

**BYLAWS**  
**OF**  
**FIBROUS DYSPLASIA FOUNDATION, INC.**  
**(a Florida Not-For-Profit Corporation)**

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Pursuant to Section 617.0206, Florida Statutes, Fibrous Displaysia Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), adopts the following Bylaws:

**ARTICLE I. STATEMENT OF PURPOSE.**

**Section 1. Purpose.** The objects and purposes for which the Corporation was formed are set forth in the Corporation's Articles of Incorporation, a copy of which is attached hereto and made a part hereof. To accomplish these objects and purposes, the Corporation shall:

- (a) Promote mutual support through support groups and networking opportunities;
- (b) Promote increased awareness, knowledge, and understanding about fibrous dysplasia (FD), McCune Albright Syndrome (MAS), cherubism and other related diseases among medical professionals, the general public, and families with FD, MAS or cherubism and other related diseases;
- (c) Fund and encourage research into treatments and a cure for FD, MAS, cherubism and other related diseases; and
- (d) Develop and provide information and referrals for 1) people with FD, MAS, cherubism and other related diseases and their families, 2) medical professionals, and 3) other care providers.

**ARTICLE II. OFFICES.**

**Section 1. Principal Office.** The principal office of the Corporation is 15 Browns Ct SE, Washington, DC 20003.

**Section 2. Other Offices.** The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

**ARTICLE III. MEMBERSHIP.**

**Section 1. Membership.** .The corporation shall not have members.

## **ARTICLE IV. BOARD OF DIRECTORS.**

**Section 1. - Function.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida.

**Section 2. Section 2 - Number.** The Corporation shall have a minimum of five (5) and no more than fifteen (15) members of the Board of Directors.

**Section 3. Election and Term.** Directors shall be elected annually, at the annual meeting of members of the Board of Directors, by a plurality of the votes cast by the incumbent members of the Board of Directors. Each member of the Board of Directors elected shall hold office until his or her successor is duly elected and qualified or until his or her resignation or removal. Each Director shall serve for a term of three (3) years. The initial board of directors may set the first term of one third of the members of the board at one year, one third at two years, and one third at three years to allow for one third of the board to be up for election or re-election each year. Director terms begin on the first day of the fiscal year and end on the last day of the third fiscal year or at such time as a successor is appointed. No Director shall serve for more than three consecutive full terms. Provided, however, that any Board Member who is serving as the President of the FD Foundation in the final year of his/her third term as a Director shall serve one additional year as a Director by virtue of being the Immediate Past President. A Director who has served three consecutive terms shall not be eligible for re-election until one year after the expiration of the second term.

3.1. Resignations and replacements. If a board member resigns during his or her term they shall submit the resignation in writing (including electronic) to the secretary of the FD Foundation. The board may then appoint someone to fulfill the remaining time in the term left by the person resigning. (Adopted 06/19/08)

3.2. The Board may remove any member who fails to attend two consecutive meetings without obtaining an excuse from the Board President. (Adopted 06/19/08)

**Section 4. Compensation.** Unless specifically authorized by resolution of the Board of Directors, the Directors shall serve in such capacity without compensation. The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payments shall preclude a Director from serving in any other capacity and receiving compensation therefor.

**Section 5. - Presumption of Assent.** A member of the Board of Directors of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless the member of the Board of Directors votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 6. - Removal of Members of the Board of Directors. A member of the Board of Directors may be removed from the Board of Directors by the Board of Directors, in accordance with the procedures set forth in Chapter 617, Florida Statutes or as otherwise permitted by law.

Section 7. - Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Except as otherwise provided in these Bylaws, each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

Section 8. Section 7 - Place of Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at such other place, within or without the State of Florida, as may be designated by the person or persons giving notice or otherwise calling the meeting. Members of the Board of Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting, and participation by these means constitutes presence in person at the meeting.

Section 9. Section 8 - Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held each year, at such time and place as may be designated by the Board of Directors of the Corporation.

Section 10. Section 9 - Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called by any member of the Board of Directors.

Section 11. Section 10 - Notice for Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Special meetings of the Board of Directors must be preceded by at least three written notice of the date, time and place of the meeting. The notice shall describe either the business to be transacted at or the purpose of the special meeting.

Section 12. Section 11 - Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 13. Section 12 - Notice of Adjourned Meeting When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting, provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business which might have been transacted on the original date of the meeting may be transacted at the adjourned meeting.

Section 14. Section 13 - Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action to be taken and signed by each Director, which consent shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last Director consents, unless the consent specifies otherwise.

Section 15. Section 14 - Committees. The Board of Directors, by resolution, may designate from among its members an executive committee and one or more other committees each of which must have at least two members and, to the extent provided in the designating resolution, shall have and may exercise all the authority of the Board of Directors, except such authority as may be reserved to the Board of Directors under Florida law. The Board, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 16. Section 15 - Member of the Board of Directors; Conflicts of Interest. No contract or other commercial transaction between the Corporation and one or more members of the Board of Directors or any other corporation, firm, association or entity in which one or more of the members of the Board of Directors are members of the Board of Directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such member of the Board of Directors are present at the meeting of the Board of Directors thereof which authorizes, approves or ratifies such contract or transaction, or because his, her or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested members of the Board of Directors; and

(b) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors; and

(c) Common or interested members of the Board of Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

## **ARTICLE VI - MEDICAL ADVISORY COUNCIL.**

Section 1 Medical Advisory Council. There shall be a Medical Advisory Council appointed by the Board of Directors of not less than three members. This council has the responsibility of recommending to the Board of Directors how the Corporation's research funds should be allocated.

## **ARTICLE VII - OFFICERS.**

Section 1 Officers. The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be appointed by the Board of Directors. No person may serve as President, Vice President, Secretary, or Treasurer unless he or she shall be a member of the Board of Directors. Any two or more offices may be held by the same person.

Section 2 - Duties. The officers of this Corporation shall have the following duties:

(a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. He or she shall perform all duties as the Board of Directors shall from time to time reasonably designate and shall be subject to the direction of the Board of Directors.

(b) The Vice President shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President, the Vice President shall the powers and shall exercise the duties of the President.

(c ) The Secretary shall assist the President in maintaining the corporate records of the Corporation, recording the minutes of the Board of Directors, and sending notices of meetings, and shall perform such other duties as may be prescribed by the Board of Director or the President.

(d) The Treasurer shall perform such duties as are reasonably prescribed by the Board of Directors.

Section 3 - Removal of Officers; Vacancies. An officer or agent elected by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person so removed. Any vacancy in any office may be filled by the Board of Directors in accordance with the provisions of these Bylaws.

Section 4 Compensation. The compensation of officers, if any, shall be fixed from time to time at the discretion of the Board of Directors.

## **ARTICLE VIII - BOOKS AND RECORDS.**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and the Committees. The Corporation

shall maintain a registered agent and registered office in accordance with Florida law, and current information regarding the Corporation shall be readily available to the public.

**ARTICLE IX - FISCAL YEAR.**

The fiscal year of the Corporation shall be January 1 through December 31.

**ARTICLE X - CORPORATE SEAL.**

The Board of Directors may provide a corporate seal which shall be in circular form with the name of the Corporation, the year incorporated, and the words "FLORIDA", "CORPORATE SEAL" and "NOT FOR PROFIT" embossed thereon.

**ARTICLE XI - INDEMNIFICATION.**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member of the Board of Directors or a Committee, manager, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member of the Board of Directors, manager, trustee, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future State of Florida statutes, law or legislation, or by current or future judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against such person or incurred by such person in his or her capacity as such member of the Board of Directors or a Committee, manager, trustee, officer, agent, employee or representative, or arising out of his or her status as such member of the Board of Directors or a Committee, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Corporation would have the legal power directly to indemnify such person against such liability.

**ARTICLE XII - AMENDMENT.**

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Board of Directors. Such amendment shall be achieved by a simple majority vote of a quorum of Board members. (Revised 06/19/08)

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation at its organizational meeting held by written consent dated \_\_\_\_\_, 2004.

\_\_\_\_\_  
, President

Amended 06/19/08

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