elected to fill the remaining term of seat vacated. In the event that the Board Chair is unable to serve, the Chair-elect will serve the remaining term of the Chair.

**3.09 Meetings; Voting.** The Board of Directors of this Foundation shall meet at least once in each calendar quarter, including a meeting following the Annual Meeting, and at such other times as may be called by the Chair of the Directors or any three (3) Directors, upon seven (7) days notice. Meetings shall take place at such times and places as may be designated by the Board of Directors. The action of a majority of the then qualified and serving Directors shall constitute official action of the Board of Directors. The President and the Board Chair of the Foundation may call special meetings of the Board of Directors at any time and must call a special meeting at the written request of any three (3) members thereof. A two third majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business unless otherwise specified in these Bylaws. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The Board of Directors shall keep regular Minutes of its proceedings. The Minutes shall be placed in the Minute Book of the Foundation.

**3.10 Compensation.** By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, but shall not be otherwise compensated for service.

**3.11 Interested Directors, Officers and Shareholders.** Any contract or other transaction between the Foundation and any of its Directors or Officers (or any corporation, or firm in which any of them are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of such Director or Officer at the meeting authorizing such contract or transaction, or his participation in such meeting. The foregoing shall, however, apply only if the interest of each such Director or Officer is known or disclosed: to the Board of Directors, and it shall nevertheless authorize or ratify such contract or transaction by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract, or transaction, which would be valid in the absence of this section.

**3.12 Electronic Communications.** Members of the Board, or any committee designated by the Board, may participate in meetings of the Board, or any committee, by means of telephone, conference or similar communications equipment that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall constitute presence in person at the meeting. If all the participants are participating by telephone, conference or similar communications equipment, the meeting shall be deemed to be held at the principal office of the Foundation.

**3.13 Action Without Meeting.** Any action required by Statute to be taken at a meeting of the Board of Directors of the Foundation, or any action which may be taken at a 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 a majority of the directors entitled to vote with respect to the subject matter thereof, unless a greater number is required to take such action by these Bylaws, the Certificate of Formation or statute. Such consent shall have the same force and effect as a vote of the directors at a duly called meeting. Any such signed consent, or a signed copy thereof, shall be placed in the Minute book of the Foundation and notice of such action is given to all Directors.

## **ARTICLE FOUR COMMITTEES**

**4.01 Executive Committee.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee, to consist of two (2) or more of the Directors of the Foundation, one of whom shall be the President of this Foundation. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation except where action of the full Board of Directors is required by statute, or by the Certificate of Incorporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the Executive Committee shall be placed in the Minute Book of the Corporation. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the number of Directors fixed by the Bylaws whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

**4.02 Other Board Committees.** The Board shall establish an Audit Committee and a Personnel/Compensation Committee, and may, by resolution passed by a majority of the whole Board, designate one or more other committees, each committee to consist of one or more of the Directors and such other membership as the Board may direct. Advisory Committee Members shall be Members of the Foundation by virtue of their appointment to such committee. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in a resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

**4.03 Advisory Committees.** The Foundation shall form the Patient and Survivor Advisory Committee and the Medical Professional Advisory Committee to participate and assist in the execution of the mission, goals and operations of the Foundation. Each Advisory Committee shall promulgate its charter, subject to the approval of the Board of Directors.

**4.04 Other Advisory Committees.** The Foundation may form such other advisory committees to participate and assist in the execution of the mission, goals and operations of the Foundation as determined by the Board of Directors. Each Advisory Committee shall promulgate its charter, subject to the approval of the Board of Directors.

**4.05 Committee Rules.** Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to these Bylaws.

## **ARTICLE FIVE NOTICE**

**5.01 Method.** Whenever under the provisions of the Statutes or of the Certificate of Formation, or of these Bylaws, notice is required to be given to any Director, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing by mail, postage prepaid, addressed to such Director at such address as appears on the Books of the Foundation, (b) electronically, or (c) in any other method permitted by law or these Bylaws. Any notice required or permitted to be given shall be deemed to be given at the time when the same shall be deposited or transmitted.

**5.02 Waiver.** Whenever any notice is required to be given to any Director of the Foundation under the provisions of the Statutes, or of the Certificate of Formation, or of these Bylaws, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting,

except where a Director attends for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called or convened. The Directors may waive notice or any defect in the call of a meeting by action of a majority of the Directors.

## **ARTICLE SIX OFFICERS AND AGENTS**

**6.01 Number; Qualification; Election; Term.** The Foundation shall have: (a) A President, President-elect, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors for such term as the Board of Directors may elect, and (b) such other Officers and Agents as the Board of Directors may deem necessary, each of whom may be elected or appointed by the Board of Directors at any meeting, and each of whom shall hold office for such term as the Board of Directors elect. Any two or more offices may be held by the same person, except that the Chair and the Secretary shall not be the same person.

**6.02 Removal.** Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or Agent shall not of itself create contract rights.

**6.03 Vacancies.** Any vacancy occurring in any office of the Foundation (by death, resignation, removal or otherwise) may be filled by the Board of Directors.

**6.04 Authority.** Officers and Agents shall have such authority and perform such duties in the management of the Foundation as are provided in these By-laws, or as may be determined by resolution of the Board not inconsistent with these By-laws.

**6.05 Compensation.** The Officers and Agents of the Foundation shall serve without compensation. By resolution of the Board of Directors, the Officers shall be paid their expenses, if any, associated with the exercise of their authority. Such resolution may be specific with regard to requests for reimbursement, or may be general instructions to be implemented by the Treasurer or other officers of the Foundation.

**6.06 President.** The Chief Executive Officer of the Foundation shall be known as the Chair or President; shall preside at all meetings of the Foundation and the Board of Directors and shall have general and active management of the affairs of the Foundation, shall see that all orders and resolutions of the Board are carried into effect. The Chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

**6.07 Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall attest the actions of the Foundation and the Board of Directors by signature, and shall perform such other duties, and have other authority and powers as the Board of Directors may from time to time prescribe, or as the Chair may from time to time delegate. The Board of Directors may appoint an

Assistant Secretary to perform the duties, and have the authority and exercise the powers of the Secretary in the absence or disability of the Secretary.

**6.08 Treasurer.** The Treasurer shall have the custody of the Foundation's funds, securities, and financial instruments, and shall keep full and accurate accounts of receipts and disbursements of the Foundation, and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Foundation.

## **ARTICLE SEVEN GENERAL PROVISIONS**

**7.01 Fiscal Year.** The fiscal year of the Foundation shall begin January 1st, and end on the following December 31st.

**7.02 Books and Records.** The Foundation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board of Directors.

**7.03 Annual Statement.** The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Foundation, including a reasonably detailed balance sheet and income statement.

**7.04 Audit.** The Board of Directors shall cause an audit of the books and records of the Foundation to be made annually, beginning after the first anniversary of the Foundation, unless sooner required by law. Such audit shall be conducted by a certified public accountant whose report shall be distributed to all Directors.

**7.05 Notes, Loans and Contracts.** All checks or demands for money, and notes of the Foundation shall be signed by such Officer or Officers, or such other person or persons as the Board of Directors may from time to time designate. No loan or contract on behalf of the Foundation and no evidence of indebtedness shall be issued unless authorized by resolution of the Board of Directors, or of the Executive Committee to the extent of the authority granted by the Board of Directors. Such authority may be general or confined to specific instructions or circumstances.

**7.06 Indemnification.** The Foundation shall indemnify any director, officer, agent or employee, or former director, officer, agent or employee of the Foundation, or any person who may have served at its request as a director officer, agent or employee of the Foundation, or any person who may have served at its request as a director, agent or employee of another Foundation which it owns, or of which it is a creditor, against expenses actually and necessarily incurred and any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding, whether civil or criminal in nature, in which the indemnitee is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer, agent or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which the indemnitee shall be judged in such action, suit,



or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Foundation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the committee of the Directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the Foundation that such settlement be made and that such director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, agent or employee may be entitled by law, or under any Bylaw, Agreement, or otherwise.

**7.07 Resignation.** Any Director, Officer or Agent may resign by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**7.08 Amendment of By-laws.** These By-laws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors present at such meeting, provided notice of the proposed alteration or repeal be contained in the notice of such meeting.

**7.09 Interpretation of By-laws.** Whenever these By-laws refer to a person, officer, or entity, these By-laws are intended to be applied to the successor in interest to such person, officer or entity, *mutatis mutandis*.

**7.10 Invalid Provisions.** If any part of these By-laws shall be held invalid, or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

**7.11 Headings.** The headings used in these By-laws have been inserted for administrative convenience only and do not constitute matters to be construed in interpretation.

**7.12 Entirety.** This document constitutes the entire agreement among the Directors with respect to the subject matter of these By-laws and supersedes all previous communications, representations, understandings, and agreements, either oral or written, among the Parties with respect to the subject matter.

This document prepared by:

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