



**NATIONAL FORUM**

FOR HEART DISEASE & STROKE PREVENTION

**BYLAWS  
OF  
THE NATIONAL FORUM FOR HEART  
DISEASE AND STROKE PREVENTION, INC.**

**Amended 4.18.19**

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## **The National Forum Bylaws**

This document contains the approved Bylaws of the National Forum for Heart Disease and Stroke Prevention, Inc. The Bylaws provide specific details on the functions and decision making of the National Forum for Heart Disease and Stroke Prevention, Inc.

Last updated: October 19, 2016

### **BYLAWS OF THE NATIONAL FORUM FOR HEART DISEASE AND STROKE PREVENTION, INC.**

#### **ARTICLE I: NAME**

**Section 1.1. Name.** The name of this organization is the National Forum for Heart Disease and Stroke Prevention, Inc.

**Section 1.2. Incorporation Status.** The National Forum for Heart Disease and Stroke Prevention, Inc. (“National Forum”) is incorporated and organized as a non-profit corporation under the Georgia Nonprofit Corporation Code.

#### **ARTICLE II: VISION AND MISSION**

**Section 2.1. Vision.** The vision of the National Forum is working together for a heart-healthy and stroke-free society.

**Section 2.2. Mission.** The mission of the National Forum is to provide leadership and encourage collaborative action by organizations committed to heart disease and stroke prevention.

### **ARTICLE III: PURPOSE, POWERS, AND OPERATIONS**

**Section 3.1. Purpose and Powers.** The National Forum is organized as a unique collaboration between the public, private and non-profit sectors and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future federal tax code) and the Georgia Nonprofit Corporation Code (the "GNPCC") to include, providing leadership, encouraging collaboration and facilitating action among organizations committed to heart disease and stroke prevention, in order to disseminate information, develop initiatives to implement proven strategies, and advance policies to prevent and manage heart disease and stroke, and including, for such purposes, to make distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax code.

**Section 3.2. Limitations on Powers.** In the course of the operation of the National Forum:

a) No part of the assets or net earnings of the National Forum shall inure to the benefit of, or be distributable to its incorporators, directors, officers, members or other private persons, except that the National Forum shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions for carrying out the purposes of the National Forum set forth herein;

b) No substantial part of the activities of the National Forum shall be the carrying on of propaganda, or otherwise attempting to influence legislation; nor shall the National Forum participate in, or intervene in (including through the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as authorized under the Code (or any future federal tax code);

c) Notwithstanding any other provisions of these bylaws, the National Forum shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax because it is described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code) or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and

d) In furtherance of its corporate purposes, the National Forum shall have all the general powers enumerated in the GNPCC, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes. The National Forum may receive property by gift, devise, or bequest; invest and reinvest the same; and apply the income and principal thereof, as the Board of Directors (defined below) may from time to time determine, either directly or through contributions to any organization or organizations, exclusively for charitable, educational or scientific purposes.

## **ARTICLE IV: MEMBERS**

**Section 4.1. General.** The National Forum shall have one category of Members with voting rights (“Organization Members”). The National Forum shall have one category of Members with no voting rights (“Individual Members”).

**Section 4.2. Qualification for Membership.** Membership in the National Forum shall be open to any organization or individual which, in the sole opinion and discretion of the Board, is of good reputation and supports the purposes and activities of the National Forum.

**Section 4.3. Categories of Membership.** The Members shall be divided into categories, as follows:

(a) Organization Members shall be those organizations of good reputation that support the purposes and activities of the National Forum and whose applications have been approved by the Board.

(b) Individual Members shall be those individuals of good reputation who support the purposes and activities of the National Forum and whose applications have been approved by the Board.

**Section 4.4. Application for Membership.** Application for Organization Membership or Individual Membership shall be made in writing or electronically on such forms as may be prescribed by the Board, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment, if any. All Membership applications shall be approved or rejected by the Board.



**Section 4.5. Dues and Fees.** Dues, fees, and any other charges for Members may be established from time to time by resolution of the Board.

**Section 4.6. Rights and Benefits.** Each Organization Member, through its Voting Delegate (as defined below) shall be entitled to one vote on all matters raised at meetings of the Members of the National Forum. Representatives of Organization Members (“Representatives”), who are in addition to the Voting Delegate, and Individual Members shall have no voting rights at meetings of the Members. Representatives and Individual Members may serve and vote on the committees, project teams, panels, councils, and subordinate boards (as defined below) of the National Forum and shall be accorded such additional benefits as may be authorized by resolution of the Board. A Voting Delegate may serve on the National Forum’s Board as a Director (a “Director”).

**Section 4.7. Name and Logo.** No Member shall use or refer to the National Forum’s name or logo, his, hers or its Membership status, or any National Forum advertising or promotional material for any commercial use or purpose without the prior approval of the Board, or its designee.

**Section 4.8. Term of Membership.** The Board shall determine, in its sole discretion, what action to take (including termination of Membership) in the event any Member ceases to meet the criteria for Membership set forth in Section 4.2 or defaults in the payment of dues, fees, or any other charges, or defaults on any other obligation or duty owed to the National Forum. Any Member that the Board deems to have defaulted on any obligation to the National Forum shall forfeit his, her or its Membership and all prior payments of dues, fees, or any other charges made to the National Forum Membership in the National Forum shall also terminate when the Member files a written letter of

resignation with the National Forum. A terminating Member shall forfeit all prior payments of dues, fees, or any other charges made to the National Forum. Termination of Membership shall not relieve a Member from the obligation of paying dues and/or other assessments that are owed by the Member as of the date of termination.

**Section 4.9. Voting Delegate.** Each Organization Member shall designate a Voting Delegate who shall be an individual employed, assigned or otherwise engaged by the Organization Member. The Voting Delegate shall have full authority to represent such Organization Member in all National Forum matters, including serving as a Director. The term of a Organization Member's Voting Delegate shall automatically terminate if and when such individual ceases to be employed, assigned or engaged by such Organization Member, such individual's connection with, or authority to represent the Organization Member is otherwise ended, or the Organization Member with which such person is employed, assigned or engaged ceases to be an Organization Member of the National Forum. An Organization Member may designate additional Representatives if it so desires who may serve on National Forum committees, project teams, panels, councils, and subordinate boards.

**Section 4.10. Annual Business Meetings.** Annual business meetings of the Members of the National Forum shall be held at such time and place as fixed in advance by the Board for the purpose of electing Directors and transacting any other business that may properly come before the Members. Written notice of each annual business meeting shall fix the time and place of the meeting and, if deemed appropriate by the Board, the purpose or purposes thereof, and shall be given to each Member, in the manner provided by these

Bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any annual business meeting of the Members.

**Section 4.11. Special Meetings.** Special meetings of the Members may be called by the Board or by the Chair of the National Forum or, at the written request of twenty-five percent (25%) or more of the Organization Members, shall be called by the Chair or Secretary of the National Forum on behalf of the Organization Members. Written notice of each special meeting shall fix the time and place of the meeting and the purpose or purposes thereof, shall be given to each Member, in the manner provided by these Bylaws, at least ten (10) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of Members.

**Section 4.12. Quorum; Voting; Proxies.** At all meetings of the Members, twenty-five percent (25%) of the Organization Members, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each Organization Member shall have one vote. A vote of the majority of the Organization Members, represented in person or by proxy, at any meeting at which a quorum is present shall be the act of the Organization Members, except as otherwise provided by these Bylaws. Organization Members may vote by proxy executed in writing or electronically by such Organization Members. Such proxy shall be in the format designated by the Board. Every proxy shall be revocable at the pleasure of the Organization Member that executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the Organization Members present may

adjourn the meeting from time to time, without notice other than an announcement at said meeting, until a quorum shall be present.

**Section 4.13. Presiding Officer and Secretary.** The Chair of the National Forum shall preside at all meetings of the Members. At any meeting of the Members, if neither the Chair nor the person designated by the Board to preside at that meeting shall be present, the Organization Members present shall appoint a presiding officer for such meeting. If the person designated by the Board to act as secretary at that meeting is not present, the Organization Members present shall appoint a secretary for such meeting.

## **ARTICLE V: BOARD OF DIRECTORS**

**Section 5.1. Powers and Duties.** The Board of Directors of the National Forum, hereinafter referred to as the “Board,” shall manage and direct the business and affairs of the National Forum.

**Section 5.2. Types of Directors.** The Board shall consist of up to 16 Directors, A) nine (9) of which shall be classified as “Designated Directors” (as defined below), B) four (4) of which shall be classified as “At-Large Directors” (as defined below), C) one (1) of which shall be the Executive Director (as defined in Article VI) who shall be *an ex officio* Director of the National Forum (the “*Ex Officio* Director”), D) one (1) of which shall be the Immediate Past Chair, and E) one (1) of which shall be the Emeritus Founder Director (as defined below). The Emeritus Founder Director shall be filled by Darwin Labarthe until his resignation or removal and shall not be filled upon such an occurrence. In addition to the Directors, there shall be no more than ten Federal Government agencies, represented by liaisons (“Federal Liaisons”), who may be appointed to the Board for renewable one-year terms to provide advice and counsel regarding National

Forum activities. Federal Liaisons are without voting rights related to all Board actions.

**Section 5.3. Designated and At-Large Directors.** The Designated and At-Large Directors shall be elected by the Organization Members and shall seek to maintain balanced representation from the public, private, and non-profit sectors. The Designated Directors will be designated as the following: (i) persons who are officers or directors of or employed by another nonprofit entity (the “Nonprofit Sector Designated Directors”), (ii) persons who are officers or directors of or employed by a for-profit entity (the “For-Profit Sector Designated Directors”) and (iii) persons who are employed by non-Federal government agencies (the “Government Sector Designated Directors”). The At-Large Directors shall consist of persons elected without regard to their affiliation with any sector.

The Designated and At-Large Director slate shall be developed by the Governance Committee, reviewed by the Executive Committee, ratified and subject to the approval of the Board by majority vote, and presented and subject to the approval of the Organization Members by majority vote at the annual business meeting of the Members. There shall be no less than four (4) At-Large Directors, with the exact number within such range to be fixed from time to time by the Board; provided, that no decrease in the number of Directors shall shorten the term of any incumbent At-Large Director. At the first meeting of the Members following the adoption of these Bylaws, the Designated and At-Large Directors shall be divided into two Groups, as nearly equal in number as possible. Designated and At-Large Directors of Group A shall be elected to hold office for a two-year term; Designated and At-Large Directors of Group B shall be elected to hold office for a one-year term. At each annual meeting of the Members

thereafter, the successors to the Group of Designated and At-Large Directors whose terms shall expire that year shall be appointed to hold office for the term of two years, so that the term of office of one Group of Designated and At-Large Directors shall expire each year. Designated and At-Large Directors shall serve no more than three consecutive Board terms (4 terms of 2 years each). Designated and At-Large Directors can seek future election after a two (2) year period of time off the Board. Designated and At-Large Directors may be elected as an officer at the end of their first two-year board rotation.

**Section 5.4. Conflict of Interest Policy.** Each Director shall be bound by the Conflicts of Interest Policy set forth in Article VIII.

**Section 5.5. Resignation and Removal.** Any Director may resign at any time by written notice to the National Forum. The Board may remove any Director for cause. By way of example and not by way of limitation, the Board may consider removal of any Director with two or more unexcused absences from Board meetings within a given year.

**Section 5.6. Vacancies.** If a Director ceases to be a Director for any reason, including, death, resignation, disqualification, removal for cause or without cause, or otherwise, the remaining Directors shall fill the vacancy created by the vacating Director. Each Director appointed to fill a vacancy shall hold office for the unexpired term of such Director's predecessor and until such Director's successor is elected or appointed or until such Director's earlier displacement from office by resignation, removal, or otherwise.

**Section 5.7. Time and Place.** Meetings of the Board may be held at such time and place, as shall be determined in accordance with these Bylaws,

with notice provided at least ten (10) but no more than sixty (60) days before such meeting.

**Section 5.8. Regular Meetings.** Regular meetings of the Board shall be held, with notice, at such time and place as shall from time to time be fixed in advance by resolution of the Board, at least ten (10) but no more than sixty (60) days before such meeting. There shall be at least three regular Board meetings held within a given year, with at least two being conducted via face-face.

**Section 5.9. Special Meetings.** Special meetings of the Board may be called by the Chair of the National Forum, or at the written request of any three (3) or more Directors, shall be called by the Chair. Written notice of each special meeting of the Board stating the time and place and the purpose or purposes thereof, shall be given to each Director, in the manner provided in these Bylaws, at least two (2) but no more than sixty (60) days before such meeting. A duly executed waiver of notice thereof may also fix the time and place of any special meeting of the Board.

**Section 5.10. Quorum and Voting.** At any meeting of the Board, a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by statute or these Bylaws. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting, from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

**Section 5.11. Participation in Meetings.** At any meeting of the Board, any one or more of the Directors may participate by means of conference

telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 5.12. Action by Majority Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of Directors consent thereto in writing and/or by electronic means. The written consents and/or copies of the electronic document consents to each such action shall be filed with the minutes of the proceedings of the Board.

**Section 5.13. Compensation.** Directors shall not receive any compensation for their services as Directors but the Board may by resolution authorize reimbursement of expenses (travel, etc.) incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses by designated officers of the National Forum.

## **ARTICLE VI: OFFICERS**

**Section 6.1. Definition, Appointment.** The National Forum shall have a Chair, a Vice-Chair, a Secretary/Treasurer and an Immediate Past Chair (collectively, the "Officers"), who each shall serve a one-year term. The Vice-Chair shall assume the position of the Chair upon the termination of the Chair's term. The Board shall appoint by a majority vote the initial Officers of the National Forum for a term of two (2) years. At the end of each two-year term thereafter, the Board shall appoint, from the sitting Directors, a Vice-Chair, and a Secretary/Treasurer. All Officers must be Directors. The Immediate Past Chair shall be the individual who most recently served as Chair and who is willing to serve in such capacity. The National Forum shall have such other officers as the Board may designate by resolution from time to time, which officers shall have



the authority and exercise the duties as the Board may specify. No person may hold more than one Office at the same time, except the offices of Secretary/Treasurer, which may be held by one person at the same time.

**Section 6.2. Duties of the Officers.**

- a) The Chair shall call and preside at meetings of the National Forum, the Board, the Executive Committee and the Members and shall perform such other duties as the Board may assign from time to time.
- b) The Vice-Chair shall assume the duties of the Chair in the absence or incapacity of the Chair and shall perform such other duties as the Chair or the Board may assign.
- c) The Secretary shall keep, or cause to be kept, minutes of all National Forum, Board, and Executive Committee meetings, shall distribute them in accordance with Board policies and procedures and perform such other duties as the Chair or the Board may assign.
- d) The Treasurer shall (1) oversee National Forum finances; (2) work with National Forum staff to prepare an annual budget for review and approval by the Board; 3) chair the Corporate Operations and Finance Committee and (4) deliver a report to the Members on the National Forum's financial condition at the National Forum's annual business meeting. The Treasurer shall perform such other duties as the Chair or the Board may assign.

- e) The Immediate Past Chair shall perform such other duties as the Chair or the Board may assign.

**Section 6.3. Resignation; Removal; Vacancies.** Any Officer may resign by written notice to the National Forum and may be removed for cause or without cause by the Board. If the office of any Officer other than the Chair or Immediate Past Chair becomes vacant for any reason, the Board may fill the vacancy.

**Section 6.4. Compensation.** Officers shall not receive any compensation for their services as officers but the Board may by resolution authorize reimbursement of expenses (travel, etc.) incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses by designated officers of the National Forum.

**Section 6.5. Executive Director.** The Board may engage an Executive Director upon such terms and conditions as determined by the Board. The Executive Director shall arrange for the meetings of the National Forum and perform day-to-day administrative tasks for the National Forum, subject, however, to the supervision, direction and control of the Chair and the Board designees. The Executive Director shall deliver a report to the Members on the planning and program activities at the National Forum's annual business meeting.

## **ARTICLE VII: COMMITTEES, COUNCILS, GROUPS**

**Section 7.1. Board Committees.** The Board may appoint one or more committees, from time to time, which shall consist of two or more Directors ("Board Committees"). To the extent provided in the Board's resolution, Board Committees shall have and exercise the authority of the Board in the

management of the National Forum. Each Board Committee shall report at the next regular or special meeting of the Board all action that it has taken on behalf of the Board since the last regular or special meeting of the Board. For each Board Committee, the Board shall appoint a chair who shall preside at all meetings of the Board Committee. The Executive Committee may appoint a vice chair for each such committee, who shall assume the duties of the chair in the event of the chair's absence or incapacity. Vice-Chair appointments shall be reported at the next regular or special meeting of the Board. No Board Committee (including the Executive Committee) shall have the power to amend these Bylaws or the operating rules and procedures of the National Forum or authorize the expenditure of funds not previously approved by the Board.

**Section 7.2. Advisory Committees, Project Teams, Etc.** Other committees, project teams, panels, councils, and subordinate groups or boards not having and exercising the authority of the Board in the management of the National Forum may be designated and appointed by a resolution adopted by the Board. For each such body, the Board shall appoint the chair who shall preside at all meetings of the body. The Executive Committee may appoint a vice chair for each such body, who shall assume the duties of the chair in the event of the chair's absence or incapacity. Vice-Chair appointments shall be reported at the next regular or special meeting of the Board. Membership on such bodies is not restricted to Directors only. Each such Chair and Vice-Chair shall serve for a renewable one-year term.

**Section 7.3. Executive Committee.** The Executive Committee shall be a Board committee, shall consist of the Officers and the Governance Committee Chair (*ex officio*), and shall be led by the National Forum Chair. Between

meetings of the Board, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the National Forum (except as set forth in these Bylaws). All actions by the Executive Committee shall be reported in full to the Board as soon as practicable. The Executive Committee shall meet at the call of the Chair or upon the written request of three Executive Committee members.

**Section 7.4. Governance Committee.** The Governance Committee shall be an advisory committee, shall be chaired by a Director and shall consist of up to six (6) additional persons with the goal of equal representation from the public, private, and non-profit sectors, who are appointed by the Board. The Governance Committee shall (a) make recommendations to the Board regarding the governance structure; (b) advise the Board on all aspects of Membership, including recruiting, orientation and retention of Board, Organization, and Individual Members; (c) review applications for Membership in the National Forum and make recommendations to the Board with respect to the acceptance or rejections of such applications; and (d) create and maintain a registry of Members.

**Section 7.5. Corporate Operations and Finance Committee.** The Corporate Operations and Finance Committee shall be an advisory committee, shall be chaired by the Treasurer and shall consist of up to six (6) additional persons with the goal of equal representation from the public, private, and non-profit sectors, who are appointed by the Board. The Corporate Operations and Finance Committee shall (a) provide oversight and advice on legal, financial, and personnel policies as well as general management issues; (b) review and recommend a budget to the Board; and (c) review the annual audit of financial

statements and auditor's report and make appropriate recommendations to the Board.

**Section 7.6. Development Committee.** The Development Committee shall be an advisory committee, shall be chaired by a Director and shall consist of up to six (6) additional persons with the goal of equal representation from the public, private, and non-profit sectors, who are appointed by the Board. The Development Committee shall help identify, secure and coordinate resources to support the National Forum and the implementation of the National Forum's programs and plans.

**Section 7.7. Mission Committee.** The Mission Committee shall be an advisory committee, shall be chaired by a Director and shall consist of up to six (6) additional persons with the goal of equal representation from the public, private, and non-profit sectors, who are appointed by the Board. The Mission Committee shall (a) provide guidance and review and annually recommend to the Board the program and prevention priorities for the National Forum; and (b) ensure the focus and scientific integrity of National Forum policy research and action.

**Section 7.8. Leadership Council.** The Leadership Council shall be an advisory group of nationally-recognized leaders from various sectors appointed by the Board to provide guidance to, and assist the Board regarding the importance of public health strategies for heart disease and stroke prevention. The chair of the Leadership Council shall be appointed by the Board.

**Section 7.9. Procedure.** A majority of the members of any committee, task force, panel, council, and subordinate board shall constitute a quorum for the conduct of business. All matters shall be determined by the affirmative vote

of the majority of the members of such body at a meeting at which a quorum is present. At any meeting of a committee, task force, panel, council, and subordinate board, any one or more of the members of such group may participate by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE VIII: CONFLICT OF INTEREST**

**Section 8.1. Conflict of Interest.** The National Forum, its components, and all officers, directors, delegate, representative, council, committee members, and staff scrupulously shall avoid any conflict between their own respective personal, professional or business interests and the interests of the National Forum, in any and all actions taken by them on behalf of the National Forum in their respective capacities.

In the event that any officer, director, delegate, representative, council, committee member, and staff of the National Forum shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction or activity with the National Forum, including but not limited to, transactions involving:

- a. the sale, purchase, lease or rental of any property or other asset;
- b. employment, or rendition of services, personal or otherwise;
- c. the award of any grant, contract, or subcontract;
- d. the investment or deposit of any funds of the Association;

such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which she/he has

an interest, or otherwise attempting to exert any influence on the National Forum, or its components to affect a decision to participate or not participate in such transaction. This policy shall be reviewed every three years by legal counsel to ensure alignment with industry standards.

## **ARTICLE IX: AMENDMENTS**

**Section 9.1. Power to Amend.** These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by (a) the affirmative vote of two-thirds (2/3) of the Board at a meeting at which a quorum is present; or (b) the affirmative vote of two-thirds (2/3) of the Organization Members at any annual or special meeting at which a quorum is present.

**Section 9.2. Notice of Proposed Amendment.** Notice of any proposed amendment to these Bylaws shall be delivered to the Directors or the Organization Members, as the case may be, at least thirty (30) days in advance of the meeting at which such amendment is to be considered for adoption.

## **ARTICLE X: INDEMNITY AND INSURANCE**

**Section 10.1. Indemnification.** Unless otherwise prohibited by law, the National Forum shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit and may, by resolution of the Board, indemnify any staff against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been

such director, officer, or staff; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the National Forum for damages arising out of his or her own gross negligence or misconduct in the performance of a duty to the National Forum.

**Section 10.2. Amount.** Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or staff. To the extent permitted by law, the National Forum may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or staff; provided, however, that such director, officer, or staff shall undertake to repay or to reimburse such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Section.

**Section 10.3. Applicability.** The provisions of this Section shall be applicable to claims, actions, suits, or proceeding made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

**Section 10.4. Non-Exclusivity.** The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such director, officer, or staff may be entitled under any statute, bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the National Forum to make any indemnification permitted by law.



**Section 10.5. Board Authorization.** The Board may authorize the purchase of insurance on behalf of any director, officer, staff, or agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, staff, or agent or out of acts taken in such capacity, whether or not the National Forum would have the power to indemnify the person against that liability under law.

**Section 10.6. Restrictions.** In no case, however, shall the National Forum indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the National Forum is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or §4945(d), respectively, of the Code.

**Section 10.7. Validity.** If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE XI: MISCELLANEOUS**

**Section 11.1. Delivery of Notices.** Notices to Directors and Members shall be in writing and shall be delivered personally, by mail, by facsimile, by electronic means, or by leaving the notice at the residence or usual place of business of the Director or Member.

**Section 11.2. Rules of Order.** Robert's Rules of Order shall control all parliamentary proceedings of the meetings of the Board and the Members except when in conflict with the Bylaws.

**Section 11.3. Reserves.** The Board may cause to be set aside, out of any funds or other property or assets of the National Forum such sum or sums as the Board, in its absolute discretion, may consider to be proper as reserves to meet contingencies, or for repairing or maintaining any property of the National Forum, or for such other purpose as the Board may deem conducive to the interest of the National Forum. The Board may modify or abolish any such reserve in the manner in which it was created.

**Section 11.4. Checks, Notes, etc.** All checks or other orders for the payment of money and all notes or other instruments evidencing indebtedness of the National Forum shall be signed on its behalf by such Officer or Officers or such other person or persons as the Board may from time to time designate.

**Section 11.5. Fiscal Year.** The fiscal year of the National Forum shall be fixed and may from time to time be changed by resolution of the Board.

**Section 11.6. Dissolution.** If, for any reason, the National Forum should be dissolved, all of the remaining assets, after payment of its just debts, shall be transferred and conveyed to a like-minded, exempt non-profit organization to be held and expended for the exempt purpose, within the meaning of section 501(c)(3) of the Code, of furthering cardiovascular prevention.