

May 15, 2023
NATIONAL BIRTH DEFECTS PREVENTION NETWORK INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I
NAME, PURPOSE

Section 1: The name of the organization shall be the National Birth Defects Prevention Network, Inc. (the "Network").

Section 2: The Network was formed to establish and maintain 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.

Section 3: The Network is incorporated as a membership nonprofit corporation and has no authority to issue capital stock and is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 4: The Network shall have a calendar fiscal year.

ARTICLE II
MEMBERSHIP

Section 1: Application for membership shall be open to any person who supports the purpose statement in Article I, Section 2, and continuing membership is contingent upon being current on membership dues.

Section 2: The Executive Committee of the Network shall be structured as a Board of Directors and shall be referred to in these bylaws as the Board or Board of Directors. Membership shall be granted upon an application review and approval by a non-board committee designated by the Board.

Section 3: Each member in good standing (i.e., a member whose dues are paid in full) is entitled to one vote at the annual membership meeting or on any important issues submitted to the membership.

Section 4: The Board shall have the authority to establish and define categories of membership.

Section 5: The Board shall have the authority to set dues and benefits for members.

Section 6: Membership is not transferable, unless approved by a majority of the Board.

Section 7: The Board shall have the authority to discontinue membership.

ARTICLE III MEETINGS AND AUTHORITY OF MEMBERS

Section 1: Annual Membership Meeting. The date of the regular annual membership meeting shall be set by the Board of Directors who shall also set the time and place. The annual membership meeting may be in person or virtual with systems in place for confidential voting either at, in connection with, or subsequent to the meeting. There will be an annual membership meeting once a year. The Annual Membership Meeting may be virtual by means of telephone conference call or any other means of remote communication by which all persons participating in the meeting are able to hear and be heard by others at the meeting.

Section 2: Special Meetings. Special membership meetings may be called by the Chair or one third of the Board of Directors. Upon a written request signed by ten percent or more of the voting members, the Secretary will call a special membership meeting.

Section 3: Notice. Notice of the place, date, and time of each membership meeting listed in this Article, shall be given to each voting member, by email or by mail, not less than ten days prior to the date on which the meeting is to be held.

Section 4: Member Authority. Members in good standing can vote for Board members if there are open seats, may run for election on the Board, may Chair non-board committees, may approve substantive bylaws revisions, and may vote on major issues such as a change in legal structure, merger, acquisition, or dissolution of the Network.

Section 5: Quorum. At any meeting of the membership, one-fourth of the members entitled to vote at such meeting, whether present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by law or the Certificate of Incorporation. In the absence of a quorum, the members entitled to vote that are present in person or represented by proxy shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 6: Member Action. When a quorum is present at any meeting of the membership, a majority of the members entitled to vote who are present in person or represented by proxy shall decide any question brought before such meeting other than the election of members of the Board, unless the question is one on which, by express provision of applicable law, the Certificate of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7: Proxy. At any meeting of the membership, a member entitled to vote may vote by proxy. No proxy shall be valid after three (3) years from its date unless otherwise provided in the proxy. Without limiting the manner in which a member may authorize another person or persons to act for such member as proxy, a member may authorize another person or persons to act as such member's proxy either in a writing executed by such member or by electronic transmission as permitted by applicable law.

Section 8: Consent. Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of the membership, or any action which may be taken at any annual or special meeting of the membership, may be taken without a meeting, without prior notice and without a vote, if a consent in writing or by an electronic transmission setting forth the action so taken shall be signed and dated by a majority of the members entitled to vote with respect to the subject matter thereof (or proxyholders for such members) and delivered to the Network as provided by applicable law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those members who have not consented. An electronic transmission consenting to an action to be taken and transmitted by a member or proxyholder, or by a person or persons authorized to act for a member or proxyholder, shall be deemed to be signed and dated for the purposes of these Bylaws, provided that any such electronic transmission sets forth or is delivered with information from which the Network can determine (a) that the electronic transmission was transmitted by the member or proxyholder or by a person or persons authorized to act for the member or proxyholder and (b) the date on which such member or proxyholder or authorized person or persons transmitted such electronic transmission. Any consent by means of electronic transmission shall be deemed to have been signed on the date on which such electronic transmission was transmitted. Other than consents provided through an information processing system designated by the Network for receiving consents, no consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Network as provided by applicable law.

ARTICLE IV BOARD OF DIRECTORS AND ELECTIONS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Network and, if applicable, delegates responsibility for day to day operations to a non-board committee. The Board shall have up to eleven but no fewer than seven members and the exact number may be fixed, from time to time, by resolution of a majority of the whole Board. The Board and individual members of the Board receive no compensation other than reimbursement of reasonable expenses according to reimbursement policies.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place or virtually. Board members and Board Committee members may participate in any meeting of the Board by means of conference telephone or other communications equipment by means of

which all persons participating therein can hear each other and be heard, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 3: Board Elections. Board members shall be elected when there is an expired term or a vacancy by members in good standing.

Section 4: Board Committees. The Board may establish standing and ad hoc Board Committees as needed.

Section 5: Election Procedures. The Board will delegate the development of a slate of candidates and election of Board members to a designated non-board Committee. The Board will identify talent among the membership and encourage leadership participation while working towards the diversity and skills needed for the health and maturation of the Network. Nominees must be Network members in good standing.

Elections will be held via electronic ballot and will be confidential. The slate of candidates and information about each candidate will be provided to members in good standing in writing at least five business days prior to the election. Board members will be elected by plurality of votes by members. The Chair of the designated non-board Committee will present the election results to the Board and the Board will share with the membership.

Section 6: Terms. All Board members shall serve a three-year term which can be renewed consecutively once. Board members are eligible to serve additional non-consecutive terms. The inaugural 2021 Board will include members with one and two-year terms to ensure manageable turnover and consistency in leadership, with such terms to be determined by the 2020 Board.

Section 7: Quorum. At all meetings of the Board, a quorum for the transaction of business shall be two-thirds of Board members. A quorum is required to make motions and vote on actions. The act of the majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board.

Section 8: Notice. A standing Board meeting requires that each Board member have written notice at least five business days in advance. Notice may be given by email or by mail and shall state the place, date, and time of meeting and shall state the purpose of the meeting.

Section 9: Officers and Duties. There shall be four officers of the Board consisting of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The officers shall be current Board members and decided by the Board once the slate has been voted on by the members in good standing. Officers shall be selected annually at the start of the fiscal year. Officer terms may be renewed until the officer's term of service on the Board has been met. Officers may be removed at any time by the Board of Directors. Their duties are as follows:

- The Chair shall convene regularly scheduled Board meetings, develop the agendas for each meeting, and manage Board meetings in a way that ensures all voices are heard. The Chair brings motions forward for seconding and votes.

- The Vice-Chair will take the place of the Board Chair when necessary, serve as the chair of a non-board committee focused on operations and inform the Board of any operational challenges.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary receives official correspondence from Board members, such as resignations or inability to attend a meeting. The Secretary ensures compliance with the Records Retention and Destruction policy and maintains the archives of the Network in a way that expedites transfer to succeeding Secretaries.
- The Treasurer shall make a report at each Board meeting on the fiscal health of the Network, ensures adequate policies that protect assets, ensures that signature authority and permissions for check writing and credit card charges are up to date and prepares the annual operating budget. The Treasurer ensures that the IRS Form 990, any required state tax forms, and required reports to the state of Delaware are filed annually.

Section 10: Vacancies. When a vacancy on the Board exists due to disability, termination, death, removal or resignation, nominations for a new member may be invited by the designated non-board committee from the membership at least one month prior to a regular Board meeting. The candidates shall be shared with the Board and the Board will vote to determine the candidate who will complete the unexpired term, and the membership will not be entitled to vote on the candidate. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated for more than two unexcused absences or inability to attend a majority of meetings. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members. A Board member may be removed from office, with or without cause, by the members of the Network having a majority of the voting rights of the Network.

Section 12: Special Board Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member emailed 10 business days in advance. Emergency Board meetings can be called as needed.

Section 13: The Board may set dues schedules for memberships.

Section 14: The Board will establish policy and procedures, including policies and procedures for guarding against perceived and actual conflicts of interest.

Section 15: Consent. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken

without a meeting if all Board members, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE V COMMITTEES

Section 1: Board Committees. The Board may create standing or Ad Hoc Board committees as needed. Any Board Committee created must have a purpose and a Chair (Board member) that holds accountability. The Board provides oversight of Board Committee Chairs. The Board may choose to have non-Board members serving on a Board Committee.

Section 2: Non-Board Committees. The Board will establish a non-board committee focused on organization operations that will be chaired by the Vice-Chair of the Board and will be comprised of chairs from designated operational committees and invited Program Partners.

ARTICLE VI MANAGEMENT ASSISTANCE

Section 1: The Board may elect to hire administrative help to manage the Network. Any consultants, association management companies, or employees retained report directly to the Board and their performance is evaluated by the Board.

ARTICLE VII AMENDMENTS

Section 1: A simple majority of members may submit bylaws suggestions to the Board Secretary. The Board is responsible for putting forth the amendment for a vote with a simple majority of members being sufficient for amending the Bylaws.

Section 2: The Board shall have the power to make, adopt, amend, or repeal the Bylaws by a vote of a majority of the Board.

ARTICLE VIII DISSOLUTION OR LIQUIDATION

Section 1: Dissolution or Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the Network, whether voluntary, involuntary, or by operation of law, the Board

shall, except as otherwise may be provided by law, transfer all of the assets of the Network in such manner as the Board, 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 Network, 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 Network is organized.

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.

15 May 2023: Art IV, Section 5, Paragraph 2: Board of Directors approved changing membership notification period from 10 to 5 business days prior to an election.

Major revisions approved by the Executive Committee with legal review:

13 October 2020: Executive Committee signed resolution to amend and restate Bylaws dated October 5, 2020