

January [15], 2011

NATIONAL BIRTH DEFECTS PREVENTION NETWORK INC.

AMENDED AND RESTATED 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. The classes of members of the corporation shall be Individual Member, Group Member, Associate Member, Affiliate Member, and Sponsoring Member. The members in these classes shall hereinafter be referred to as the “members” or the “membership.”)

- A. Individual Member is an individual with a non-equity interest in and a commitment to the NBDPN mission. This might include a person from a state or local birth defects program, university research project, national organization, parent support group, or a person with a special interest in birth defects. Each Individual Member has one vote, the rights to full participation in NBDPN activities, eligibility to chair a committee, eligibility to hold an elected officer position, and eligibility to be an appointed officer of NBDPN.
- B. Group Member is a descriptive term for a collective entity, and it has no unique voting or other rights. The purpose of this member class is to facilitate dues payments that are made by an organization or agency for several Individual Members. The number of Individual Members that comprise a Group Member class is solely dependent on the policies of the respective organization, agency, or institution. All rights and privileges are conferred on the designated Individuals within the Group Membership. Each Individual in a Group Membership has all of the rights of those in the Individual Member category. Each designated Individual has one vote, the rights to full participation in NBDPN activities, eligibility to chair a committee, eligibility to hold an elected officer position, and eligibility to be an appointed officer of NBDPN.
- C. Associate Member is an NBDPN appointment that is distinguished by an organization with national interests. The Associate Member is represented by an individual selected from the respective organization whom the Executive Committee approves and appoints

to serve for a two-year term, serve on the Executive Committee (as more fully set forth in Article VI) and serve at the pleasure of the Executive Committee. The Associate Member representative has all rights of the Individual Member except that he or she may not hold an elected officer position or be an appointed officer of NBDPN. An Associate Member representative has one vote. Acceptance of the organization as an Associate Member requires the approval of the NBDPN Executive Committee.

- D. Affiliate Member is a not-for-profit organization or a government agency that demonstrates an interest in supporting the mission of the Network. The Affiliate Member shall appoint a person within their respective organization to serve as its Affiliate Contact to NBDPN. The Affiliate Contact to NBDPN has all rights of an Individual Member except that he or she may not hold an elected officer position or be an appointed officer of NBDPN. An Affiliate Contact has one vote. Acceptance of the organization as an Affiliate Member requires the approval of the NBDPN Executive Committee.
- E. Sponsoring Member is a professional or academic association, corporation, for-profit business or other organization that provides financial or in-kind support to NBDPN, and demonstrates an interest in furthering the mission of the Network. The Sponsoring Member shall appoint a person within their respective organization to serve as its representative to NBDPN. A Sponsoring Member representative may participate in the activities of NBDPN but may not chair a committee, hold an elected officer position or other elected position, or be an appointed officer or official of NBDPN. A Sponsoring Member representative has one vote. Acceptance of the organization as a Sponsoring Member requires the approval of the NBDPN Executive Committee.
- F. Membership in NBDPN is not transferable or assignable. Replacement of designated individuals or representatives within the membership class categories of Group Member, Associate Member, Affiliate Member, or Sponsoring Member is acceptable with express approval from the NBDPN Executive Committee.

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 Individual Members are eligible to hold an NBDPN office, or be appointed to an office (as set forth in Article VI).
- C. Any member may serve on a committee and vote on committee business. Only Individual Members, Associate Members, and Affiliate Contacts may chair a committee.
- D. Only members will be eligible to officially represent the Network (e.g. Network Liaison) unless the Executive Committee provides express written approval.
- E. On occasion, NBDPN may seek expertise from non-NBDPN members. Non-NBDPN members do not have rights and privileges.

Section 3. Membership Application, Rights, and Renewal.

- A. Application. Application for membership shall be made to the Membership and Elections Committee which may appoint a Center for Disease Control and Prevention (“CDC”) liaison to receive membership applications. An application for 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 their respective membership class provided that dues, if any, are paid in full.
- B. Dues. The dues schedule and policy 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 of the Executive Committee. Dues, if applicable, shall be payable within 60 days of the date of a new membership application, or a membership renewal.

C. Renewal. Renewal of NBDPN membership will be required annually based on the Network's membership and renewal cycle, at which time members seeking renewal must complete and submit a membership application for the next year's cycle. A renewal application implies a continuing interest in and commitment to the NBDPN mission. Associate Members may be reappointed for a two-year term 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.

D. Removal from Membership.

(1) Nonpayment of dues shall be considered equivalent to resignation from the Network, and shall result in the relinquishment of rights and privileges as set forth in Article III, section 2.

(2) A member may be removed from NBDPN membership by a majority of the voting members of the Executive Committee for conduct that injures the Network or is contrary to or destructive of its purposes. Allegations must be stated in writing to the member, and the member must be given full opportunity for a hearing in order to respond to those allegations before the Executive Committee or a body designated by it.

Section 4. Membership Roster.

A. A roster or directory of NBDPN members will be maintained and updated in a database that is managed by NBDPN in collaboration with the 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 in a members section 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 or electronic notice of the meeting. Members shall transact such business as may properly be brought before the meeting. Such written or electronic 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 8 *Del. C.* § 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 or electronic 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, 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, measured by counting the number of votes, 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 law 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 law 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 law 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 a majority of 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. Consent may be secured in an electronic format.

ARTICLE V

NBDPN OFFICERS AND OTHER ELECTED MEMBERS

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

There shall be five NBDPN officers: President, President-Elect, Secretary-Treasurer, Secretary-Treasurer-Elect 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-Elect. The officers and elected positions serve on the Executive Committee.

- A. At the beginning of each new fiscal year (January 1- December 31), the offices of President and Secretary-Treasurer shall be assumed by the President-Elect and Secretary-Treasurer-Elect, respectively, from the previous year. The office of Immediate Past President shall be assumed by the President from the previous year.
- B. 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.
- C. Elected, but non-Officer, Position. Each election year, one member is elected from an eligible class of membership category to fill the position of Member-At-Large. Other elected, but non-officer positions, may be created with the approval of the President and Executive Committee.
- D. 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.

- E. 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.
- F. An NBDPN officer (President, President-Elect, Immediate Past President, Secretary-Treasurer, Secretary-Treasurer-Elect) or other elected positions (e.g., Member-at-Large) may hold only one of these positions at one time.
- G. [Salaries and Expenses] (reserved)

Section 2. Filling Vacated Offices.

- A. The President-Elect shall immediately assume the duties of a vacated office of President 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. The Secretary-Treasurer-Elect shall immediately assume the duties of a vacated office of Secretary-Treasurer 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 Secretary-Treasurer.
- D. A vacated and unexpired term of the Secretary-Treasurer-Elect 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 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.

- F. 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 regarding appointments to the NBDPN (e.g. Associate Member). The President shall serve on the NBDPN Strategic Planning Group.

- 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 assumes the office of President when the current President's term is over or if the President vacates the office. The President-Elect shall serve on the NBDPN Strategic Planning Group and is strongly encouraged to serve on the Membership and Elections Committee.

- 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 action items is maintained for 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. 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. The Secretary-Treasurer shall serve on the NBDPN Finance group.
- E. The Secretary-Treasurer-Elect assists the Secretary-Treasurer, and shall perform the duties and exercise the functions of the Secretary-Treasurer as delegated by the Executive

Committee, and, when so delegated, shall be subject to all the restrictions of the Secretary-Treasurer. The Secretary-Treasurer-Elect shall perform such other duties and have such other powers as the Executive Committee may from time to time prescribe. Furthermore, the Secretary-Treasurer-Elect assumes the office of Secretary-Treasurer when the Secretary-Treasurer's current term is over or if the Secretary-Treasurer vacates the office. The Secretary-Treasurer-Elect shall serve on the NBDPN Finance group.

- F. 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 one-year terms. The Immediate Past President shall chair the Finance Group for a one-year term.
- G. The Member-at-Large will participate fully in Executive Committee business and will communicate with, seek input from, and represent the greater NBDPN membership. The Member-at-Large shall serve on the Membership and Elections, and Annual Meeting committees, as well as the Awards Task Force.

ARTICLE VI

EXECUTIVE COMMITTEE OF THE NBDPN: STRUCTURE, VOTING, AND CONDUCTING BUSINESS

Section 1. Structure and composition of the Executive Committee.

- A. The number of individuals that shall constitute the Executive Committee shall be as necessary to fulfill Section 1(D) of Article VI or as determined by the Executive Committee from time to time. 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 other eligible 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:	President
(offices are “assumed”)	Secretary-Treasurer
	Immediate Past-President
Elected Officers:	President-Elect, who shall act as Vice-President
	Secretary-Treasurer-Elect
Other Elected Position:	Member-at-Large from eligible 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: CDC representative
 March of Dimes representative

Appointments: CDC Liaison
 Others as deemed appropriate by Executive Committee

Section 2. Participation in the Executive Committee.

Participation and membership in the Executive Committee is determined by member class eligibility as set forth in Article III, the elected officer or position status, or as otherwise appointed or delegated by the Executive Committee.

- A. Officers and elected positions may participate fully in Executive Committee business, and act on behalf of NBDPN as their respective offices and elected positions require.
- B. The chair of a standing committee may also serve in the dual role of NBDPN officer, if permitted, per the member class as set forth in Article III.
- C. 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 bi-directionally 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.
- D. 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.)

- E. The CDC liaison provides administrative support to the Executive Committee and standing committees. As appointed and delegated by the Executive Committee, the CDC liaison maintains a database of the membership, serves as the liaison between CDC and NBDPN, and performs other responsibilities as appropriate. The CDC liaison may not serve as an NBDPN officer, but may serve as a committee chair.

- F. Appointments are made at the discretion of the Executive Committee to fulfill specific roles in NBDPN. An appointee's participation in the Executive Committee, including voting rights and other privileges are specifically delegated by the Executive Committee per appointment function. Any appointee granted the authorization to participate in Executive Committee business shall be deemed a member of the Executive Committee with full voting rights and the Executive Committee shall adopt a resolution increasing the number of Executive Committee members accordingly.

Section 3. Voting and Conducting Business.

- A. Each officer, elected position, appointee with voting rights, standing committee chair, and Associate Member representative on the Executive Committee shall be entitled to one vote. 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) shall be entitled to the number of votes corresponding to the number of roles they serve. The Secretary/Treasurer will provide notice to the Executive Committee of the number of eligible votes of the Executive Committee and 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 eligible votes of the Executive Committee shall constitute a quorum for the transaction of business.

- B. To conduct Executive Committee business, each standing committee has one vote, even if the committee has co-chairs.

- C. An Associate Member, as a representative of an agency or organization (e.g., CDC, March of Dimes) shall have only one vote when conducting NBDPN business, unless he or she is also a standing committee chair, and then he or she would have two votes.
- D. 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 the President's 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.

Section 4. General Powers.

- A. 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 law 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.
- B. 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.

Section 5. Conflict of Interest. Persons on the Executive Committee (members, officers, other elected positions, and appointments) have a fiduciary responsibility and owe a duty of loyalty to the NBDPN organization. No Executive Committee member shall act upon or decide any matter with respect to which he or she has a material financial and/or personal interest (“Conflict of Interest”). Anyone who believes that he or she has a Conflict of Interest with respect to any matter shall advise the Executive Committee of the existence of a potential Conflict of Interest prior to entering any discussion on the matter and shall abstain from voting on the matter. Disclosure of any potential Conflicts of Interest shall be recorded in the minutes.

ARTICLE VII

STANDING COMMITTEES, GROUPS AND OTHER OPERATIONAL UNITS:

MEMBERSHIP AND CONDUCTING BUSINESS

Section 1. Committee 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. A member may serve on a committee for several terms.
- B. An Individual Member, Associate Member, or Affiliate Member may serve as a chair (or co-chair) of a committee on which he or she serves. It is preferred that committees be chaired by Individual 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. To vote on a standing committee, a person must be a member of that committee and also be a member of the NBDPN.
- E. A committee may, on occasion, include the expertise of non-members. A non-member is not a member of the committee; however, attendance should be recorded in respective committee minutes.
- F. Committee chairpersons are elected by the committee members, and approved by the Executive Committee. Chairpersons serve on the Executive Committee. 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 for 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, each co-chair will be a member of the Executive Committee. Only one of the co-chairs will conduct business (i.e., voting) at each meeting of the Executive Committee, and only one co-chair will be considered for purposes of obtaining a quorum. This arrangement is to be agreed upon between the co-chairs. All of the co-chairs may attend the Executive Committee meeting.
- I. For the purpose of conducting or transacting business in standing committee meetings, a quorum of three members 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. Minutes of the Meetings and the conduct of committee business should be prepared and disseminated within two weeks of a meeting, and the 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, by the NBDPN e-mail distribution list, and/or at the annual meeting.

Section 2. Standing Committees.

- A. 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.
- B. 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.
- C. 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.
- D. 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 committees 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.

- E. 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.
- F. 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.
- G. 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.
- H. 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.
- I. 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.

Section 3. Other operational units. Groups (or other types of operational units), except as otherwise provided in the bylaws, may be created by the President, as approved by the Executive Committee, to carry on the work of the NBDPN. A group or other type of operational unit is not a standing committee, and is not represented with a chair on the Executive Committee. The role and structure of a group, or other type of operational unit, is approved by the President and the Executive Committee. A group may, on occasion, include the expertise of non-members. A non-member is not a member of the group; however, attendance should be recorded in respective group minutes.

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 80 calendar days prior to the start of the next terms of office. 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 within a Membership category, per Article III, an NBDPN 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 Membership and Elections 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 no later than 45 calendar days prior to the start of the next terms of office. Network members will have a minimum of 14 calendar days 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. The NBDPN Financial Policies and Procedures and the Finance Group shall be consulted, as needed.

ARTICLE X

GENERAL PROVISIONS

- A. The NBDPN Financial Policies and Procedures and the Finance Group shall be consulted, as needed, in matters of respective interest related to Network functions and activities.

- B. 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.
- C. 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.
- D. 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.
- E. 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.

- F. 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 F 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.
- G. 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 G 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.
- H. 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.
- I. 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, affixed, reproduced, or otherwise.
- J. 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 BYLAWSSection 1. Ratification and Availability.

- A. The initial five members of the Executive Committee appointed by the incorporator adopted the original Bylaws as the Bylaws of this corporation on December 19, 2000.
- 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 according to the voting process above at any regular meeting of the Members, or at any special meeting of the Members if notice of such amendment be contained in the notice of such special meeting; 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. Notwithstanding Article XII, Section 2(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.
- C. Any member who would like to suggest revisions to these Bylaws shall 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.
- D. 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.

- E. 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.
- F. 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 September 8, 2000

NBDPN Unincorporated status: this was the time period prior to September 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; December 5, 2000;

January 17, 2001(documentation section); November 3, 2003 (committee names).

Major revisions approved by the Executive Committee subject to legal review:

15 August 2007: Art III, section 1, Art V, VI

17 December 2008: Art V, VI VII, IX, X, XII

15 September 2010: Art III, VII

19 January 2011: Executive Committee approves the amended and restated Bylaws draft dated January 15, 2011.