

## **BYLAWS**

### **THE NATIONAL FOUNDATION FOR INFECTIOUS DISEASES (NFID)**

Amended October 25, 2019

#### ARTICLE I

##### Purposes

Section 1. General Purpose: It is the general purpose of NFID to solicit, receive, maintain, and disburse funds primarily for educational purposes as set forth in the Articles of Incorporation, and nothing contained herein or elsewhere shall be construed so as to authorize or permit any action that is not in furtherance of said purposes.

Section 2. Specific Purposes: The funds of NFID will be disbursed by action of the Board of Directors to support the education of healthcare professionals and the public about infectious diseases. However, this statement of purpose shall in no way restrict the Board of Directors in carrying out the purposes set forth in the Articles of Incorporation.

#### ARTICLE II

##### Members

Section 1. Voting Members. The Corporation shall have no voting members.

#### ARTICLE III

##### Board of Directors

Section 1. General Powers: The business and affairs of NFID shall be managed by the Board of Directors, and, except as otherwise expressly provided by law or by the Articles of Incorporation, or by these Bylaws, all of the powers of NFID shall be vested in said Directors.

Section 2. Number and Qualification: The Board of Directors shall be not more than

twenty (20) nor less than fifteen (15) voting Directors in number. Directors need not be residents of the Commonwealth of Virginia. At least fifty (50) percent of the number of Directors allowed by these Bylaws shall constitute a quorum for the transaction of business. A majority of the votes cast at a meeting of the Board of Directors duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute (such as amending the Articles of Incorporation which requires a 2/3 vote of the eligible voting Directors in office) or as otherwise specified in these Bylaws. In addition to those certain actions of the Board of Directors specifically set forth herein, the following actions shall require a majority vote of the Board of Directors in office: (i) approval of any unbudgeted expenditure exceeding \$100,000, (ii) sale of all or substantially all of the assets of NFID outside the ordinary course of business, (iii) merger with or into another entity, (iv) dissolution of NFID, and (v) conversion of NFID into a limited liability company.

Section 3. Election of Directors: The Board of Directors shall elect new Directors prior to June 30 for terms beginning on July 1. Directors serve three (3) year terms unless removed pursuant to the procedures outlined in the Bylaws or in the event their term is extended by election as an Officer as described in the Bylaws. A Director may be re-elected for one (1) consecutive three (3) year term. At the expiration of the second term, the Director shall not be eligible for re-election for a period of two (2) years, after which the individual may be nominated and re-elected.

Section 4. Meetings: The Board of Directors shall meet at least annually. Additional meetings may be called by the President at his or her discretion or upon request of a majority of

the Board of Directors. The Secretary shall give, or cause to be given, at least forty-eight (48) hours' notice of all meetings of the Board of Directors. No purpose need be provided in the notice except in the case of removal of a Director or Officer, amendment to the Bylaws or Articles of Incorporation, or those certain actions which require a majority vote of the Board of Directors in office.

Meetings may be conducted in person or by teleconference or other electronic means. Voting by proxy shall be permitted by the Board of Directors and a Director may provide his/her proxy to another Director in attendance for voting purposes. Voting by proxy is considered attendance at the meeting.

Section 5. Unanimous Consent: Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors provide their consent in writing, and any action taken is filed with the minutes of the Board of Directors.

Section 6. Resignation and Removal of Directors: Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with or without cause, by a majority vote of the Board of Directors in office. Failure to attend two (2) consecutive meetings of the Board of Directors is grounds for removal. A Director who is removed because of a failure to attend two (2) consecutive meetings of the Board of Directors shall not be eligible for re-election to the Board of Directors for a period of two (2) years. In the event of death, resignation, or removal of a Director, a successor shall be nominated and selected by the remaining members of the Board of Directors and shall serve for the unexpired term of the

predecessor.

## ARTICLE IV

### Officers

Section 1. Election: The Officers of NFID shall be members of the Board of Directors and shall consist of President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past-President, Executive Director, and Medical Director. The Vice President shall be elected by the Board of Directors for a two (2) year term and upon completion of the term, shall assume the office of President-Elect for a two (2) year term. Upon completion of the term as President-Elect, the President-Elect shall assume the office of President for a two (2) year term. The office of Immediate Past-President shall be filled automatically by the outgoing President. The Immediate Past-President shall serve a two (2) year term. The Secretary and Treasurer shall be elected by the Board of Directors for three (3) year terms and may serve no more than two (2) consecutive terms in the specific Officer role. Vacancies of any Officer position may be filled at any meeting of the Board of Directors. Should a vacancy occur prior to the election, the President shall appoint a successor to fill the unexpired term of said Officer. The Vice President shall be chosen from among the current Directors. The offices of Secretary and Treasurer may be held concurrently by one person as the Board of Directors may determine. However, in no event shall the President and Secretary be the same person.

Section 2. Resignation and Removal of Officers: Any Officer may resign at any time by delivering a written resignation to the President or the Secretary, subject to the terms of any written Agreement between the Officer and NFID. Any Officer of NFID may be removed with or without cause, by a majority of the Board of Directors in office, subject to the terms of any

written Agreement between the Officer and NFID.

Section 3. President: The President shall be the chief elected officer, shall preside at all meetings of the Board of Directors, shall be a member of all standing Committees, shall be the Chair of the Executive Committee, and shall insure that all orders and resolutions of the Board of Directors are carried into effect.

Section 4. President-Elect: In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 5. Vice President: In the absence of both the President and President-Elect, or in the event of the President's and President-Elect's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 6. Secretary: The Secretary shall ensure the recording of meetings of the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President.

Section 7. Treasurer: The Treasurer shall serve as the chief elected financial officer and as Chair of the Finance Committee. The Treasurer shall provide, or cause to be provided, to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account

of the financial condition of NFID.

Section 8. Medical Director: The Medical Director shall be the chief medical officer of NFID. The Medical Director may represent NFID in its external relations with the public, governmental and other agencies, industries, hospitals, educational and research institutions, other societies or associations, and individual healthcare professionals. The Medical Director shall serve as an ex-officio non-voting member of the Board of Directors and of all standing Committees of NFID. The Medical Director and/or his or her designee shall provide regular reports on administrative and program activities, as appropriate, at meetings of the Board of Directors, and shall have such other powers and perform such other duties as may be assigned by the Executive Director.

Section 9. Executive Director and Chief Executive Officer: The Executive Director shall function as the chief executive officer of NFID, and shall report to the Board of Directors. The Executive Director and/or his/her designee shall assist the President and the Executive Committee in carrying out the business of NFID and shall be responsible for the administration of the NFID office and activities. The Executive Director shall serve as an ex-officio non-voting member of the Board of Directors and of all standing Committees of NFID. The Executive Director and/or his or her designee shall provide regular reports on administrative and program activities, as appropriate, at meetings of the Board, and shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

## ARTICLE V

### Standing Committees

Section 1. Executive Committee: The Executive Committee shall consist of the Officers

and shall have authority to act on behalf of the Board of Directors; except that the Executive Committee shall not have the power to act upon an amendment to the Articles of Incorporation, Bylaws, sale of NFID, or a plan of merger or consolidation. The Executive Committee shall solicit potential candidates for Director and Officer positions and develop a recommended slate of candidates for approval by the Board of Directors.

Section 2. Finance Committee: The Finance Committee shall consist of a minimum of four (4) Directors and the Treasurer, who shall serve as Chair and chief elected financial officer. The Director members shall be elected by majority vote of the Board of Directors. Directors may not serve more than two (2) consecutive three (3) year terms, which may be staggered as necessary. The Finance Committee shall be responsible for the continuing review and oversight of NFID financial data, accounting controls, audits, investments, and hiring of financial advisors and auditors.

Section 3. Establishment and Appointment of Other Committees: By a resolution adopted by a majority of the Board of Directors, the Board of Directors may designate any number of other Committees, each of which shall consist of at least three (3) Directors, one of whom shall serve as Chair as designated by the President. Composition, duties, charges, budgets, and terms of the Committees will be established by the Board of Directors consistent with NFID policies. All Committees established by the Board of Directors shall keep regular minutes of their meetings and the Chair of each Committee shall report any actions taken to the Board of Directors.

Section 4. Quorum: At least fifty (50) percent of the members of a Committee shall constitute a quorum for the transaction of business at any meeting. The vote of a majority of the

members of a Committee present at a meeting at which a quorum is present shall constitute action of the Committee.

Section 5. Unanimous Consent: Any action required or permitted to be taken at a meeting of a Committee may be taken without a meeting if all members of the Committee provide their consent in writing, and action taken is filed with the minutes of the Committee.

Section 6. Telephone Meetings: Members of Committees may participate in a meeting by means of telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 7. Vacancies: Any vacancy occurring on a Committee may be filled by a resolution adopted by a majority of the Board of Directors.

Section 8. Resignation and Removal: Any member of a Committee may resign from the Committee at any time by giving written notice to the President or Secretary of NFID. Unless otherwise specified therein, such resignation shall take effect upon receipt. Any member of a Committee may be removed at any time, with or without cause, by a majority of the Board of Directors in office.

## ARTICLE VI

### Miscellaneous

Section 1. Compensation and Reimbursement: With the exception of the President, neither Directors nor Officers shall be entitled to compensation for their services as Directors and/or Officers, unless approved by a majority of the Board of Directors in office.

Notwithstanding, Directors and Officers shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable expenses incurred in attending meetings of the



Board of Directors or Officers.

Section 2. Amendment of Bylaws: These Bylaws may be amended, altered, or repealed by a majority vote of the Board of Directors in office at any meeting held pursuant to notice in writing given to all Directors at least seven (7) days prior to the meeting including stated purpose of the meeting.

Section 3. Voting of Stock Held: Unless otherwise provided by resolution of the Board of Directors, the Executive Director may, from time to time, cast in the name of NFID the votes which NFID may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by NFID.

## ARTICLE VII

### Indemnification and Limitation of Liability

Section 1. Indemnification and Limitation of Liability: Directors, Officers, and employees are indemnified by NFID to the full extent permitted by law and in accordance with the Articles of Incorporation.