



## **International WAGR Syndrome Association**

### **Bylaws**

*Adopted September 2022*

#### ARTICLE I. GENERAL

##### Section 1. Name.

The name of the corporation is International WAGR Syndrome Association (hereinafter, the "Corporation").

##### Section 2. Principal Office.

The Registered Agent of the Corporation at the time of incorporation was Robert C. Louthian III. The office of the Registered Agent is located at 3850 Gaskins Rd, Suite 120; Richmond, VA 23233. The Corporation may have offices at such other locations, either within or without the Commonwealth of Virginia, as the Board of Directors may determine from time to time.

#### ARTICLE II. PURPOSE

##### Section 1. Purpose.

The purposes of the Corporation shall be to raise, receive and administer funds to educate the public regarding WAGR syndrome, to promote awareness, stimulate research, and support families affected by WAGR syndrome.

## ARTICLE III.

### Section 1. Distribution upon dissolution.

Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution by majority agreement of the current Board of Directors of the corporation.

## ARTICLE IV. BOARD OF DIRECTORS

### Section 1. Powers.

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall keep minutes of its meetings and a full and fair account of its transactions.

### Section 2. Number and Composition.

(a) The number of Directors which shall constitute the Board shall be established from time to time by the Board of Directors, but the number of elected Directors shall not be less than three (3) nor more than twelve (12). The Board of Directors shall elect a Chairperson of the Board from among its members, which Chairperson shall preside over meetings of the Board of Directors.

### Section 3. Election.

(a) The elected Directors shall be elected by the Board of Directors at its annual meeting or at another time or meeting as determined by the Board of Directors.

(b) Nominations and elections of persons to serve as Directors shall be made by the Board at any time during the calendar year in an effort to staff the Board of Directors with qualified, passionate individuals.

### Section 4. Terms

Terms: Board of Directors members will serve for terms of three (3) years. Members may serve two (2) consecutive terms. There is no limit to the total number of terms, but after two (2) consecutive terms, an optional sabbatical is strongly encouraged. Members may serve in another capacity before returning to the Board. At any regular meeting or special meeting called for this purpose, the International WAGR Syndrome Association Board of Directors may fill a vacancy on the Board of Directors by electing a new member.

#### Section 5. Vacancies.

Any vacancy occurring on the Board of Directors for any reason may be filled by the remaining members of the Board of Directors. A Director appointed to fill a vacancy created by the death, resignation or removal of a Director shall hold office until the expiration of the term to which the Director is elected.

#### Section 6. Resignation.

Any Director may resign at any time by giving written notice to the Chair of the Board or Executive Director of the Corporation. The resignation of any Director shall take effect immediately upon its receipt and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 7. Removal of Directors.

The Board of Directors of the Corporation may at any time remove, with or without cause, one or more Directors by a two-thirds majority vote of the Board of Directors at a regularly scheduled or specially scheduled meeting. After three (3) consecutive unexcused absences at regular meetings, the member may be removed from the Board of Directors by resolution of the remaining Board members.

### ARTICLE V. MEETINGS

#### Section 1. Annual Meeting.

An annual meeting of the Board of Directors shall be held each fiscal year, on a date determined by the resolution of the Board, for the purpose of electing Directors and transacting such other business as may come before the meeting.

#### Section 2. Regular Meetings.

Regular meetings, including the annual meeting, of the Board of Directors will be held at such times and places in accordance with the schedule established by the Board.

#### Section 3. Special Meetings.

Special meetings shall be held upon the call of the Chair, the Executive Director or upon the call of a majority of the Directors. Notice of special meetings shall be given to each Director at least 24 hours before the meetings. Any such notice shall contain the time, place and purpose of the meeting.

#### Section 4. Waiver of Notice.

A Director may waive any notice of meeting required by these Bylaws before or after the date and time stated in the notice. Any such waiver shall be in writing, signed by the Director entitled to notice and filed with the minutes or foundation records. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

#### Section 5. Quorum and Voting.

(a) The presence of at least a majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business. 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. Only Board members present shall be counted toward a quorum.

(b) Any action required or permitted to be taken at a meeting of the Board of Directors, or of any committee designated by the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors or committee members entitled to vote thereon, and such written consent is filed with the minutes of proceedings of the Board or Committee. Such consent shall have the same force and effect as a unanimous vote.

(c) Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communication method by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Article IV, Section 5.c shall constitute presence in person at such meeting.

#### Section 6. Minutes.

Subsequent to each Board meeting, and as soon as practicable thereafter, each Director shall be furnished with a copy of the minutes of said meeting.

### ARTICLE VI. OFFICERS

#### Section 1. Election.

The Officers shall be appointed by the Board of Directors at its annual meeting or any time during the calendar year as necessary.

## Section 2. Terms.

All Officers shall be appointed to serve a term of one year and officers may serve successive terms. Any vacancy occurring in any position shall be filled by a qualified individual appointed by the Board of Directors.

## Section 3. Chair.

The Board Chair shall oversee all board meetings and call special meetings if necessary. They shall work in partnership with the Executive Director to make sure board resolutions are carried out. They shall appoint committee chairs, and with the Executive Director, recommend who will serve on committees. They shall assist the Executive Director in preparing the agenda for board meetings. The Board Chair acts as a spokesperson for the organization. In the absence of the Chair, another officer will run the board meeting.

## Section 4. Vice-Chair.

The board may decide to appoint a Vice Chair. The Vice Chair shall understand the responsibilities of the Board Chair and be able to perform these duties in the Chair's absence. They shall carry out special assignments as requested by the Board Chair, participate as a vital part of the Board leadership, and be willing to chair critical committees.

## Section 5. Secretary.

The Secretary or individual designated by the Board of Directors shall keep accurate records of attendance, votes and minutes of all proceedings of the Board of Directors. The Secretary or Executive Director shall mail/email notices of meetings, agendas, and other materials to all members of the Board of Directors in advance of each meeting, as may be required by the Board of Directors or these Bylaws. The Secretary shall be responsible for the records and reports of the Board of Directors and of the seal of the Corporation. In the absence of Secretary, the Board of Directors may assign Secretary duties to the Corporation's Executive Director.

## Section 6. Treasurer.

The Treasurer may hold dual positions within the Corporation and shall keep correct and accurate accounts of the properties and financial activities of the Corporation and shall perform all the duties incident to the office of the Treasurer. The Treasurer shall perform such other duties as are assigned to him or her by these Bylaws or as may be assigned to the Treasurer by the Board Chairperson or Executive Director.

## ARTICLE VII. STAFF

### Section 1. Executive Director

The board may hire an Executive Director to oversee the operations of the Corporation. The Executive Director shall serve as the principal spokesperson of the Corporation and shall perform such other duties as may be assigned by the Board of Directors. The Executive Director shall report and be responsible to the Corporation's Board of Directors.

## ARTICLE VIII. COMMITTEES

### Section 1. Committees.

There may be standing or special committees of the Board of Directors. The Chair of the Board shall appoint the chairs of each committee with the approval of the Board of Directors, and all committee chairs and committee members shall continue at pleasure and under the direction of the Board. The duties and authority of each committee shall be determined by the Board of Directors. The Chair of the Board and the Executive Director shall serve as ex-officio members of every committee.

### Section 2. Committee Meetings.

Meetings of any committees may be called by the Chair of the committee, the Chair of the Board, or the Executive Director. Notice of the time and place of any committee meeting shall be given in such manner as the committee shall determine. A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee shall keep minutes of its meeting and report to the Board and Executive Director as necessary with recommendations.

## ARTICLE IX. AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by the concurrence of two-thirds of those present at the meeting, provided such amendment has been proposed at a previous meeting, or at any meeting of the Board duly called for the purpose, or the proposed changes have been mailed/mailed to the Directors at least seven (7) days preceding the meeting at which they are to be voted.

## ARTICLE X. CONFLICT OF INTEREST

### Section 1. Compensation.

With the exception of the Corporation's Executive Director and/or other individuals contracted for services following approval by the Board of Directors, Directors of the Corporation or other volunteers shall not at any time receive or be entitled to receive any compensation or any

pecuniary profit from the operation of the Corporation or upon its dissolution. However, nothing contained herein shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for reasonable expenses incurred in serving the Corporation.

## Section 2. Disclosure.

Any member of the Board of Directors, or the Corporation personnel, including volunteers, who will derive any profit or gain, directly or indirectly, by reason of membership on the Board of Directors, or for services to the Corporation, shall disclose such interest to the Corporation, and will refrain from participating in any decision on matters relating thereto. Such person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interests of the Corporation. Such person's abstention from the vote and the reason for it shall be recorded in the minutes of any meeting at which such matters are discussed. Each member of the Board of Directors or Leader may be required to file an annual statement which shall set forth complete information regarding direct or indirect financial and other interests held in parties or organizations having business with the Corporation.

## ARTICLE XI. INDEMNIFICATION

To the maximum extent permitted by the Virginia General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former Directors and Leaders and may, to the extent deemed appropriate by the Board, also indemnify agents and employees, and those persons who, at the request of the Corporation, serve or have served another Corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities, against any and all liabilities incurred in connection with their services in such capacities.