

BYLAWS
OF
NEWBORN BRAIN SOCIETY, INC.
A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF MASSACHUSETTS

BYLAWS

of

NEWBORN BRAIN SOCIETY, INC.

ARTICLE I - OFFICES AND MEMBERS

Offices

The principal office of the corporation shall be in the City of Boston in the County of Suffolk in the State of Massachusetts.

The corporation may also have offices at such other places within or without this state as the board may determine or the business of the corporation may so require.

Members

The Society shall consist of two classes of members: General Members and Junior Members.

General Members are health care providers and members of the community interested in Neonatal Neurology. General Members have the right to hold office, and to secure fair consideration for governance appointments in the society. They are also invited to join all educational activities and have access to online resources. The application for General Membership will be available on a rolling basis.

A Junior Member is a person in a Training Program (e.g., medical or scientific training program). Junior members are invited to join all educational activities and have access to online resources. They do not vote, hold office, or pay dues.

In order to continue as members of the Newborn Brain Society, Junior members will have their status changed automatically from Junior to General Membership one year after completing their training.

All Junior Members must provide their training status and dates. Annual fees will be incurred upon transition to General Membership status. If further training is planned, a Junior Member may submit a petition to the Membership Committee, including documentation of the new training, to remain a Junior Member for the duration of the additional training program.

The Board of Directors shall have the power to designate or modify requirements for acceptance to General Membership and Junior Membership status.

The Board of Directors may determine, from time to time, the amount of initiation fees, if any, and annual dues, payable to the society. Dues may vary based on class of membership as determined by the Board of Directors. Junior Members will pay no dues during their period of training.

Any member in default of payment of dues for two successive years shall be *ipso facto* suspended from all privileges of membership, and if, after notice of such default, it is not

resolved within a period of ninety (90) days, the membership shall automatically be terminated. A person who has been separated from membership because of failure to meet financial obligations shall be automatically reinstated upon payment of current year dues.

The Board of Directors, after due notice and hearing, may censure, suspend, expel, or place on probation any member of the Newborn Brain Society for an infraction of these Bylaws, for a violation of the Principles of Medical Ethics, or for unethical or illegal conduct. Upon notification, the expelled member may appeal to the President, in writing, the decision of the Board of Directors. The President shall initiate the formal appeal process of the Society by appointing three general members to review the appeal. This *ad hoc* group will then review all documents regarding the termination and appeal, and will return a majority opinion to the President.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

Newborn Brain Society, Inc.'s purpose is to advance newborn brain care through international multidisciplinary collaboration, education, and innovation among clinicians, scientists, and parents.

The Corporation is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose

or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the Board of Directors which shall consist of at least three directors. Each Director shall be at least eighteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

Members of the Steering Committee, Board of Directors, and Officers will be elected by the incumbent Board of Directors after seeking electronic survey input from all General Members for an open position after a nomination process is completed. Voting in any society election will be done by electronic means.

Members of the Board of Directors will serve three year terms in the same position and renewed automatically for another three years (unless otherwise requested by the member of the Board). Terms for the members of the Board of Directors might be extended one additional year at a time to allow for no more than one third of the Director positions to be simultaneously filled and permit staged replacement of these positions.

The Board of Directors will also include a President Elect which will be elected one year prior to the end of the final term of sitting president as well as an Immediate Past President. Both these positions have a one year term.

Each Director shall hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected and qualified, or until his/her prior resignation or removal.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of Directors may be increased or decreased by a vote of a majority of the incumbent Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from either an increase in the number of Directors or vacancies occurring in the Board for any reason may be filled by a vote of the majority of the incumbent Directors, unless otherwise specified in the certificate of incorporation.

A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the remainder of the term of his/her predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed for cause including but not limited to: nonfulfillment of duties required by Board, misconduct, theft, or misrepresentation of the Organization by majority vote of the Board members.

6. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the Board shall constitute a quorum for the transaction of business or any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the Society or at such other places, either within or without the state, as well as via phone or web-based conferencing.

10. ANNUAL MEETINGS.

An annual meeting of the Board shall be held in person, via phone or web-based conferencing.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally, by mail or electronically; special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

12. CHAIRPERSON.

At all meetings of the Board, the President, or in his/her absence, the Vice President, or in his/her absence, a Chairperson chosen by the Board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

An Executive Committee will be formed by the President, Vice President, Treasurer and Secretary. This Committee will be responsible for supervising the day to day operations of the Newborn Brain Society, managing financial operations, and setting agenda items for meetings of the Board. Members of the Executive Committee will also facilitate the hiring of managerial, administrative, and technical staff.

The Board, by resolution adopted by a majority of the Board, will designate different committees from among its general members Each such committee shall serve at the pleasure of the board.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION

Unless otherwise provided for in the certificate of incorporation, the Board may elect or appoint a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President, Treasurer, and Secretary.

3. PRESIDENT.

The President shall be the Chief Executive Officer of the corporation; he/she shall preside at all meetings of the Members and of the Board; he/she shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

4. VICE PRESIDENT(S).

During the absence or disability of the President, the Vice President, or if there are more than one, the Executive Vice President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

5. TREASURER.

The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; he/she shall at all reasonable times exhibit his/her books and accounts to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the Board, at which time he/she shall also present an annual report setting forth in full the financial conditions of the Corporation.

6. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors. He/she shall have custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/She shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books, papers, and electronic documents as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office.

7. SURETIES AND BONDS.

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his/her hands.

ARTICLE V - STEERING COMMITTEE

The Society will have a Steering Committee that acts in an advisory role to support the Society's mission. The Steering Committee will review the Society's bylaws and strategy recommended by the Board of Directors. In addition, this Steering Committee will review an annual report prepared by the Board of Directors.

An annual meeting of the Steering Committee shall be held in person, via phone or web-based conferencing.

The minimum number of Steering Committee members is three. Steering Committee Members will serve three year terms renewed automatically for another three years (unless otherwise requested by a member or the committee). Terms for the members of the Steering Committee might be extended one additional year at a time to allow for no more than one third of the Committee positions to be simultaneously filled and permit staged replacement of these positions.

Each member shall hold position for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

ARTICLE VI - CONSTRUCTION

If there is any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE VII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors after consultation with the Steering Committee.

ARTICLE VIII - INDEMNITY

The Corporation shall indemnify its Directors, officers, and employees as follows:

Every Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, whether or not he/she is a Director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his/her duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which are specifically permissible under applicable law.

The foregoing Bylaws were adopted by the directors of:

Newborn Brain Society, Inc.

On the fourth day of January, 2022

Mohamed El-Dib

DocuSigned by:
Mohamed El-Dib
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President

Laura Ment

DocuSigned by:
Laura Ment
275E28736992491...

Vice-President

An Massaro

DocuSigned by:
An Massaro
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Treasurer

Christopher Smyser

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Christopher Smyser
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Secretary