

**BYLAWS**  
**OF**  
**FETAL HEART SOCIETY, INC.**  
**(A Virginia Nonstock Corporation)**

**ARTICLE I**  
**Name**

The name of this corporation (hereinafter referred to as the “Corporation”) is:

FETAL HEART SOCIETY, INC.

**ARTICLE II**  
**Purposes**

**Section 1.** The Corporation is organized and shall be operated exclusively as a nonstock organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations thereunder, as they now exist or may hereafter be amended (hereinafter collectively referred to as the “Code”). The Corporation may exercise any other powers conferred upon corporations organized pursuant to the provisions of the Virginia Nonstock Corporation Act (the “Act”). The Corporation is organized and shall be operated for such specific purposes as are set forth in the Corporation’s Articles of Incorporation.

**ARTICLE III**  
**Offices**

The Corporation shall maintain in the Commonwealth of Virginia a registered office and a registered agent at such office, and may have other offices within or without the Commonwealth of Virginia as shall be determined by the Board of Directors.

**ARTICLE IV**  
**Members**

**Section 1. Members.** The Corporation shall have four classes of members, with such qualifications and rights as are set forth in Section 2 of this Article IV. Membership is generally available to professionals and trainees with a research focus in fetal cardiovascular medicine. Membership will be conditioned upon an appropriate level of education and/or experience, participation in research projects, payment of membership dues, and attendance at meetings. The Membership Committee shall be responsible for formulating and making available additional and specific requirements for membership.

**Section 2. Classes of Membership**

- A. Active Membership. Active Membership is available to individuals holding a M.D., D.O., Ph.D., or equivalent, or allied health care professionals. Admission to Active membership is conditioned upon dues payment and participation in meetings and research collaborative projects. Each Active Member shall have a right to cast one (1) vote on every matter brought before the members.
  
- B. Affiliate Membership. Affiliate Membership is available to individuals holding a M.D., D.O., appropriate Ph.D., or equivalent, allied health care professionals, or trainees. Admission to Affiliate membership is conditioned upon payment of dues. Participation in meetings and research collaborative projects is encouraged but not required. Affiliate Members do not have the right to vote.
  
- C. Emeritus Membership. The Board of Directors may grant Emeritus Membership to individuals approved by the Board. Emeritus Members shall not be required to pay dues, and will not have the right to vote.
  
- D. Honorary Membership. The Board of Directors may grant Honorary Membership to individuals approved by the Board. Honorary Members shall not be required to pay dues, and will not have the right to vote.

**Section 3. Membership Applications.** Application for membership shall be made in writing on a form as prescribed by the Board of Directors. Applications for membership shall be approved by the Board of Directors. The Board of Directors retains the right to reject an application for membership when it considers such action to be in long-term best interest of the Corporation, consistent with its tax-exempt mission.

**Section 4. Determination of Membership Dues and Obligation to Pay.** The Board of Directors shall fix the amount of membership dues and/or assessments (if any) for Active and Affiliate Membership. Membership in the Corporation (other than Emeritus or Honorary Membership described in Section 2.C and 2.D of this Article IV) carries a definite obligation to pay membership dues and any assessments established by the Board of Directors. Membership dues and assessments are not refundable for any reason. Membership dues shall be levied by the Treasurer during the month of July of each year.

**Section 5. Duration of Membership.** The term of membership in the Corporation shall be determined by the Board of Directors from time to time.

**Section 6. Termination of Membership.** Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion. Such member shall be given

reasonable notice thereof and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

**Section 7. Annual and Regular Meetings.** Annual meetings of the membership may be held at such time and place, either within or without the Commonwealth of Virginia, as may be designated by resolution of the Board of Directors, provided that appropriate notice is provided to all members.

**Section 8. Special Meetings.** Special meetings of the membership may be called by or at the request of the President or the majority of the entire Board of Directors or at the written demand of at least 25% of all Active Members entitled to vote on issues to be considered at the proposed meeting. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting called by them. Special meetings of the emeritus or honorary (non-voting) members are permitted but not required.

**Section 9. Notice.** Notice of any special meeting of the voting membership shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Any members may waive notice of any meeting before, at or after such meeting.

**Section 10. Quorum.** Ten percent (10%) of the Active Members present in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the membership, provided, that if less than ten percent (10%) of the Active Members are present at said meeting, a majority of the Active Members present may adjourn the meeting from time to time without further notice.

**Section 11. Chairman.** The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Vice President shall serve as temporary Chairman.

**Section 12. Manner of Acting.** The act of a majority of the Active Members present at a duly called meeting of the Active Members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the Active Members or any action which may be taken at a meeting of the voting members may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by the Act. Voting conducted by electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the Active

Member or the Active Member's proxy. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by Active Members shall be permitted.

**Section 13. Remote Participation in Meetings.** Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any member may participate in a meeting of the members by remote communication. Members participating by remote communication shall be deemed present and may vote at such meeting if the Corporation has implemented reasonable measures to: (a) verify that each person participating remotely is a member; and (b) provides such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting substantially concurrent with such proceedings.

## **ARTICLE V** **Board of Directors**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. It shall be the duty of the Board of Directors to carry out the objectives and purposes of the Corporation, and to this end, the Board of Directors may exercise all powers of the Corporation. The Board of Directors shall be subject to the restrictions and obligations set forth by statute and in the Corporation's Articles of Incorporation and these Bylaws.

**Section 2. Composition, Appointment, Tenure, and Qualifications.** The number of Directors shall be not less than six (6), such number which shall be fixed from time to time by the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Research Officer, and Publications Officer who shall serve as *ex officio* Directors, and three (3) Directors elected at-large. Directors shall be at least twenty-one (21) years of age but need not be residents of the Commonwealth of Virginia. Directors shall be elected by a plurality of the votes cast by the Active Members entitled to vote in the election at a meeting at which a quorum is present. Such election may also be conducted by mail or by electronic ballot. In the event of a tie for a director position, a runoff election shall be held between the two candidates. Directors shall serve staggered three (3) year terms. Directors may not serve more than two (2) consecutive terms. Directors may be re-elected for additional terms after three (3) years have elapsed since their last term.

**Section 3. Annual and Regular Meetings.** Annual meetings of the Board of Directors shall be held at such time and place, either within or without the Commonwealth of Virginia, designated by resolution of the Board of Directors, without notice other than this Bylaw and such resolution. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Virginia, for the holding of additional regular meetings of the Board of Directors without notice other than this Bylaw and such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or

without the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be received by each Director by mail, overnight courier, facsimile, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

**Section 6. Quorum.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

**Section 8. Teleconferencing.** To the extent permitted by the Act, any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at such meeting.

**Section 9. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10. Minutes and Parliamentary Procedure.** Minutes of each meeting of the Board of Directors shall be recorded by the Secretary. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

**Section 11. Removal or Resignation of Directors.** Any Director may be removed from office at any time by a majority vote of the Active Members present and voting at a meeting where a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. A Director may be removed only at a meeting called for the purpose of removing the Director, and the meeting notice must state that the purpose of the meeting is removal of the Director. Any Director may resign at any time by giving written notice to the Chairman, Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 12. Vacancies.** Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election during a special meeting of the Active Members called to fill the vacant position. A Director or member elected by plurality vote of the Active Members to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Such action shall be effected by the affirmative vote of a majority of the Directors in office.

## **ARTICLE VI**

### **Officers**

**Section 1. Officers.** The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Research Officer, Publications Officer, and Immediate Past President (after the initial President completes a three (3) year term), and such other Officers as may be determined by the Board of Directors of the Corporation. The officers will be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors. The offices of President and Secretary shall not be held by the same person. Officers shall be at least twenty-one (21) years of age but need not be residents of the Commonwealth of Virginia.

**Section 2. Election and Term of Office.** The offices of President, Vice President, Secretary, Treasurer, Research Officer, and Publications Officer shall be elected by a plurality of the votes cast by the Active Members of the Corporation. In the event of a tie for an officer position, a runoff election shall be held between the two candidates with the highest number of votes in the initial election. Such election of officers shall be subject to the approval by the affirmative vote of a majority of the Board of Directors. The Officers shall serve for a three (3) year term and shall serve until their successors have been duly elected and have qualified. Officers may not serve more than two (2) consecutive terms. Officers may be re-elected for additional terms after three (3) years have elapsed since their last term.

**Section 3. Removal.** Any Officer may be removed from office at any time by the affirmative vote of a majority of the Directors in office whenever in their judgment the best interests of the Corporation would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term of such office. Vacancies may be filled or new offices created and filled by a majority vote of Active Member during a special meeting called to fill the vacant position. Such election shall be subject to the approval by the affirmative vote of a majority of the Board of Directors.

## **ARTICLE VII**

### **Committees**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of all Directors, may designate one (1) or more committees, each of which shall consist of two (2) or more members of the Board of Directors and appoint Directors to serve on them. Such committees, to the extent provided in said resolution, shall have and exercise the

authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

**Section 2. Executive Committee.** The Executive Committee shall act between meetings of the Board of Directors with all of the powers of the Board of Directors, except as restricted by the Act. The Executive Committee shall be comprised of the Officers of the Corporation.

**Section 3. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Executive Committee. Except as otherwise provided in such resolution, members of each committee may be Directors or Active Members, and shall be appointed for at least a (1) one year term. Any member thereof may be removed by the Executive Committee whenever in their judgment the best interests of the Corporation would be served thereby. The Corporation shall have the following committees, as well as those committees designated from time to time in the manner set forth herein and set forth in applicable policies of the Corporation:

- A. **Research Collaborative Committee.** The Research Collaborative Committee shall develop and maintain guidelines for the establishment of the Corporation's research collaborative efforts which will be reviewed and approved by the Board of Directors. These guidelines shall include the process for project review and acceptance, and data management, storage and sharing. The Research Collaborative Committee shall develop and maintain a mechanism for support of facilitating multicenter collaborative research projects and overseeing approved collaborative research projects. The Chairman of the Research Collaborative Committee is an elected officer and *ex-officio* member of the Board of Directors and serves a three (3) year term, such term which may be renewable for one (1) additional term, with the option for re-election after three (3) years have elapsed since their last term. The remaining committee members shall consist of an additional member of the Board of Directors, and a minimum of three (3) Active Members who will be recommended by the Research Chair and appointed subject to approval by majority vote of the Board of Directors.
- B. **Publication Committee.** The Publication Committee shall develop and maintain guidelines for authorship and publication. The Publication Committee will oversee the publication of all works supported by the Corporation. The Chairman of the Publication Committee is an elected officer and *ex-officio* member of the Board of Directors and serves a three (3) year term, such term which may be renewable for one (1) additional term, with the option for re-election after three (3) years have elapsed since their last term. The remaining committee members shall consist of an additional member of the Board of Directors, and a minimum of three (3) Active Members who will be recommended by the Publication Chair and appointed subject to approval by majority vote of the Board of Directors.

**Section 4. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors or Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee's members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6. Meeting Procedures.** The committee's chairman shall notify members of a committee of its meeting or meetings. If the Secretary is not available to serve as Secretary of the committee, the committee's chairman shall designate a Secretary. Full minutes of each meeting shall be recorded by the Secretary, containing results of the deliberations of any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Board of Directors. To the extent permitted by the Act, any person participating in a meeting of any committee may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in such meeting. Such participation shall constitute presence in person at such meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors; provided, however, that all committee meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order.

**Section 7. Limitation on Delegated Authority.** Actions taken by committees shall in all instances be subject to Article XII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

## **ARTICLE VIII**

### **Employees**

One (1) or more employees or entities, if such employees or entities are deemed necessary by the Executive Committee, may be hired on a full- or part-time basis, on a temporary or permanent basis, and on an employment or contract basis, by the President.

## **ARTICLE IX**

### **Compensation**

Officers and Directors as such shall not receive any salary for their services, but by resolution of the Board of Directors, reimbursement to Officers and Directors of expenses of attendance, if any, may be permitted for one (1) or more regular or special meetings per year of the Board of Directors; provided, that nothing herein shall be construed to preclude an Officer or Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

**ARTICLE X**  
**Finances**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30, or such other period established by the Board of Directors.

**Section 2. Operating Budget.** An annual operating budget of the Corporation shall be prepared by the Treasurer and approved by the Board of Directors each year prior to the beginning of the Corporation's fiscal year.

**Section 3. Contracts.** The Board of Directors 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 or deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

**Section 4. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or agent or agents of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Corporation.

**Section 5. Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 6. Internal Controls.** The Board of Directors shall ensure that reasonably proper and sufficient controls of the Corporation's finances are established and maintained.

**Section 7. Grants.** The Board of Directors may authorize from time to time the making of grants to organizations exempt under Section 501(c)(3) of the Internal Revenue Code. Such grants must be restricted such that the amounts of the grant are dedicated solely to activities consistent with the Corporation's exempt purposes.

**Section 8. Acceptance of Contributions.** The Corporation may accept gifts, legacies, donations, contributions, and/or grant funding, and in any amount and any form from time to time upon such terms and conditions as may be decided from time to time by the Board of Directors.

**ARTICLE XI**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, committees having any of the authority of the Board of Directors, and of the Active Members.

**ARTICLE XII**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act, the Corporation's Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called.

**ARTICLE XIII**  
**Declaration of Policy**

Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors of the Corporation. Committees members of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without the prior approval of the Board of Directors. The Board of Directors, except as otherwise provided herein, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

**ARTICLE XIV**  
**Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.** The personal liability of the Officers, Directors and employees of the Corporation is hereby eliminated to the fullest extent permitted by the Act and the Code.

**Section 2. Indemnification.** The Corporation shall, to the fullest extent permitted by the Act and the Code, indemnify and hold harmless its Officers, Directors and employees from and against any and all of the costs and expenses (including reasonable attorneys' fees and expenses), liabilities or other matters of the Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be an Officer, Director or employee of the Corporation, and shall inure to the benefit of the heirs, executors,

administrators, beneficiaries, and other successors in interest or obligation of such person. The Corporation shall be authorized but not required to purchase insurance for the purpose of the indemnification provided for herein; provided, however, that such indemnification shall not be limited by the scope or extent of such insurance.

**ARTICLE XV**  
**Duration**

The duration of the Corporation shall be perpetual, except that it may be dissolved in the manner provided by the Act.

**ARTICLE XVI**  
**Amendments**

**Section 1. Amendment Procedure.** Amendments to these Bylaws may be made by a proposal by the Board of Directors, which shall be submitted to the Active Membership for approval. A majority of the Active Members voting where a quorum is satisfied, either at a meeting or by ballot, must approve the proposed amendments.