



**AMERICAN
BONE HEALTH™**

A California Nonprofit Public Benefit Corporation

BYLAWS

of

American Bone Health

Approved February 26, 2015

Secretary of the Board

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BYLAWS OF

AMERICAN BONE HEALTH

As amended February 26, 2015

ARTICLE I: NAME

The name of the corporation shall be American Bone Health (ABH).

ARTICLE II: MISSION AND PURPOSE

Section 2.2. The mission of ABH is to promote bone health and eliminate osteoporosis as a major health problem. It is dedicated to education, research, and advocacy to increase awareness of bone health and promote healthcare delivery models consistent with its purpose.

Section 2.3. ABH is a voluntary health organization organized and operated for charitable purposes in accordance with California Nonprofit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: DIRECTORS

Section 3.1. Corporate powers shall be vested in a Board of Directors (the "Board") of no fewer than five or more than 17. The Executive Director and an elected representative from the Peer Educator Network shall serve as ex-officio voting members of the Board. No more than 20 percent of the persons serving on the Board may be "interested persons" as defined by the California Non-Profit Public Benefit Corporation Law.

Section 3.2. The Board shall have the responsibility for governing, establishing policy, securing necessary resources, and providing for organizational management and planning. The Board may delegate the management of corporate activities to any person(s) or committee(s) however composed provided that all activities, affairs and corporate powers are under the ultimate direction of the Board.

Section 3.3. Directors shall be elected at the annual meeting of the Board from a slate prepared by the nominating committee to serve for a term of three (3) years. Directors may be re-elected to serve a maximum of two (2) consecutive terms after which they are eligible for re-election following a one-year period. Insofar as practical, elections should provide for a staggering of terms such that approximately one-third (1/3) of the terms shall expire at the end of each year.

Section 3.4. Vacancies on the Board, whether by reason of death, resignation, removal or otherwise, shall be filled by Board appointment. A director appointed to fill a vacancy shall serve for the unexpired portion of the term.

Section 3.5. Any director absent from three consecutive regular meetings of the Board without notifying the Board shall cease to be a member of the Board. Such vacancy shall be filled by election of the remaining directors.

Section 3.6. Any director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, resignations shall take effect on the date the notice is received, and acceptance of the resignation is not necessary to make it effective. Except on notice to the Attorney General of California, no director may resign if ABH would be left without a duly elected or appointed director.

Section 3.7. The Board may remove any director from office at any time, with or without cause or notice. A removed director shall have no claim against ABH, individual officers or Board members arising from such removal.

Section 3.8. Directors shall not receive any financial recompense for their service as a director. They may serve in another capacity for ABH for which s/he receives reasonable compensation. Directors and members of committees may receive reimbursement of expenses as approved by the Board.

Section 3.9. The Board shall review and evaluate its own performance regularly and shall take such action necessary to improve its performance.

ARTICLE IV: OFFICERS

Section 4.1. The officers of the corporation shall consist of a president, vice president, a secretary, and a treasurer who shall be elected at the annual meeting to serve for a period of one (1) year. No officer may serve in the same position for more than three (3) consecutive years. A slate of candidates shall be presented by the Nominating Committee to the Board no less than 14 days prior to the annual meeting.

Section 4.2. The president shall serve as chair of the Board and perform such duties as are ordinarily required and/or as may be prescribed by the Board. S/he shall preside at all meetings of the Board. S/he shall be an ex officio member of all committees except the Nominating Committee.

Section 4.3. The Secretary shall perform such duties as are ordinarily required of a secretary of a corporation and/or as shall be prescribed by the Board. S/he shall assure that timely notice of all meetings is given. S/he shall preserve all records of ABH including the Articles of Incorporation and the Bylaws and shall cause to be kept minutes of all meetings.

Section 4.4. The Treasurer shall assist the Board in fulfilling its fiduciary responsibilities including oversight of the corporation's financial reporting, internal controls, and compliance with laws and regulations. S/he shall ensure that adequate and correct records of account are maintained and that the Board receives regular financial statements. S/he shall present the annual budget for Board approval and perform such other duties as prescribed by the Board.

Section 4.5. The Board may remove any officer from office at any time, with or without cause or notice. A removed officer shall have no claim against ABH arising from such removal. Any officer may resign his/her position at any time by giving the Board written notice. Unless otherwise specified in the notice or elsewhere in these Bylaws, resignations shall take effect on the date the notice is received, and acceptance of the resignation is not necessary to make it effective. An officer's resignation or its acceptance by the Board shall not prejudice any rights ABH may have to damages under an employment contract.

Section 4.6. The Board shall select an existing board member to fill any vacancy resulting from an officer's death, resignation, removal, disqualification, or any other cause. The person selected to fill the position shall serve for the unexpired portion of the term.

ARTICLE V: MEMBERS

ABH shall have no members as presently defined in the California Non-Profit Public Benefit Corporation Law.

ARTICLE VI: COMMITTEES

Section 6.1. To assist in the conduct of its affairs, the Board shall appoint members to serve one-year terms on the following standing committees: Development, Executive, Finance, Nominating, Program, and Medical and Scientific Advisory Board. The Board shall establish objectives for these committees and shall act upon their recommendations. Each committee shall consist of not less than one (1) directors and be chaired by a current director. Additional persons who are not directors may serve on any committee except the Executive Committee.

Section 6.2. The Development Committee shall plan for the financial support of ABH. This committee shall review development activities including fundraising, grants, sponsorships and recommend related policies and priorities.

Section 6.3. The Executive Committee shall consist of seven (7) members of the Board, three (3) of whom shall be the officers of ABH; the executive director and the immediate past president shall serve as ex officio members. This committee shall conduct a regular performance evaluation of the Executive Director and establish compensation. This committee shall be empowered to act between Board meetings. Any action taken by this committee shall be reported to the Board within 14 days; such action may be rescinded by a two-thirds majority vote of the Board.

Section 6.4. The Finance Committee shall be responsible for monitoring the corporation's financial performance including reviewing budgets and financial statements. It shall report regularly all such fiscal matters as requested.

Section 6.5. The Nominating Committee shall identify candidates for Board positions. No less than 14 days before the election of directors, the names of nominee(s) shall be sent to all Board members. This committee shall submit a slate of officers to be elected annually. Additional nominations may be submitted to the Board.

Section 6.6. The Program Committee shall review program activities and recommend strategies designed to achieve ABH goals.

Section 6.7. The Medical and Scientific Advisory Board shall identify and advise on medical and scientific issues related to osteoporosis and bone health. It shall provide a broad perspective to the Board in order to advance the purpose of the organization through policies, programs and research.

Section 6.8. The Board may create additional committees and define their duties. Membership on these committees shall include one or more directors but is not limited to directors.

ARTICLE VII: CHAPTERS

Section 7.1. The Board may establish volunteer chapters to conduct community education programs and fundraising activities consistent with the mission and purpose of ABH. Chapter charters shall outline the nature of the relationship of the local organizations to the national organization including their financial relationship

Section 7.2. The Board shall establish policies and procedures for services provided by individual volunteers or volunteer chapters.

Section 7.3. The Board shall elect a representative annually to serve as an ex officio member of the Board.

Section 7.4. Any chapter charter may be withdrawn or suspended by the Board at any time if the chapter fails to meet requirements established by the Board.

ARTICLE VIII: MEETINGS

Section 8.1. Regular meetings of the Board shall be held quarterly at such times and places as shall be prescribed by the Board, subject to the right of the Board to call regular meetings more or less frequently. Directors shall be notified of the time and place of regular meetings no less than 14 days prior to the meeting. One of the regular meetings shall be designated as the annual meeting and shall be held in September to elect officers; appoint board members, officers and committees; approve the budget for the following fiscal year beginning October 1; and transact other business as necessary.

Section 8.2. Special meetings of the Board may be called at any time for any purpose by the president, any two (2) officers, or any three (3) directors. Special meetings shall be held on no less than 48 hours' notice to each director. The notice shall state the purpose of the meeting; no other business shall be conducted at such a special meeting unless all members of the Board are present, however called.

Section 8.3. Any meeting, regular or special, may be held in whole or in part by electronic means provided that all Directors participating can hear one another. All directors present by such means shall be deemed present in person at such a meeting.

Section 8.4. Action may be taken by the Board without a meeting if all members consent in writing to such action. Such action shall be recorded in the minutes of the meeting.

Section 8.5. Five voting members shall constitute a quorum for the transaction of Board business. The action of a majority of the voting directors present at a meeting duly held at which a quorum is present shall be the act of the Board unless required otherwise by these bylaws.

ARTICLE IX: EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of the Board. S/he is responsible for the management of ABH. S/he shall supervise the staff and direct operations with all of the general powers and duties usually vested in a chief executive officer or as designated by the Board. S/he shall ensure corporate funds are deposited and disbursed as authorized by the Board. S/he shall render a regular statement of the corporation's financial condition and an account of all transactions conducted. The performance of the Executive Director shall be subject to periodic review and evaluation by the executive committee.

ARTICLE X: INDEMNIFICATION

Section 10.1. ABH shall indemnify and maintain insurance on behalf of its officers, directors, employees, and other agents, against any liability arising out of their status as such to the full extent permitted by the California Nonprofit Corporation Law.

Section 19.2. For purposes of this Article, an officer or director of ABH includes any person who is or was an officer or director of the corporation, or is or was serving at the request of this corporation as an officer or director of any other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI: CONFLICT OF INTEREST

Section 11.1. Any duality of interest, possible conflict of interest or "self-dealing transactions" on the part of any director shall be disclosed to the other members of the board and made a matter of record when appropriate or when the transaction becomes a matter of Board action.

Section 11.2. No transactions in which a director has a material/financial interest shall be approved unless and until the Board determines ABH is entering into a transaction for its own benefit and that the transaction is fair and reasonable. The Board must approve the transaction by a majority vote of the directors then in office without counting the vote of the interested director(s), and with knowledge of the material facts concerning the transaction and any director's interest in the transaction. The board must determine after reasonable investigation that ABH cannot obtain a more advantageous arrangement with reasonable effort under the circumstances. The director may state his/her position in the matter and/or answer pertinent questions.

Section 11.3. Any new director shall be advised of this policy upon entering office.

ARTICLE XII: RECORDS AND REPORTS

Section 12.1. ABH shall keep adequate and correct books and records of account, and written minutes of the proceedings of the Board and its committees.

Section 12.2. Every director shall have the right at any reasonable time to inspect all books, records, and documents and the physical properties of the corporation. The director may inspect in person or through an agent or attorney. The right of inspection includes the right to copy documents.

Section 12.3. The Board of Directors shall cause an annual report to be sent to each of the directors no later than 90 days after the close of the fiscal year September 30. The annual report shall contain a statement of financial position at the end of the fiscal year, a statement of activity, and a statement of changes in financial position for the fiscal year. The annual report shall also contain a statement of the amount and circumstances of any transaction or indemnification of the following kind: (a) any transaction(s) in which ABH was a party, and in which any director had a direct or indirect financial interest, or (b) any indemnifications or advances aggregating more than fifty thousand dollars (\$50,000) paid during the fiscal year to any director.

ARTICLE XIII: AMENDMENTS

These Bylaws may be amended by the affirmative vote of not less than two-thirds (2/3) vote of the directors then in office, at any meeting of the Board duly called or by unanimous written consent of all members of the Board upon no less than 14 days notice unless all directors shall have waived notice.

ARTICLE XIV: RULES OF ORDER

Roberts Rules of Order shall govern at all meetings of ABH. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.