

NAVREF Bylaws – Approved by the Membership September 10, 2017

Article 1. Name

The name of this corporation shall be “National Association of Veterans' Research and Education Foundations” (hereinafter the “Association”).

Article 2. Purpose

(a) To promote public awareness and to educate the general public, veterans’ groups, health professionals and potential partners and other interested persons or entities about the nature and value of biomedical research and educational activities at Veterans Affairs Medical Centers (VAs) and other facilities; (b) to establish and promulgate standards and practices for biomedical research and education by its member organizations, including recommending or providing services where possible; (c) to provide education and training to members, and other interested parties for the purpose of advancing biomedical research and education at VAs; and (d) to promote activities and partnerships to enhance the revenue and sustainability of member organizations.

Article 3. Offices

The Association shall maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office as required by the District of Columbia Nonprofit Corporation Act. The principal office of the Association shall be located and continuously maintained in the District of Columbia or at a location determined by the Board of Directors (hereinafter the “Board”).

Article 4. – Association Members

Section 4.1. Association Membership. There shall be two classes of members, one of which ("Class A") shall be non-profit corporations established under 38 U.S.C. 7361-7368. The second ("Class B") shall consist of private individuals and organizations interested in the purposes and activities of the Association. Class B members shall have all the privileges of membership in the Association.

Section 4.2.1. Procedures for Admission as a Class A Member. Any organization eligible for Class A membership in the Association shall make application by submitting a resolution by its board of directors to the Chief Executive Officer of the Association. Such communication shall include a copy of the organization's most recent IRS Form 990 and payment of the annual dues as set by the Board.

Section 4.2.2. Procedures for Admission as a Class B Member. Private individuals and organizations interested in Class B membership may file an application form with the Chief Executive Officer of the Association, together with such other information as may be required by the Board and payment of the annual dues as set by the Board.

Section 4.2.3. Membership Application Review and Approval. The Board shall establish a consistent policy for the review and approval of applications for Class A or Class B membership.

Section 4.3. Transfer of Membership. Association membership is not transferable or assignable.

Section 4.4. Resignation of Members. Any Association Member may resign by giving written notice of the resignation to the Chief Executive Officer. Annual dues will not be refunded or prorated in such a circumstance.

Section 4.5. Suspension or Expulsion of Members. Any Association Member may be suspended or expelled from membership in the Association for cause upon a three-fourths (3/4) vote of the Board, provided that the Member receives written notice of the grounds for such suspension or expulsion and an opportunity to be heard at the meeting of the Board at which such matter will be considered. For purposes hereof, "cause" shall be deemed to include a failure to meet the requirements for membership in the Association or a failure to comply with these Bylaws or the requirements of 38 U.S.C. 7361-7368.

Section 4.6.1. Voting by Association Members. Members shall be entitled to vote on any matter that comes before the Members. Each Member shall have one (1) vote. Each Class A Member and each Class B Organization Member shall designate in writing a single individual who shall be entitled to cast that Member's vote on all matters brought to a vote of the Members. Unless a greater number is required by these Bylaws or by applicable law, the affirmative vote of the majority of Members present and voting at the meeting at which a quorum is present shall be the act of the Members.

Section 4.6.2. Voting by Association Members. Voting on all matters may be conducted in person or by mail, telephone call, facsimile, electronic mail, or any other means of electronic or telephonic transmission; provided, that the member shall state, or shall submit information from which it can be determined, that the method of voting chosen was authorized by the Member.

Section 4.7. Meetings of the Association Membership. There shall be an Annual Meeting of the Members for the purpose of transacting any business that may come before such meeting. Such Annual Meeting shall be held each calendar year, at such time and place as shall be designated by the Board. Special meetings of the Members may be called by the Board, the Chair, the Secretary or by Members together having at least twenty percent (20%) of the votes entitled to be cast at such meeting.

Section 4.8. Notice to Association Members. Notice stating the place, day, and hour of the Annual Meeting and, in cases of a special meeting, the purpose or purposes for which the meeting is called, shall be sent to every Member of the Association not less than thirty (30) days or more than fifty (50) days before the meeting, either personally, by mail or electronic email, by the Chief Executive Officer or other officer of the Board. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the books and records of the Association.

Section 4.9. Quorum. At any meeting of the Members, the presence, in person or by proxy, of twenty-five percent (25%) of the Members shall constitute a quorum. A duly organized meeting of Members may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If the number in attendance is initially less than a quorum, or if a duly organized meeting continues until the withdrawal of enough members to leave less than 10% of Members, then business may not be conducted, except that the meeting may be adjourned to another date, time, and place.

Section 4.10. Presiding Officers. All meetings of the Members shall be presided over by the Chair of the Board. If the Chair is not present, the Vice-Chair of the Board shall preside over the meeting. If the Vice-Chair is not present, a Chair of the meeting shall be elected by the Members present at the meeting and shall serve as Chair at that meeting only. If the Secretary is not present, the Chair of the meeting shall

appoint a Secretary of the meeting. The Chair of the meeting shall determine the qualification of voters and the results of ballots.

Section 4.11. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by its duly authorized representative. Such proxy shall be filed with the Chief Executive Officer of the Association before or at the time of the meeting.

Article 5 – Dues

Section 5.1. Setting Dues. The dues for Class A and Class B members shall be set by the Board. Dues are payable to the Association and shall be sent to the Association office. For good cause shown, the Board shall have the authority, upon application by a Member, to waive or reduce the annual dues, on a case by case basis, for that Member. The Board may delegate to the Chair, Treasurer and Chief Executive Officer, or to a committee established by the Board, the authority to waive or reduce the annual dues for a Member. Any waiver or reduction in dues granted under such a delegation of authority shall be reviewed by the Board at its next meeting.

Section 5.2. Payment of Dues. The dues of all Class A and B Members of the Association shall be payable annually at such time as is determined by the Board. If the dues of any Member are unpaid for a period of sixty (60) days after such dues become payable, that membership may be extended at the discretion of the Chief Executive Officer until the next regularly scheduled meeting of the Board. Any further extensions must be approved by the Board; absent further extension, such membership shall automatically terminate. Any prospective Class A member incorporated for less than twelve (12) months prior to applying for membership shall pay the minimum amount of dues established by the Board for the first full or partial membership year.

Article 6 – Board of Directors

Section 6.1. General Powers. The property and affairs of the Association shall be managed by or under the direction of the Board. All corporate powers, except as otherwise provided herein or by law, shall be vested in and exercised by the Board.

Section 6.2.1. Number of Directors. The number of Class A Directors shall be not less than seven (7) and not more than thirteen (13), provided that the Board composition shall be consistent with Section 6.2.3. The number of Class B Directors shall be not more than three (3).

Section 6.2.2. Member Origins of Directors (Reference Section 4.1). No two (2) Class A Directors shall be from the same Class A Member or its affiliated Department of Veterans Affairs (hereinafter “VA”) facility. No two (2) Class B Directors shall be from the same Class B Member organization.

Section 6.2.3. Class A Director Categories. The Board shall make reasonable efforts to ensure that the Board includes at least one (1) Director who holds each of the following positions, or positions with equivalent responsibilities, at a VA medical facility with a Class A Member: Director, Chief of Staff, Associate Chief of Staff for R&D, and Associate Chief of Staff for Education. If a vacancy in any of these categories occurs, the Board shall be diligent in finding a replacement from the same category. Additionally, there shall be at least three (3) Directors who are Executive Directors of Class A member organizations. Additionally, two (2), or such other number as the Board may determine, At Large

Director positions may be filled by persons holding any of the above positions or by Directors of Class A members.

Section 6.3. Term of Class A Directors. Each Class A Director shall serve a term of three (3) years beginning at the Annual Meeting coinciding with or immediately following their election and concluding at the Annual Meeting three (3) years thereafter. An individual may serve no more than two (2) consecutive, full terms as an elected Director. There is no limit on the total number of terms an individual may serve as an elected Director provided that there is a one- year gap after serving two consecutive, full terms.

Section 6.4. Election of Class A Directors. Nominations shall be obtained (Reference 6.6) and the election shall occur annually. At the discretion of the Board, such election shall occur prior to or during the Annual Meeting of the Members of the Association. The Board will determine the means of voting most suitable for the situation under consideration. This may include, but is not limited to votes conducted in person, by voice vote or paper ballot, by mail or facsimile or electronic means. Those receiving the greatest number of votes shall be deemed elected even if receiving less than a majority. Each year, to the extent practical, one-third of the elected positions shall be open for election in order to stagger terms.

Section 6.5. Appointment of Class B Directors. The Board may appoint a representative from a Class B Member to serve on the Board of Directors. Appointment of Class B Directors shall be for one (1) year and may be renewed by the Board for a total of six (6) years. There is no limit on the total number of terms an individual may serve as a Class B Director provided there is a one- year gap after serving for six (6) consecutive years.

Section 6.6. Nomination of Class A Directors. At least eight (8) weeks prior to the Annual Meeting of Members, the Nominating Committee shall solicit from the Members' boards nominations of individuals for the Board. Such nominations must be in writing, must identify the category of board member being nominated (Director, COS, ACOS R&D, ACOS Education, Executive Director or At Large), must include a biography no longer than one page, and must contain a statement signed by the proposed individual authorizing his or her name to be submitted for election and if elected, that he or she will uphold the highest ethical standards applicable to directors of nonprofit, tax-exempt corporations. Such documents must be delivered to the Chief Executive Officer not less than four (4) weeks prior to the Annual Meeting of Members. The Nominating Committee shall review all such nominations and shall present to the Members a slate of as few as one (1), but no more than three (3), nominees for each position open for election.

Section 6.7. Resignation of Directors. Any Director may resign at any time upon notice to the Chair, with a copy to the Chief Executive Officer. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective. If a change in circumstances renders a Director ineligible to serve, he or she shall inform the Chair and shall submit a resignation. In the event that an organization's membership is terminated for any reason, any Director from such terminated Member shall be deemed to have resigned his/her position as a Director of the Association upon termination of the Member's membership.

Section 6.8. Removal of Directors. Any Director may be removed from office by a majority vote of the Board for reasons including, but not limited to: (a) failure to attend three consecutive Board meetings,

to participate materially in matters before the Board, or to comply with the Bylaws, Articles of Incorporation or policies established by the Board; (b) incapacitation due to health reasons; or (c) change in job responsibilities resulting in the Director not meeting the requirements for Board service. The members may remove any director, with or without cause, at the annual or special meeting of the members, by the affirmative vote of the members present at the meeting, provided a quorum is present. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

Section 6.9. Vacancies. If a Director position becomes vacant, such vacancy may be filled at the next meeting of the Board by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office. A Director appointed to fill a vacancy for any Class A position must be qualified for such Class A position.

Section 6.10. Meetings of Directors. The Board shall hold regular meetings at least once each quarter of each year. Any or all Directors may participate in a meeting of the Board or a committee of the Board in person, by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence at the meeting. Special meetings of the Board may be held by written request of at least four (4) Directors to the Chief Executive Officer of the Association.

Section 6.11. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6.12. 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, unless the act of a greater number is required by applicable law, the Articles of Incorporation or these Bylaws. Each Director shall have one (1) vote on all matters brought before the Board.

Section 6.13. Presiding Officer. All meetings of the Board shall be presided over by the Chair. If the Chair is not present, the Vice-Chair shall serve as Chair for that meeting only. If the Vice-Chair is not present, the Directors present shall elect a Chair of the meeting who shall serve as Chair for that meeting only. If the Secretary is not present, the Chair of the meeting shall appoint a Secretary of the meeting.

Section 6.14. Compensation. Directors shall not be paid for serving on the Board.

Section 6.15. Action Taken Without A Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Directors consent in writing to such action.

Section 6.16. Presumption of Assent. A Director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) his/her abstention from the vote is entered into the minutes of the meeting; (b) his/her dissent is entered in the minutes of the meeting; (c) he/she files his/her written dissent or abstention to the action with the Secretary of the meeting before the meeting is adjourned; or (d) he/she forwards his/her written dissent or abstention by registered mail to the Chief Executive Officer of the Association immediately after adjournment of the meeting.

Article 7. – Committees

Section 7.1. Committees. The Board shall designate a Nominating Committee in advance of holding elections to the Board and shall determine its powers. The Board may designate one or more other committees and may determine their powers, if any, at its discretion.

Section 7.11. Committees with Board Authority. The board, by resolution adopted by a majority of the directors then in office provided a quorum is present, may create one or more committees, each consisting of at least one director and, as designated, persons who are not directors, to serve at the pleasure of the board. The Chief Executive Officer and the Board Chair are *ex officio* members of each committee. Each such committee shall have a charter which sets forth that committee's composition, membership terms, functions, and responsibilities. Appointments to committees of the board shall be by majority vote of the directors then in office. Any such committee, to the extent provided in the board resolution, shall have the authority designated by the board, except that no committee, regardless of board resolution, may:

- (a) Fill vacancies on the board or on any committee that has the authority of the board;
- (b) Fix compensation of the directors for serving on the board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint the members of committees of the board;
- (f) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected;
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest;
- (h) Hire, dismiss, or fix the compensation of the CEO;
- (i) Change the principal office;
- (j) Cause the corporation to qualify to do business outside the District of Columbia;
- (k) Adopt, make, or use a corporate seal; or
- (l) Approve or make budgetary decisions, borrow money, or incur indebtedness on behalf of the corporation, unless authorized in advance by the full Board.

Section 7.2. Advisory Committees. The board may also create one or more advisory committees to serve at the pleasure of the board. Such committees shall not have the authority of the board and may include both directors and non-directors. Each such committee shall have a charter which sets forth that committee's composition, membership terms, functions, and responsibilities.

Section 7.3. Meetings and Actions of Committees. Meetings and actions of board committees shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the board committee. Minutes of each meeting of each board committee shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee, provided they are consistent with these bylaws. In the absence of rules adopted by the board, the committee may adopt such rules.

Article 8 – Notices

Section 8.1. Notices. Notices to Directors and Members shall be in writing and delivered personally, by mail or by electronic mail or facsimile to the Directors and Members at their addresses appearing on the books of the Association or supplied by them for the purpose of notice. Notice by mail shall be deemed to be given as of the date the notice is deposited in the United States mail.

Section 8.2. Waiver of Notice. Whenever any notice is required to be given to any Member or Director of the Association under the provisions of these Bylaws, Articles of Incorporation, or applicable law, 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 equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any regular or special meeting of the Members or of the Board need be specified in the waiver of notice of such meeting.

Section 8.3. Waiver of Notice by Attendance. The attendance of any Director or Member at a meeting shall constitute a waiver of notice of such meeting unless such attendance at a meeting by the Director or Member is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Article 9 – Officers

Section 9.1. Number of Officers. The officers of the Association shall consist of a Chair, one or more Vice-Chairs, Treasurer, Secretary, Chief Executive Officer and such other officers as may be appointed by the Board. The Chair, Vice-Chair(s), Secretary and Treasurer constitute the elected officers of the Association and must be chosen from among the Directors of the Association. Only the positions of Treasurer and Secretary may be held by the same Director.

Section 9.2. Election of Officers and Term of Office. The elected officers shall be chosen by the Board at the last Board meeting preceding the Annual meeting of the Association; officers shall be elected to terms of two (2) years, or until their successors are elected.

Section 9.3. Removal of Officers. An officer elected by the Board may be removed by the Board whenever in its judgment the best interest of the Association will be served thereby.

Section 9.4. Vacancies. A vacancy in any elected office may be filled by the Board for the unexpired portion of the term.

Section 9.5. Chair of the Board. The Chair of the Association shall be the Chair of the Board and shall preside at all meetings of the Board. The Chair shall represent the Board in supervising the Chief Executive Officer and may represent the Association on issues of importance to the organization.

Section 9.6. Vice-Chair of the Board. During the absence or disability of the Chair, a Vice-Chair shall exercise all the functions of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. A Vice-Chair shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

Section 9.7. Treasurer. The Treasurer of the Association shall oversee the financial affairs of the Association. He or she may be required to be bonded for the faithful performance of his or her duties, in such sum and with such sureties as the Board may require. He or she may sign, with the Chair of the Board or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association. The books, records and papers in the hands of the Treasurer or Chief Executive Officer shall at all times be subject to the inspection, supervision and control of the Board. At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in office all books, records, papers and other properties of the Association.

Section 9.8. Secretary. Unless otherwise delegated by the Board, the Secretary shall: (a) act as Secretary of all meetings of the Board and of such other committees as the Board shall specify; (b) keep the minutes thereof in the proper book or books; (c) see that the reports, statements, and other documents required by law are properly kept and filed; and (d) in general, perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board. The books, records and papers in the possession of the Secretary or the Chief Executive Officer shall at all times be subject to the inspection, supervision and control of the Board. At the expiration of his or her term of office, the Secretary shall turn over to his or her successor in office all books, records, papers and other property of the Association.

Section 9.9. Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Association. Except as otherwise provided in these Bylaws, Chief Executive Officer shall supervise and control all of the routine business and affairs of the Association, and shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed or delegated by the Board from time to time, including seeing that all notices are given in accordance with these Bylaws or as required by law and being custodian of the Association's corporate records.

Article 10 – Indemnification and Insurance

Section 10.1. Indemnification. To the full extent permitted by and in accordance with the procedures prescribed in the laws of the District of Columbia, the Association shall indemnify any and all current and former Directors and any and all current and former officers, employees, agents and representatives of the Association for any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any actual or threatened claim, action, suit or proceeding to which any such person is or may be made a party by reason of serving or having served in any such capacity with or for the Association.

Section 10.2. Insurance. The Association shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any expenses incurred in any proceeding and any liabilities asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the powers to indemnify him/her against such expenses or liabilities under the provisions of this Article.

Article 11 – Agents and Representatives

The Board may appoint agents and representatives of the Association, with such powers and to perform such acts and duties on behalf of the Association, as the Board may see fit.

Article 12 - Fiscal Year

The fiscal year of the Association shall end on the last day of September or such other date as the Board shall determine.

Article 13 – Investments

The Association shall have the right to retain all or any part of any securities or properties acquired by it and to invest and reinvest any funds held by it, according to the judgment of the Board

Article 14 – Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Members at any regular or special meeting of the Members at which a quorum is present.

Article 15 – Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, committees, and sub-committees having any of the authority of the Board and shall keep at its registered office in the District of Columbia and principal office of the Association a record of the names and addresses of its members entitled to vote. All books and records of the Association may be inspected by a Director for any purpose at any reasonable time.

Article 16 – Conflicts of Interest

The Board, its officers and employees with significant decision making authority regarding the resources of the organization shall abide by the conflict of interest policy established by the Board.

Article 17 – Hiring & Membership Recruitment Practices

The Association shall not discriminate on the basis of age, race, color, creed, sexual orientation, national origin, gender, religion or disability in its hiring and membership recruitment practices.

Article 18 – VA Headquarters Liaisons.

Section 18.1. VA Headquarters Liaisons. The Chief Research and Development Officer of the VA and the Chief Office of Academic Affiliations Officer (or individuals with equivalent VA positions), or their designees subject to Board approval, shall serve as liaisons between the Board and VA Headquarters.

Section 18.2. VA Liaison Participation in Meetings. The Chief Research and Development Officer of the VA and the Chief Office of Academic Affiliations Officer (or individuals with equivalent VA positions), or their designees subject to Board approval, attend meetings of the Board in an advisory capacity and do not have the right to vote.

Article 19 - Prohibited Activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Members, Directors, or officers of the Association, or any private shareholder or individual, except that the Association shall have the authority and power to pay reasonable compensation for personal services actually rendered to or for the Association. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws or of the Articles of Incorporation of the Association, or any provision of the District of Columbia Non-Profit Corporation Act (or of any present or future law of the District of Columbia governing or pertaining to the Association), the Association shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 170(c) and section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal income tax law.)

Article 20 – Dissolution

The Association may be dissolved by a two-thirds vote of the Members present at a meeting of the Members, provided that such meeting was initially attended by a quorum. Dissolution shall be accomplished in accordance with federal law and the statutes of the District of Columbia. After meeting any outstanding financial obligations of the Association, at the discretion of the Board the remaining assets of the Association shall be dispensed to a tax-exempt entity whose purposes are similar to the stated purposes of the Association