

November 3, 2003
NATIONAL BIRTH DEFECTS PREVENTION NETWORK INC.

BYLAWS

ARTICLE I
NAME AND OFFICES

Section 1. Name. The name of this corporation shall be National Birth Defects Prevention Network Inc. (sometimes referred to herein as “NBDPN” or the “Network”).

Section 2. Registered Office. The registered office shall be in the County of New Castle, State of Delaware.

Section 3. Other Offices. The corporation also may have offices at such other places both within and without the State of Delaware as the Executive Committee may from time to time determine or the business of the corporation may require.

ARTICLE II
MISSION AND OBJECTIVES

The mission of NBDPN is to promote charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), by establishing and maintaining a national network of state and population-based programs for birth defects surveillance and research to assess the impact of birth defects upon children, families, and health care; by identifying factors that can be used to develop primary prevention strategies; and by assisting families and their providers in the prevention of secondary disabilities.

The objectives of the NBDPN are to:

1. Improve the quality of birth defect surveillance data.
2. Promote scientific collaboration for the prevention of birth defects.
3. Provide technical assistance for the development of uniform methods of data collection.
4. Facilitate the communication and dissemination of information related to birth defects.
5. Collect, analyze, and disseminate state and population-based birth defect surveillance data.
6. Encourage the use of birth defect data for decisions regarding health services planning, including the prevention of secondary disabilities.

All business of NBDPN shall be conducted in a manner that is consistent with its qualification as an organization described in Section 501(c)(3) of the Code.

ARTICLE III
MEMBERS

Section 1. Membership.

- A. There shall be two classes of members of the corporation: participating members (“Participating Members” or “Participating Membership”) and associate members (“Associate Members”). (Participating Members and Associate Members, collectively, shall hereinafter be referred to as the “members” or the “membership”.)
- B. The Participating Members of the NBDPN shall consist of individuals with an interest in and a commitment to the above mission. They might include individuals from state or local birth defect programs, university research projects, national organizations, and

parent support groups. They also include liaisons who are representatives of organizations and who act as a contact between that organization and NBDPN in order to communicate information between them. Liaisons are appointed as such upon the Executive Committee's request and approval.

- C. Associate Members shall be members of organizations with national interests (e.g. selected staff at the Centers for Disease Control and Prevention ("CDC") or the national March of Dimes), who are appointed upon the Executive Committee's request and approval for a two-year term, and who serve at the pleasure of the Executive Committee. All Associate Members shall also be part of the Executive Committee, as more fully set forth in Article VI. Associate Members have all rights of the Participating Membership except they may not hold an elected officer position or be an appointed officer of NBDPN.
- D. Membership in the NBDPN is not transferable or assignable.

Section 2. Rights and Privileges.

- A. Each member of the NBDPN shall be entitled to one vote on each matter submitted to a vote of the membership. Items to be voted on include officer elections, and occasionally other NBDPN business, including budgetary/fiscal matters.
- B. Only Participating Members are eligible to hold a NBDPN office (as defined in Article VI).
- C. Any member may serve on a committee, hold a committee chair, and vote on committee business. Whenever possible, committees should be chaired by Participating Members.

Section 3. Membership Application, Rights, and Renewal.

- A. Application. Application for Participating Membership shall be made to the Membership and Elections Committee which may appoint a CDC liaison to receive Participating Membership applications. An application for Participating Membership may be submitted at any time. Applicants meeting the requirements set forth in Section 1 of this Article of the Bylaws shall be entitled to all the rights and privileges of Participating Membership provided that dues, if any, are paid in full.
- B. Dues. The dues schedule shall be determined by the Executive Committee (see Article VI), based on the financial needs of the NBDPN, and approved by a majority of a quorum of the voting members. Dues, if applicable, shall be payable within 60 days after the receipt of an invoice (either electronic or paper).
- C. Renewal. Renewal of NBDPN Participating Membership will be required every two years, at which time Participating Members seeking renewal must complete and submit a membership application for the next two-year period. A renewal application implies a continuing interest in and commitment to the NBDPN mission. Notwithstanding the foregoing, all Participating Members seeking continuing membership beyond year 2000 must complete and submit a membership application for the two-year period beginning January 1, 2001. Associate Members are reappointed for a term of two-year's duration at the pleasure of the Executive Committee. The Executive Committee in its sole discretion may make specific exceptions to the requirement set forth in the previous sentence.

Section 4. Membership Roster

- A. A roster or directory of NBDPN members will be maintained and updated in a database managed by a CDC liaison and coordinated through the Membership and Elections Committee.
- B. The Membership and Elections Committee will ensure that an updated roster of NBDPN members is made available to members when the NBDPN calls for nominations for its

elected offices and positions, and before the annual meeting. The listing will be made available on the NBDPN website and/or by other means determined by the Membership and Elections Committee.

ARTICLE IV NBDPN MEETINGS

Section 1: Annual NBDPN Membership Meeting. A meeting of the members shall be held each calendar year, at such date, at such time, and at such place as shall be designated from time to time by the Executive Committee and stated in a written notice of the meeting. Members shall transact such business as may properly be brought before the meeting. Such written notice shall be given to each member entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. In lieu of an annual meeting, members have the right to take action by consent according to DGCL, Section 228.

Section 2: Special Meetings. Special meetings of members for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation of the corporation, may be called at any time by the NBDPN President with prior approval of the Executive Committee. Written notice of a special meeting stating the place, date, and time of the meeting, and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each member entitled to vote at such meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.

Section 3: Regular Meetings of Executive Committee. There shall be at least four meetings held each year by the Executive Committee. Meetings may be held in person, by telephone, by mail, or by interactive e-mail or video. Regular meetings must have a minimum notice of five business days.

Section 4: Voting.

- A. General Voting Issues. Examples of NBDPN business that might require official voting include officer elections, budgetary or fiscal matters, issues not resolved by consensus, important NBDPN business presented to members by the Executive Committee, and other official NBDPN business.
- B. Quorum (i.e., the minimum number of members required to conduct business at an official NBDPN meeting or for other specified NBDPN issues). For Executive Committee meetings/business, a majority of the members of the Executive Committee shall constitute a quorum for the transactions of business. This will be measured by counting the number of votes, since some members of the Executive Committee may serve dual roles (e.g., Officer and Committee Chair). For all other NBDPN business (e.g., annual meeting, standing committee meeting, or other situations that require membership voting), a quorum of three members is required for voting or conducting business.
- C. Voting Process. For any vote for which a quorum is present, a majority of the members entitled to vote at such meeting who are in attendance shall decide any question brought before such meeting, unless the question is one on which, by express provision of Delaware statutes or the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. When there is a tie vote, a coin toss or similar method will be used, with written documentation from two witnesses.

Section 5: Notices and Waiver of Notice. Whenever, under the provisions of Delaware statutes or the Certificate of Incorporation or these bylaws, notice is required to be given to any NBDPN member or committee member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such member or committee member, at his or her address as it appears on the NBDPN membership records, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same is deposited in the United States mail. Notice to any committee member may also be given by telegram or electronic mail. Whenever any notice is required to be given under the provisions of Delaware statutes or the Certificate of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 6: Consent. Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of members of the corporation or the Executive Committee, or any action which may be taken at any annual or special meeting of such members or committee, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members or committee members, as the case may be, who have not consented in writing.

ARTICLE V

NBDPN OFFICERS AND OTHER ELECTED MEMBERS

Section 1. Officers, Elected Positions, and Terms of Office

- A. Officers. There shall be four NBDPN officers: President, President-Elect, Secretary-Treasurer, and Immediate Past President. The two elected officers of the NBDPN shall be President-Elect (who shall also serve as Vice President) and Secretary-Treasurer. At the beginning of each new fiscal year (a fiscal year is January 1- December 31) the office of President is assumed by the President-Elect from the previous year, and the office of Immediate Past President is assumed by the President from the previous year. The initial officers of the NBDPN shall be the officers of the unincorporated Network as of the date of incorporation. The Executive Committee may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Executive Committee.
- B. Elected, but non-Officer, Position. Each election year, one Participating Member is elected from the membership to fill the position of Member-At-Large .
- C. Term of Office. Officers and other elected positions shall take office on January 1 and serve until December 31. A term of office or elected position consists of one year.
- D. Number of Terms. An NBDPN officer and other elected positions may serve only one (1) one-year term in the same office or elected position, unless a variance is approved by the Executive Committee.
- E. An NBDPN officer (President, President-Elect, Immediate Past President, Secretary-Treasurer) or other elected positions (i.e., Member-at-Large) may hold only one of these positions at one time.
- F. [Salaries and Expenses] (reserved)

Section 2. Filling Vacated Offices

- A. The President-Elect shall immediately assume the duties of a vacated Presidential office and shall remain in the office for the unexpired term and through the next NBDPN year, which would be such person's normal term as President.
- B. A vacated and unexpired term of President-Elect shall be filled by Executive Committee appointment and the person so appointed shall remain in office only for the unexpired term.
- C. A vacated and unexpired term of the Secretary-Treasurer shall be filled by Executive Committee appointment and the person so appointed shall remain in office only for the unexpired term.
- D. A vacated and unexpired term of the Immediate Past President shall be filled by Executive Committee appointment, if deemed necessary, and the person so appointed shall remain in office only for the unexpired term.
- E. A vacated and unexpired term of an elected position (i.e., Member-at-Large) shall be filled by Executive Committee appointment, if deemed necessary, and the person so appointed shall remain in office only for the unexpired term.

Section 3. Duties of Officers and Other Elected Positions

- A. The President shall preside at all meetings of the members and the Executive Committee, shall handle external correspondence, shall delegate tasks to other officers of the corporation, shall see that all orders and resolutions of the Executive Committee are carried into effect, and shall perform the duties that usually pertain to this office. When so directed by the Executive Committee, the President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be expressly delegated by the Executive Committee to some other officer or agent of the corporation. The President shall also be responsible for making recommendations to the Executive Committee about appointing Associate Members to the NBDPN.
- B. The President-Elect acts as Vice President and shall perform the duties and exercise the functions of the President during the President's absence and, when so acting, shall have all the powers of and be subject to all the restrictions of the President. The President-Elect shall perform such other duties and have such other powers as the Executive Committee may from time to time prescribe. Furthermore, the President-Elect becomes President when the current President's term is over or if the President vacates the office. The President-Elect is strongly encouraged to serve on the Membership and Elections Committee, in preparation for assuming the role of President the following year.
- C. The Secretary-Treasurer, in the role of Secretary, shall attend all meetings of the Executive Committee and all meetings of the members and shall maintain the records of the NBDPN, determine whether there is a quorum for each Executive Committee meeting, transcribe and disseminate minutes of meetings of the Executive Committee within two weeks of such meetings, review action items (e.g., interim approval or disapproval) occurring between official meetings, handle internal correspondence, and maintain documentation to ensure that a history of decision or action items is maintained for NBDPN (e.g., Log of Associate Members and liaisons; a file of correspondence received and sent by NBDPN). The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the members and special meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or President, under whose supervision he or she shall be. The Secretary-Treasurer shall have

access to the corporate seal of the corporation and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature. The Executive Committee may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his or her signature.

- D. The Secretary-Treasurer, in the role of Treasurer, shall have oversight of the receipt, custody, and disbursement of all NBDPN funds and property, if applicable; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the corporation; and shall make certain that all moneys and other valuable effects are deposited in the name and to the credit of the corporation in such depositories as may be designated by the Executive Committee. The Secretary-Treasurer shall arrange for disbursements of the funds of the corporation as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President and the Executive Committee, at its regular meetings, or when the Executive Committee so requires, an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the Executive Committee, the Secretary-Treasurer shall give the corporation a bond (which shall be renewed every year) in such sum and with such surety or sureties as shall be satisfactory to the Executive Committee for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control and belonging to the corporation. The Secretary-Treasurer shall ensure the corporation's timely preparation and filing of financial statements and tax filings.
- E. The Immediate Past President shall preside as President in the absence of both President and President-Elect. In addition, the Immediate Past President will chair an Awards Task Force, comprised of the Immediate Past President, Member-at-Large, President, and two other members they appoint for terms of one-year duration.
- F. The Member-at-Large will participate fully in Executive Committee business and will communicate with, seek input from, and represent the greater NBDPN membership. This individual also will serve on the Awards Task Force.
- G. Each Chair of a Standing committee will participate fully in Executive Committee business, and will act as "gatekeeper" and "conduit" of information (including meeting minutes) flowing bidirectionally between that committee and the Executive Committee. If a committee is utilizing a "co-chair" structure, only one of the co-chairs may represent that committee (e.g. on voting issues) at a particular Executive Committee meeting.
- H. Associate Members represent and bring expertise from their organizations and may participate fully in Executive Committee business, except that they may not serve as NBDPN officers. (They may, however, serve as committee chairs.)
- I. The CDC liaison provides administrative support to the Executive Committee and Standing committees. As delegated by the Secretary/Treasurer, the CDC liaison will draft minutes of Executive Committee meetings, send them to the Secretary-Treasurer for final approval within two weeks of such meetings, forward final minutes to Executive Committee members, and keep these minutes on file. The CDC liaison maintains a database of the membership and serves as the contact person for membership activities.

ARTICLE VI

EXECUTIVE COMMITTEE OF THE NBDPN:

MEMBER COMPOSITION, STRUCTURE, VOTING, CONDUCTING BUSINESS

- A. The number of individuals that shall constitute the initial Executive Committee shall be five and shall be appointed by the incorporator of the corporation. Thereafter, the Executive

Committee may fix the number constituting the whole Executive Committee, from time to time, by adopting a resolution to such effect.

- B. A member of the Executive Committee may be removed from office or position for cause by a three-quarters (3/4ths) vote of all other votes of the Executive Committee then in office or position at a duly called meeting of the Executive Committee with notice of the proposed removal.
- C. Vacancy of an office or other elected position is described in Article V, Section 2. Vacancy of a Standing committee chair is resolved by having the Standing committee elect a new chair. Vacancy of an Associate Member is resolved at the discretion of the Executive Committee. The minimum number that may constitute the Executive Committee is five; the Executive Committee is given the authority to appoint Participating Members, as necessary, to meet this minimum. Vacancies and newly created positions resulting from any increase in the authorized number of individuals constituting the whole Executive Committee may be filled by a majority of the members of the Executive Committee then in office, though less than a quorum, or by a sole remaining member of the Executive Committee, and the individuals so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no members of the Executive Committee in office, then an election of directors may be held in the manner provided by statute.
- D. The members of the Executive Committee, as set forth below, shall assist with the business of the NBDPN and may incur expense as described in Article IX of these bylaws. The Executive Committee will ensure that NBDPN business is conducted between annual NBDPN meetings and shall inform the whole NBDPN membership of important issues and decisions.

Non-elected Officers: (offices are "assumed")	President Immediate Past-President
Elected Officers:	President-Elect, who shall act as Vice-President Secretary-Treasurer
Other Elected Position:	Member-at-Large from Participating Membership
Standing Committee Chairs:	Annual Meeting Data Education and Outreach Ethical, Legal, and Social Issues Membership and Elections Neural Tube Defect Surveillance & Folic Acid Education Publications and Communications Surveillance Guidelines and Standards
Associate Members: (examples)	Appointed CDC representative Appointed March of Dimes representative Other(s) as Deemed Appropriate by Executive Committee

- E. The chair of a Standing committee may also serve in the dual role of NBDPN officer, except for Chairs who are Associate Members.

- F. Each person on the Executive Committee has one vote, with the exception of individuals who serve more than one role on the Executive Committee (for example, a committee chair who is also an officer or Member-at-Large; see “C” above). The Secretary/Treasurer will provide notice to the Executive Committee of those persons who serve more than one role, and therefore, have more than one vote for Executive Committee quorum and business. To conduct business in an Executive Committee meeting, a majority of the votes of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- G. To conduct Executive Committee business, each Standing committee has one vote, even if the committee has co-chairs.
- H. An Associate Member, as a representative of an agency or organization (e.g., CDC, national March of Dimes) shall have only one vote when conducting NBDPN business, unless they are also a Standing committee Chair, and then they would have two votes.
- I. There is one Member-at-Large nominated and elected by the NBDPN membership in the annual election, in a manner similar to the two elected NBDPN officers.
- J. Interim approval. The Executive Committee may approve activities of various NBDPN Committees or other items that need a timely decision or response between its regular meetings. This is called "interim approval." To obtain interim approval of the Executive Committee, the President or the President’s designee may poll the committee. For responses to be counted, the voter must send a copy of his/her response to the Secretary-Treasurer. Interim approval and interim conditional approval (i.e., approval, as long as the comments and/or edits given by the Executive Committee member are taken into consideration before proceeding further with the proposed action) is implied if a majority of all eligible votes on the Executive Committee respond in the affirmative. At the next regular Executive Committee meeting, the Secretary-Treasurer will present the results of any interim polls, the President or designee will review any resulting action, and the President will allow further discussion or voting about the interim approval, if a member of the Executive Committee so requests. Unless the Executive Committee rescinds the interim approval, the interim approval will stand.
- K. General Powers. The business of the corporation shall be managed by its Executive Committee which shall have and exercise full power in the management and conduct of the business and affairs of the corporation and do all such lawful acts and things as are not by Delaware statute or by the Certificate of Incorporation or by these bylaws directed or required to be exercised or done by the members; provided, however, that the Executive Committee shall not be authorized to engage in any activity that would cause the corporation to cease to qualify as an organization described in Section 501(c)(3) of the Code.
- L. Power to Make Grants. The making of grants and contributions and otherwise rendering financial assistance for the purposes of the corporation shall be within the exclusive power of the Executive Committee. In furtherance of the foregoing, the Executive Committee shall have the power to make grants to any organization organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, provided that no funds shall be paid to any officer, director, member, creator, or organizer of the corporation or substantial contributor to it. The Executive Committee shall review all requests for funds from other organizations, shall require that such requests specify the use to

which the funds will be put, and, if the Executive Committee approves any request, shall authorize payment of such funds to the approved grantee. The Executive Committee shall require grantees to furnish a periodic accounting to show that the funds were expended for the purposes for which they were approved by the Executive Committee. The Executive Committee may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all of the purposes for which funds are requested.

- M. Conflict of Interest. Persons on the Executive Committee (members, officers, and other elected positions), have a fiduciary responsibility and duty of loyalty and good faith to the NBDPN organization. A conflict of interest exists with respect to a given matter if an Executive Committee member has a financial and fiduciary interest in an organization or person who would be affected by the action of the Executive Committee. No Executive Committee member shall act upon or decide any matter with respect to which he or she has a conflict of interest. Anyone who believes that he or she has a conflict of interest with respect to any matter shall announce to the Executive Committee the existence of the conflict of interest prior to entering any discussion on the matter and shall abstain from voting on the matter. Disclosure of conflict of interest shall be recorded in the minutes.

ARTICLE VII

STANDING COMMITTEES: MEMBERSHIP AND CONDUCTING BUSINESS

- A. Any member of the NBDPN may serve on any one or more standing committee(s) of his or her choice. A member of a standing committee serves a two-year term.
- B. Any member of the NBDPN may serve as a chair of a committee on which (s)he serves. Associate Members are excluded from holding NBDPN office or other elected position, but they are eligible to serve as committee chairs. It is preferred that committees be chaired by Participating Members when possible.
- C. At the time of membership renewal, the NBDPN shall provide the opportunity for members to express their interest in serving on one or more standing committees; however, joining a committee is not a requirement for membership.
- D. Any member of NBDPN who is also a member of a standing committee may vote on business relating to that committee.
- E. To vote on a standing committee, a person must be a member of that committee and also be a member of the NBDPN.
- F. Committee chairpersons are elected by the committee members. Chairpersons, unless otherwise indicated, serve in that capacity for one year of the two-year committee term. Chairs may be re-elected for a second consecutive year. Chairs may also chair another standing committee.
- G. Committee chairpersons (including co-chairs) shall not serve as such more than two consecutive one-year terms on a given committee, unless approved by the Executive Committee.
- H. The committee members will determine whether a vice chair should be elected, or whether co-chairs are needed. If co-chairs are elected, only one of the co-chairs will conduct business

(i.e., voting) at each meeting of the Executive Committee; however, all of the co-chairs may attend the Executive Committee meeting. This arrangement is to be agreed upon between the co-chairs.

- I. For the purpose of conducting or transacting business in standing committee meetings, a quorum of three persons is required. For all standing committee meetings (including those conducted electronically or by phone), a majority vote of those members present is needed to transact committee business. For a tie vote, a coin toss or similar method will be used, with written documentation of the outcome from two witnesses. The Chair of the standing committee will keep the Executive Committee informed of committee work and major decision items that require approval from the Executive Committee. Attendance, discussion items, and the collective decision-making process will be documented in the minutes of the standing committee.
- J. Meetings and the conduct of committee business should be transcribed and disseminated within two weeks of a meeting, and these minutes should be provided to the CDC liaison, who will be responsible for keeping them on file and forwarding them to the entire Executive Committee. The committee chair (or co-chair) will ultimately be responsible for approving and transmitting minutes that result from either committee or subcommittee meetings. Substantive committee actions and activities can also be communicated to the membership by newsletter, the NBDPN e-mail distribution list, and at the annual meeting. This would be of particular importance to NBDPN members who do not serve on a committee and therefore do not get reports through Committee chairs.
- K. The Annual Meeting Committee, consisting of a chair and at least three other members, shall consider and recommend to the Executive Committee the dates, agenda, speakers, and informal networking times for the annual meeting of NBDPN members.
- L. The Data Committee, consisting of a chair and at least three other members, shall have responsibility for collecting and compiling state-specific data and for describing state-level programs. This information will be given annually to the Publications and Communications Committee for dissemination.
- M. The Education and Outreach Committee, consisting of a chair and at least three other members, shall establish guidelines that States may utilize to the best of their individual abilities to assist families and their children with birth defects.
- N. The Membership and Elections Committee, consisting of a chair and at least three other members, shall handle applications for NBDPN membership, keep track of NBDPN membership, publish an annual roster of Standing and *ad hoc* committees and their chair(s) and members, develop procedures for officer nominations in accordance with Article VIII (resulting in a “representative” slate of at least three nominees for each office, if possible), and, pursuant to such procedures, prepare a slate of candidates for NBDPN offices and for the Executive Committee’s Member-at-Large position. This committee is also charged with overseeing elections and with maintaining bylaws in accordance with Article XII.
- O. The Neural Tube Defect Surveillance and Folic Acid Education Committee, consisting of a chair and at least three other members, shall focus on activities in the areas of folic acid education and the use of birth defects surveillance data to monitor and evaluate neural tube defects prevention programs.

- P. The Publications and Communications Committee, consisting of a chair and at least three other members, shall have responsibility for issuing the NBDPN newsletter, for maintaining the NBDPN website, and for the development and contents of the NBDPN annual report, which will include state-specific data and articles of general interest, including the information supplied by the State Data Collection Committee.
- Q. The Surveillance Guidelines and Standards Committee, consisting of a chair and at least three other members, shall establish guidelines for the collection and reporting of birth defects data.
- R. The Ethical, Legal, and Social Issues (ELSI) Committee, consisting of a chair and at least three members, shall establish guidelines that states may use to protect rights of individuals while also promoting the public good in birth defects surveillance, research, and prevention.
- S. Other committees, either standing or *ad hoc*, shall be appointed by the President, as approved by the Executive Committee, to carry on the work of the NBDPN.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1. Through a process and timeline set forth by these bylaws and the Membership and Elections Committee, the membership shall elect the NBDPN officers and the Member-at-Large.

Section 2. Nominations

- A. Each year, open nominations will be solicited by announcement through a general notice to the entire Network membership no later than three months prior to the annual meeting, or by September 30 of said year, whichever is earlier. Announcement may be made via NBDPN newsletter, Network-wide mailing (e-mail and/or postal), and/or by other methods identified by the Membership and Elections Committee.
- B. Subject to restrictions placed upon Associate Members as provided by these bylaws, any NBDPN Participating Member may self-nominate for Network office or elected position.
- C. Solicitation of nominees for inclusion on the current year ballot will remain open a minimum of 15 calendar days after the date of the general Network-wide notice.
- D. In developing a slate of candidates from those nominated, the Membership and Elections Committee shall make the final determinations and compile a list of candidates for each office and other elected positions. In this effort, said Committee shall strive for diversity among States by offering a balanced and representative slate of at least two, and preferably three, candidates for each office and elected position, if possible. If the number of qualified candidates for a particular office or elected position is fewer than three, it is the responsibility of said Committee to search for additional qualified candidates to nominate from within the membership of the Network. The Membership and Elections Committee is to keep the Executive Committee informed of the actions taken.
- E. Nominees will be contacted to confirm acceptance of nomination. Nominees who accept being placed on the ballot will be requested to supply to the Committee a brief biographical sketch for insertion into the ballot.

Section 3. Elections and Presentation of Officers

- A. Ballots will be mailed via postal service or e-mail to all Network members one month prior to the annual meeting or by November 30 of said year, whichever is earlier.

Network members will have a minimum of two calendar weeks to submit votes to the Membership and Elections Committee.

- B. Elected officers and other elected positions will be presented at the annual meeting, announced in a general Network-wide mailing, and/or announced to the Network in a manner to be determined by the Membership and Elections Committee. New officers and positions take effect on January 1, as described in Article V.

ARTICLE IX

AUTHORITY TO INCUR EXPENSE

Expense may be incurred by authorization of a majority of the votes of the Executive Committee members.

ARTICLE X

GENERAL PROVISIONS

- A. Dissolution or Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary, involuntary, or by operation of law, the Executive Committee of the corporation shall, except as otherwise may be provided by law, transfer all of the assets of the corporation in such manner as the Executive Committee, in the exercise of its discretion, may by a majority vote determine; provided, however, that upon said liquidation, dissolution, or winding up of the affairs of the corporation, its assets shall be distributed to (i) one or more organizations or entities described in Section 501(c)(3) of the Code; or (ii) to the federal government, or a state or local government for a public purpose; or (iii) if pursuant to a decree of a court with jurisdiction, to another organization to be used in such manner as, in the judgment of such court, will best accomplish the general purposes for which the corporation is organized.
- B. Annual Statement. The Executive Committee shall present at each annual meeting, and at any special meeting of the members when called for by vote of the members, a full and clear statement of the business and condition of the corporation.
- C. Contracts. The Executive Committee may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.
- D. Checks. All checks, drafts, or orders for the payment of money, and notes of the corporation or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or such other person or persons, and in such manner, as the Executive Committee from time to time may determine by resolution. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the corporation.
- E. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committee may select; provided, however, that this Paragraph E shall not be construed as allowing the Executive Committee to authorize the retention of any funds in any manner that would prevent the corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.

- F. Gifts. The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation; provided, however, that this Paragraph F shall not be construed as allowing the Executive Committee to accept any gifts in any manner that would prevent the corporation from continuing to be exempt from federal taxation under Section 501(c)(3) of the Code.
- G. Fiscal Year. The fiscal year of the corporation shall end on the last day of December in each year unless the Executive Committee shall determine otherwise.
- H. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words “Corporate Seal, Delaware”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.
- I. Indemnification. The corporation shall indemnify its officers and directors to the full extent permitted by Delaware law.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the NBDPN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the NBDPN may adopt.

ARTICLE XII

RATIFICATION AND AMENDMENT OF BYLAWS

Section 1. Ratification and Availability

- A. The initial five members of the Executive Committee appointed by the incorporator have adopted these Bylaws as the Bylaws of this corporation.
- B. A copy of the Bylaws will be available to any member at annual meetings, through the NBDPN website, and/or upon request to the Membership and Elections Committee.

Section 2. Amendments

- A. These Bylaws may be amended at any time by a majority of the votes of the Executive Committee, followed by the specified revision being carried out by the Membership and Elections Committee; provided, however, that no amendment shall permit the addition or deletion of any provision the inclusion or absence of which, as the case may be, would cause the NBDPN to cease to qualify for exemption from taxation under Section 501(c)(3) of the Code.
- B. Any member who would like to suggest revisions to these Bylaws should make a request to the Executive Committee or to the Membership and Elections Committee in writing. The Executive Committee will then vote or make a determination on the request, and forward the request and the decision to the Membership and Elections Committee.
- C. The Membership and Elections Committee will make the revisions as directed by the Executive Committee and will notify the Executive Committee of the exact revision made to the Bylaws, and request that the Executive Committee vote for approval. The Executive Committee, or the Membership and Elections Committee, will be responsible for providing feedback to the individual requesting the revision(s) within 90 days.
- D. The Membership and Elections Committee is charged with keeping the Bylaws up to date and reflective of policy changes that occur in the NBDPN that affect the language in the Bylaws. Therefore, this Committee shall recommend a change or amendment to the

Bylaws to the Executive Committee, regardless of whether a member or the Executive Committee formally requests a revision.

- E. Substantive amendments to the Bylaws will be presented or summarized by the Membership and Elections Committee in the NBDPN newsletter or in other general mailings to the NBDPN membership.

END OF BYLAWS

DOCUMENTATION

The "Initial" members of the Executive Committee (John Meaney; Russell Kirby; Mark Canfield, Lisa Miller, and Marcia Feldkamp) adopt these "Bylaws" of the incorporated Network as of 19 December 2000. The first members of the full executive committee adopted the initial bylaws as of 20 December 2000.

NBDPN Inc.: The NBDPN incorporated as of Sept 8, 2000

NBDPN. Unincorporated status: this was the time period prior to Sept 8, 2000.

Initial ratification date by Executive Committee: May 6, 1998

Approval of Bylaws amendments by Executive Committee: July 21, 1999, December 13, 1999,

Major revision dates: May 6, 1998; July 19, 1999; December 1, 1999; 5Dec2000; 17Jan2001; 3Nov2003 (committee names).

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