

NMD UNITED, INC.
AN ILLINOIS NOT-FOR-PROFIT CORPORATION

BYLAWS

*This document supersedes all former adopted Bylaws and is effective the date of approval by the Board of Directors. Former versions include:
16985644v.1 Adopted 06/02/2014*

**ARTICLE I
NAME AND OFFICES**

Section 1.1 Name

The name of this corporation is NMD United, Inc. (the "Organization").

Section 1.2 Offices

The Organization may have offices at such places as the Board of Directors ("Board") may from time to time determine or the business of the Organization may require.

**ARTICLE II
PURPOSE, ACTIVITIES, AND POWERS**

Section 2.1 Purpose

- (a) The Organization is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).
- (b) The specific purpose of the Organization is to foster meaningful interactions and provide informational resources to increase self-direction and independence for adults with neuromuscular disabilities.

Section 2.2 Activities

- (a) To maximize its impact on current efforts, the Organization may seek to collaborate with other nonprofit organizations which fall under Section 501(c)(3) of the Internal Revenue Code and are operated exclusively for charitable, educational, and/or scientific purposes.
- (b) At times, per the discretion of the Board of Directors, the Organization may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

Section 2.3 Powers

The Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Organization may include, but are not limited to, accepting contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III MEMBERSHIP AND DUES

Section 3.1 No Members

The Organization shall have no members.

Section 3.2 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with the rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Organization. The Board of Directors, a designated committee of the Board, or any duly elected officer in accordance with Board policy shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition, and media coverage at fundraising events, clinics, other events, or other organizations' website and social media webpages. Affiliates have no voting rights and are not members of the Organization.

Section 3.3 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 General Powers and Duties

The affairs of the Organization shall be managed by and under the direction of the Board of Directors. It shall be the duty of the directors to carry out the aims and purposes of the Organization and, to this end, manage and control all of its property and assets.

Section 4.2 Number of Directors

The number of directors of the Organization shall be any such number not less than five (5) or more than thirteen (13), as may be determined from time to time by the Board of Directors.

Section 4.3 Term of Office

- (a) Each director shall hold office for a term of two (2) years and until his or her successor shall be appointed and shall have qualified, or until his or her resignation, removal from office, death, or incapacity.
- (b) Each director may hold office for an unlimited, consecutive or nonconsecutive, number of terms so long as re-appointments abide by Section 4.5(a).
- (c) The term of office shall be considered to begin on January 1 and end on December 31 of the second year in office, unless the term is extended until such time as a successor has been appointed.

Section 4.4 Qualifications

In order to be eligible to serve as a director on the Board of Directors, an individual must be at least twenty-one (21) years of age at the time he or she is to begin their term and an affiliate within affiliate classifications created by the Board of Directors.

Section 4.5 Appointment and Nomination

- (a) Directors shall be appointed by the affirmative vote of a majority of the directors then in office. The appointment process to replace those who have fulfilled their term of office shall take place in November of each year.
- (b) Any director or affiliate of the Organization may nominate potential directors by forwarding the name and contact information of the nominee to the president of the Organization. The Board of Directors may appoint a Nominating Committee to propose and review Board of Directors candidates and make recommendations to the full Board of Directors.

Section 4.6 Vacancies

The Board of Directors may fill vacancies due to the expiration of the director's term of office, resignation, death, incapacity, or removal of the director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

Section 4.7 Removal of Directors

A director may be removed by majority vote of the Board of Directors then in office, if:

- (a) The director is absent and unexcused from two (2) or more meetings of the Board of Directors in a twelve (12) month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse himself or herself from a meeting of the Board and in that case, the Board vice president shall be empowered to excuse the president from attendance for a reason deemed adequate by the Board vice president.
- (b) Before any meeting of the Board of Directors at which a vote on removal will be made, other than pursuant to Section 4.7(a), the director in question is given electronic, written, or oral notification of the Board's intention to discuss his or her case and is given an opportunity to be heard at a meeting of the Board. Removal pursuant to Section 4.7(b) may be with or without cause.

Section 4.8 Regular Meetings of the Board

The Board of Directors shall have a minimum of six (6) regular Board meetings each calendar year. Regular meetings will take place on such date and at such time and place as may be fixed by the Board of Directors and stated in the notice of such meeting. The purpose of the meeting need not be specified.

Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called at any time and place by or at the request of the president or any two (2) directors upon notice as herein below provided.

Section 4.10 Notices

Except as provided by Section 4.14, notice of any meeting shall be given at least two (2) days previous thereto by first-class mail, telephonically, or by electronic means to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage prepaid. If notice is given by electronic means, such notice shall be deemed delivered when sent. If notice is given telephonically, then such notice shall be deemed to be delivered if the Secretary certifies in the minutes that at least two good-faith attempts were made to reach the director in question. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The transactions of any Board of Directors meeting conducted with less than two (2) days of notice are valid provided a quorum is present and provided that each absent director approves with consent to holding the meeting or approves the minutes thereof. All such consents and approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.11 Quorum of Directors

A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

Section 4.12 Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 4.13 Proxies

A director may act by proxy for voting and quorum purposes only. To serve as a proxy, the candidate in question must be approved by a majority of the Board of Directors present at the meeting in which the proxy plans to serve.

Section 4.14 Action without a Meeting

- (a) Any action required or permitted to 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 approved by a majority of all directors entitled to vote with respect to the subject matter thereof.
- (b) Actions not permitted outside of a scheduled Board meeting include approving changes to the Bylaws and expenditures greater than \$1,000 in value.

Section 4.15 Compensation

Directors shall not be compensated for services to the Organization as directors, but upon authorization in each instance by the Board of Directors, a director may be reimbursed for expenses, if any, incurred in the line of the Board of Directors' duty, provided that those expenditures comply with the Organization's reimbursement policies.

Section 4.16 Presumption of Assent

A director of the Organization who is present at a meeting of the Board of Directors at which action is taken shall be conclusively presumed to have assented to the action taken unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent to the secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.17 Meetings Held Through Communication Equipment

Upon approval of the Board of Directors, directors, non-director committee members, advisory body members, or commission members may participate in and act at any meeting of such Board of Directors of committee, advisory body, or commission through the use of a conference telephone, videoconference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person(s) so participating.

ARTICLE V OFFICERS

Section 5.1 Board Officers

The officers of the Organization shall be a Board president, vice president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority, and shall perform the duties set forth in these Bylaws or by resolution of the Board or by the direction of an officer authorized by the Board, to prescribe the duties and authority of other officers. The Board of Directors may also appoint additional vice presidents and such other officers as it deems expedient for the proper conduct of the business of the Organization, each of whom shall have such authority and perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. The positions of president, vice president, treasurer, and secretary must be held by members of the Board of Directors.

Section 5.2 Terms of Office

Each officer shall serve a two (2) year term of office. Unless otherwise specified by the Board of Directors, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which the officer is appointed and shall end upon the adjournment of the Board meeting during which a successor is appointed.

Section 5.3 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the officer is a party. Any resignation shall take effect at the date

of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.4 President

The Board president shall be the chief volunteer officer of the Organization. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. After April 2015, unless expressly consented to by a majority of the Board of Directors then in office, a candidate for Board president must have served on the Board of Directors for at least one (1) year of office prior to being appointed Board president.

Section 5.5 Vice President

In the absence or incapacity of the Board president, the ranking vice president or vice president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice president shall have all the powers of, and be subject to, all the restrictions upon the Board president. The vice president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president.

Section 5.6 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Board president. The secretary may appoint, with approval of the Board, a director to assist in performing all or part of the duties of the secretary.

Section 5.7 Treasurer

The treasurer shall have oversight of the financial condition and affairs of the Organization. The treasurer shall keep the Board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Organization, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president.

Section 5.8 Executive Director

The Board of Directors may appoint an executive director. The Executive Director shall have such authority and shall perform such duties as the Board of Directors may specify.

Section 5.9 Non-Director Officers

The Board of Directors may designate additional officer positions of the Organization and may appoint and assign duties to other non-director officers of the Organization.

Section 5.10 Compensation

Compensation to the Executive Director of the Organization, if any, shall be fixed by the Board of Directors. Officers and the Executive Director of the Organization may be reimbursed for expenses incurred in the performance of their duties and in compliance with the Organization's reimbursement policies and budget.

ARTICLE VI COMMITTEES & CHAPTERS

Section 6.1 Creation and Powers

The Board has exclusive ability to create committees and local chapters of the Organization. The Board has the option to provide policies and procedures upon creation of the committee or local chapter. Additional policies and procedures may be created as expressed in Section 6.2.

Section 6.2 Rules

Each committee, advisory body, local chapter, or commission may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII CHARITABLE RECEIPTS AND DISTRIBUTIONS

Section 7.1 Charitable Receipts

The Board of Directors shall have the power to accept and receive any property by way of gift, devise, or bequest, from any person, firm, or corporation, to be held and disposed of upon the terms, conditions and restrictions imposed upon such gift, devise, or bequest by the donor thereof; provided, however, that the property so received shall be held and disposed of only for the objects and purposes of this Organization.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 8.1 Indemnification

The Organization shall indemnify to the full extent authorized by law, any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative in nature, by reason of the fact he or she is or was serving as a director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Such indemnification shall not be deemed exclusive of any other rights to which a person may be entitled under any bylaw, agreement, vote of disinterested directors, or as a matter of law or otherwise. The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under this Article.

**ARTICLE IX
DISSOLUTION OR SALE OF ASSETS**

Section 9.1 Dissolution or Sale of Assets

A majority vote of the directors then in office shall be required to sell, lease, exchange, or otherwise dispose of all or substantially all of the assets of the Organization not in the regular course of business, or to dissolve the Organization. Upon dissolution of the Organization, any assets remaining after payment of or provision for its debts and liabilities shall be distributed in accordance with Article 5(c) of the Articles of Incorporation of the Organization.

**ARTICLE X
AMENDMENTS**

Section 10.1 Bylaws

These Bylaws may be amended by a majority of the directors then in office.

Section 10.2 Articles of Incorporation

The Articles of Incorporation may be amended by the vote of majority of the directors then in office.

**ARTICLE XI
MISCELLANEOUS**

Section 11.1 Books and Records

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record of the names and addresses of the directors of the Organization. All books and records of the Organization may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 11.2 Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the statutes of the State of Illinois, including without limitation, under the provisions of the Illinois General Not for Profit Corporation Act, a waiver thereof, in writing, approved by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.3 Construction

The use of gender references in these Bylaws is merely for convenience and shall have no legal effect. Whenever the context so requires, the plural shall include the singular and vice versa. Whenever reference is made to a specific section of the Internal Revenue Code, such reference shall be deemed to include

reference to such section as amended from time to time and to the corresponding provision of any future United States internal revenue law.

Section 11.4 Invalid Provisions

If any provision herein shall be determined to be invalid or void for any reason, such determination shall not affect the validity of any other provisions hereof.

**ARTICLE XII
ELECTRONIC MEANS**

Section 12.1 Notice

Any notice required or permitted by these bylaws or by the Illinois General not-for-profit corporation act of 1986, as amended, shall be effective if transmitted by electronic means to the address that appears in the records of the Organization for the person to whom the notice is to be delivered.

Section 12.2 Corporate Actions

Actions required by these bylaws or by the Illinois General not-for-profit corporation act of 1986, as amended, to be "written", to be in "writing", to have "written consent", to have "written approval", and the like by directors or committee members shall include any communication transmitted or received by electronic means. For purposes of these Bylaws, an e-mail transmission from an e-mail address on record constitutes a valid writing.

Adopted by the Board of Directors:

12/20/2017
Date


NMD United, Inc. President