

The Mastocytosis Society
 Official Bylaws
 Last Revised: January 2006-September 2007
 Approved September 21, 2007

Article I - Name, Incorporation, Officers

Section 1 Name: The name of the corporation is The Mastocytosis Society, Inc. (referred to hereinafter as the "Society")

Section 2. Incorporation: The Society is incorporated under the laws of the State of Maryland as a non-stock corporation and is organized for non-profit purposes.

Section 3. Principal Office: The principal office of the Society shall be designated by the Board of Directors.

Article II – Purpose

Section 1. The Purposes of the Society: The purposes for which the Society is formed, as set forth in its Articles of Incorporation, shall be confined to activities which are exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and include, but are not limited to:

- A. The dissemination of timely and accurate information about Mastocytosis and related Mast Cell disorders/diseases, including but not limited to disorders of mast cell activation, to patients, family members, physicians, researchers, caregivers, and other interested parties;
- B. The provision of means for patients, relatives, and caregivers to share experiences, support one another, and learn ways to improve the management of their disease;
- C. Working with researchers and other physicians and other healthcare professionals to cooperatively establish diagnostic standards for physicians in the diagnosis and treatment of mastocytosis and related mast cell disorders, including but not limited to, the disorders of mast cell activation;
- D. The encouragement and funding of biomedical and other pertinent research for Mastocytosis and related mast cell disorders, including but not limited to, the disorders of mast cell activation;
- E. The fundraising needed to support the other activities, initiatives and purposes of the Society; and
- F. The undertaking of all actions as deemed appropriate by the Board of Directors to carry out the foregoing purposes to the extent permitted under applicable state and federal law.

Article III - Membership

Section 1. General: Membership in the Society shall be open to individuals interested in the purposes for which the Society has been formed and shall be granted to any such person upon the filing of a membership application and the payment of membership dues, if applicable.

Section 2. Individual Members:

- A. Any individual whose application for membership or renewal has been received and who duly pays the required dues ("membership dues") to the Treasurer (as such term is hereafter defined) shall be an individual member (individually a "member and collectively, the "members") and have the benefits and privileges provided in these Bylaws.
- B. Each member shall have one (1) vote on each issue presented for a vote at any meeting of the members of the Society and one (1) vote for each open position on the Board of Directors by postal mail-in ballot.

Section 3. Membership in the society shall be for a term of one year from the date of dues received. The date of dues received is defined as the date dues are received by the treasurer.

Section 4. Resignation: A member may resign at any time, but in no event shall any portion of such member's membership dues be refunded.

Section 5. Membership Dues:

A. The Board of Directors shall have the right, from time to time, to establish the amount of the Membership Dues. Membership dues shall be the same for all members.

Article IV - Membership Meetings

Section 1. Regular Meetings: An annual meeting, open to all members, shall be held at a time, place, and date as determined by the Board of Directors for the purpose of announcing the election of directors of the Society, and for the transaction of other business as may be determined by the Board of Directors or as may be brought before the annual meeting by a member.

Section 2. Special Meetings: Special meetings of the members may be called by the Chairman or Vice-Chairman of the Board of the Society, or by the Secretary at the request of a majority of the Board of Directors. The purpose(s) for which the special meeting is called shall be set out in the notice of such special meeting.

Section 3. Notice of Meetings: Written notice setting the place, day and time of any annual meeting or special meeting of the members of the Society shall be mailed to each member, or notice placed in the Society's newsletter or website not less than thirty (30) nor more than ninety (90) days before the date of such meeting. If mailed, the meeting notice or newsletter, as the case may be, shall be deemed to be delivered when deposited in the United States mail, and addressed to the member at his or her address as it appears in the records of the Society, with postage thereon prepaid.

Section 4. Quorum: A quorum of an Annual Meeting shall consist of the lesser of thirty (30) members or ten percent (10%) of the Membership

Section 5. Required number of votes : A majority of votes cast at a meeting of the members shall be sufficient to approve any action presented at the meeting. A plurality vote shall be sufficient if a majority is not reached and if there are 3 or more voting choices.

Section 6. Manner of Vote for society business at annual business meeting: Members shall be permitted to vote on society business, excluding election of directors, at the annual business meeting which is open to all members. Society business may include but is not limited to budget, bylaws, meeting minutes, new initiatives , and other business matters as deemed necessary by the board.

Section 7: Manner of vote for election of directors: Members shall be entitled to cast their vote by written postal mail-in ballot for the election of directors or policy revisions requiring membership votes.

7a: Ballots. The ballots shall be cast in the following manner for the election of Board of Directors:

1. The Date of Record will be set, which is defined as the date by which time a member must have paid dues, and be a member in good standing to be entitled to vote for the next election. . Voting for the election of directors shall be by ballot sent by postal mail only. The method of casting votes by mailing, counting, tallying ballots and certifying results shall be determined periodically by resolution of the Board of Directors. Instructions for voting will be sent along with the ballots, and will include how to mark the ballot and how the ballots will be counted

2. The ballot for an election shall be mailed out to all paid members of The Mastocytosis Society, and returned to the Secretary of the Society, or other designee, if so assigned by the Board of Directors, no more than 60 days after the ballots have been mailed. The ballots shall be deemed to be delivered when deposited in the United States mail, and addressed to the member at his or her address as it appears in the records of the Society

3. The ballots will be received by the Secretary, or board designee, of the Society, and will be kept unopened until the deadline for returning ballots has past. The Secretary, or board designee, will follow the board resolution for method of counting the ballot that assures that all ballots cast and counted are from members in good standing, and the count will be verified by the secretary or board designee and at least one additional witness.

Section 8: Appointment of interim directors and new chair positions: The Board of Directors by majority vote may appoint a member to fill a vacant or newly formed board position. Such member shall stand for election in the next regularly scheduled election.

Article V: Board of Directors

Section 1. Number, Composition and Term of Office:

A. The Board of Directors shall consist of not less than five (5) or more than fifteen (15) directors. The number of directors may be changed, within the minimum and maximum set out above, by a vote of a majority of the entire Board then in office, but no decrease in the number of directors may shorten the term of any incumbent director(s).

B. Directors shall be elected by majority vote (or a plurality if a majority is not possible) of the membership via postal mail-in ballot for a first term of one year or subsequent terms of 3 years or until his or her successor shall have been duly elected or appointed.

Section 2. Qualifications: Each director shall be a member in good standing for a minimum of one year in order to stand for election.

Section 3. Powers and Duties: The Board of Directors shall have general power to manage and control the affairs and property of the Society and shall have full power, by majority vote, to adopt rules and regulations governing the actions of the Board and shall have full power and complete authority with respect to the distribution or payment of the monies received by the Society from time to time.

Section 4. Nomination and Election of Directors: The Board, may, if it considers it advisable, constitute a Nominating Committee which shall present a slate of proposed directors to the Board of Directors no less than twenty (21) days prior to the date for posting the notice of the annual meeting of members. Upon written request of at least one director made to the Nominating Committee not less than ten (10) days prior to the said date for posting of the notice of the annual meeting, additional names may be placed in nomination and presented to the directors of the Society. The Board may adopt or reject such nominations, and present any accepted nominations to the members of the Society for the annual election.

Section 5. Resignation: Any director may resign by delivering written notice of his or her resignation to each of the other directors in office. If the director resigns and fails to submit a written resignation, the director will be noted as officially resigned in the minutes of the first Board meeting following the director's resignation.

Section 6: Removal from Office. A director may be removed from office by the affirmative vote of the majority of the directors then in office. A director may be removed for any of the following reasons:

A. Missing two consecutive Board of Directors meetings, or non-consecutive Board of Directors meetings during the director's term, without an excused absence. An excused absence is one due to illness, family or other emergency, or a planned vacation, and must be approved by the Chairman of the Board or Vice Chair of the Board;

B. Not answering within forty-eight (48) hours electronic mail from other directors that is identified as Board-related in the subject line;

C. Violation of these Bylaws or any other law, rule or regulation;

D. Misappropriation or misuse of Society funds;

E. Professional or sexual misconduct;

F. Impairment with drugs or alcohol while performing TMS duties, or while representing TMS in a public forum;

G. Failure to perform duties required by the position in a timely manner;

H. Any other reason deemed necessary by the Board of Directors.

If circumstances warrant, a director removed by the Board of Directors may be reinstated on such terms as the Board may determine. A retiring director shall remain in office until the later of the time set out in the notice of resignation, or the dissolution or adjournment of the meeting at which his or her resignation is effected

Section 7. Compensation: No director shall receive compensation or salary in any form for his or her services as a director, but shall be reimbursed for authorized and documented expenses. Nothing in this paragraph shall prevent a director from receiving remunerations for Services performed for the society in any other capacity.

Section 8. Conflict of Interest Policy.

The Board of Directors shall adopt a conflict of interest policy addressing possible conflicts between the interests of the Society and the interests of any directors and officers of the Society. The Conflict of Interest Policy adopted by the Board shall be attached to these bylaws

Article VI: Board of Director Meetings

Section 1. Meetings: The Board of Directors shall meet at least once per year. Meetings shall be held at such time and place as may be determined by the directors, provided that notice be given as set out below. Each director present shall be entitled to one (1) vote.

Section 2. Alternate Form of Meetings:

A. A director may participate in a meeting of the Board or of a committee by means of a conference telephone or other similar means, including on-line conferences, such that all persons participating in the meeting can hear or otherwise communicate with each other at the same time. Any director participating in such meeting shall be deemed to be present at the meeting.

B. All Directors may take any informal action permitted to be taken by the Board of Directors without the necessity of having called a formal meeting of the Board of Directors, provided that the vote in favor of such informal action is by unanimous consent in writing, fax or electronic transmission; provided, that the minutes of the Society shall include a copy of the affirmative vote of each Director affixed immediately below the resolution being adopted in such informal action, and that such minutes shall be maintained posted and made available as required by these Bylaws. Such vote shall have the same force and effect as if taken at a duly called meeting. Such actions should be formalized at regularly scheduled board meetings.

Section 3. Notice of Meetings: Notice of all meetings of the Board of Directors may be properly given:

A. By delivering notice in writing, by hand-delivery or by electronic mail, to each director at least forty-eight (48) hours prior to the time of such meeting.

B. Alternatively, an Emergency meeting may be called with less than 48 hours notice provided that all available directors can be notified, and a quorum is reached.

Section 4. Quorum: A quorum shall consist of a majority of the directors then in office and entitled to vote.

Section 5. Voting: An affirmative vote of a simple majority of those directors entitled to vote and present at a meeting of the Board shall be sufficient for the passage of any resolution

Article VII: Officers

Section 1. Appointment and Qualifications: The Board of Directors shall appoint officers of the Society (each an "Officer and collectively, the "Officers") consisting of a Chair (the Chair), a Vice Chair (the "Vice Chair") a Secretary (the "Secretary"), and a Treasurer ("the Treasurer"), together with such other officers, if any, as the Board of Directors may determine. All officers shall be members of the Society, and the Chair and Vice Chair must also be directors. In the event that the Secretary or Treasurer is not also a director, such Officers shall be invited to attend at all meetings of the Board of Directors, in a non-voting capacity, where such attendance is considered by the Chair to be appropriate.

Section 2. Term of Office: The term of a Directors office will be as described in Article V, Sec. 1B. Each officer shall hold office until such time as such Officer resigns, is removed by the Board of Directors, or a new Officer is appointed by the Board of Directors or elected to such office. All Officers serve at the pleasure of the Board of Directors. The Board of Directors shall appoint the Officers of the Society at the first meeting of the Board of Directors following the Annual Meeting. The Board of Directors shall cause the Website to be updated to reflect any change in the Officers within 30 days following such change.

Section 3. Powers and Duties of the Chairman of the Board:

A. The Chair is the chief executive officer of the Society and shall have general charge and control of all of the Society's business, affairs, and property, subject to the terms of these Bylaws and to the resolutions adopted by the Board of Directors. For the purpose of compliance with the law of the State of Maryland, the Chair shall be deemed to be the President of the Society.

B. The Chair shall have the power to call meetings, to preside at all meetings of the Board of Directors or the Members, to sign all authorized bonds, contracts, and other obligations in the name of the Society. The chair has the power to issue communications on behalf of the Society, and to be an ex-officio member of each Committee.

C. The Chair also has the power to deposit all moneys and other valuable effects of the Society in the name and for the credit of the Society in such banks or deposits as the Board of Directors may designate, in the place of or in addition to the Treasurer.

Section 4. Powers and Duties of the Vice Chairman:

A. The Vice Chair shall have such powers and shall perform such duties as may be assigned by the Board of Directors.

B. The Vice Chair shall act in the role of Chair in the Chair's absence or disability.

C. The Vice Chair shall have the authority to sign all authorized bonds, contract, and other obligations in the name of the Society.

D. For the purpose of compliance with the law of the State of Maryland, the Vice-Chair shall be deemed to be the Vice President of the Society.

Section 5. Powers and Duties of the Secretary:

A. The Secretary shall prepare minutes of all meetings of the members and of the Board of Directors of the Society (other than those meetings of the Board of Directors which give rise to a written electronic record thereof) and shall maintain a book or books containing the minutes or electronic records of all meetings of the members and the Board of Directors of the Society to be presented to the board within seven (7) days of the meeting.

B. The Secretary shall attend to the giving and service of all notices of the Society, other than those given by the Chair; shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors; and shall perform such other duties as shall be assigned to the Secretary from time to time by the Board of Directors.

Section 6. Powers and Duties of the Treasurer:

A. The Treasurer shall have custody of all funds and securities of the Society. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Society and shall deposit all moneys and other valuable effects of the Society in the name and for the credit of the Society in such banks or deposits as the Board of Directors may designate.

B. The Treasurer shall render a statement of accounts at least annually, and at such other times as may be designated by the Board of Directors. The Treasurer shall at all reasonable times exhibit the Society's books and accounts to any officer or director of the Society and shall perform all duties incidental to the position of Treasurer subject to the control of the Board of Directors and shall, when required, give such security for the faithful performance of duties as Board of Directors may determine.

C. The Treasurer shall prepare the annual budget for approval by majority vote of the Board of Directors by the first board meeting of each year.

Article VIII: Committees

Section 1. Formation and Composition of Committees. The Board of Directors may, by resolution, constitute such committees as it shall deem advisable from time to time. The Board of Directors shall determine the number of directors and non directors who shall constitute such committees provided that all committees must have at least one member who is a director. The board shall also designate the terms of office for committee members and shall appoint the chairman of each committee who shall report to the board of directors at such time or times as the board of directors may require. The board will also designate the terms of office for the chair of each committee.

Section 2. Committee Chair: The Board of Directors shall appoint a chair for each new Committee (each such chair being a "Committee Chair") or a new Committee Chair following the resignation or removal of a Committee Chair or upon the expiration of the term of a Committee Chair. A Committee Chair must be a Member. The Board of Directors shall cause the Website to be updated to reflect any change in the Committee Chair or any Committee Member for each Committee within 30 days following such change.

Section 3. The board may appoint a new committee chair or remove an existing committee chair for any of the following reasons:

- A. Not answering within 48 hours electronic mail from Directors or committee members that is identified as TMS board related or committee related in the subject line;
- B. Violation of these bylaws or any other law, rule, or regulation;
- C. Misappropriation or misuse of society funds;
- D. Professional or sexual misconduct;
- E. Impairment with drugs or alcohol while performing TMS duties or while representing TMS in a public forum;
- F. Failure to perform duties required by the position in a timely manner;
- G. Any other reason deemed necessary by the board of directors.

Article IX: Medical Advisory Board

Section 1: The Board of Directors may appoint to a Medical Advisory Board (the “Medical Advisory Board”) one of more persons who are significantly involved in a professional capacity in research or treatment related to mastocytosis and related mast cell disorders, including but not limited to the disorders of mast cell activation. Such Medical Advisory Board may be consulted on technical issues by the Board of Directors and the Research Committee, and may, on request, make recommendations regarding any research grants to be awarded by the Society. Members of the Medical Advisory Board serve at the pleasure of the Board of the Directors for renewable terms of three (3) years each. No dues are required to be paid to the Society by a member of the Medical Advisory Board (unless such member of the Medical Advisory Board is also a Member). The Board of Directors shall cause the Website to be updated to reflect any change in the members of the Medical Advisory Board within 30 days following such change.

Article X: Support Groups

Section 1. Support Group Organization: Members of the Society may create support groups (each “Support Group” and collectively, the “Support Groups”) to advance the purposes of the Society; provided, however, that any Support Group that will identified as being a support group of the Society or in any way affiliated with the Society (including the use of “The Mastocytosis Society” or “TMS” in the name of the Support Group) shall notify the Support Group Chair of the formation of such Support Group and shall agree to follow the Support Group Rules adopted by the Society from time to time. The members of a Support Group need not be Members of the Society, however support group leaders must be members of the society. Any activities conducted by a Support Group other than a meeting of the members of such Support Group, shall be subject to the prior written approval of the Support Group Chair.

Section 2. Support Group Leader. Each support group shall choose a leader (each a “Support Group Leader”) from time to time as determined by the members of the Support Group; provided, however, that a Support Group leader must be a Member of the Society. Any change in the Support Group Leader for a Support Group shall be promptly reported to the Support Group Chair. Each Support Group Leader shall deliver a report to the Support Group Chair describing the Support Group’s activities, such report to be delivered not more than thirty (30) days following an activity of the Support Group. A Support Group Leader will regularly provide the Support Group Chair with notice of upcoming activities of the Support Group to be posted on the Website.

Section 3. Support Group Income. Any funds collected by a Support Group (including, without limitation, Membership Dues and contributions to the Society) shall be promptly delivered to the Treasurer. The foregoing notwithstanding, the Support Group Leader or any designee thereof shall have the right to accept and retain incidental donations or contributions made by members of the Support Group to cover the expenses associated with a meeting of the Support Group (including, for example, the cost of refreshments). Any fundraising done with the intent of using the proceeds for the benefit for the local support group instead of the Society must be approved by the Board of Directors.

Section 4. Support Group Mailing List. The support group mailing list may be used only for meeting announcements and other purposes to advance the goals of TMS.

Article XI: Contracts and Commitments

Section 1. Authority: Unless specifically authorized by resolution of the Board of Directors, no officer, agent, or director of the Board shall have the power or authority to bind the Society by any contract or engagement or pledge its credit or financially obligate it for any purpose in any amount.

Section 2. Signatures: All checks or draws drawn on the Society's accounts shall be signed in accordance with the resolutions of the Board of Directors or by the Chair or Treasurer in the absence of the resolution specifically setting forth signing authorization.

Article XII: Nondiscrimination policy

Section 1. Nondiscrimination Policy: In all of its dealings, the Society shall not discriminate against any person or persons on the basis of race, creed, religion, gender, education, national origin, political beliefs, sexual orientation, or disability.

Article XIII: Miscellaneous

Section 1. Corporate Seal: The seal of the Society shall be circular in form, and shall have inscribed thereon the name of the Society, the year of its organization, and the word "Maryland". Duplicate copies of the seal may be provided for use in the different offices of the Society, but each copy shall be in the custody of the treasurer.

Section 2. Transfer of Records: Within thirty (30) days after the resignation, removal, or expiration of the term of office of any Director, Officer, or chair of any committee of the Society, such Director, Officer, or chair shall deliver to the Secretary or other board designee all books, records, and property of the Society, in such person's possession; provided, however, that the foregoing shall not require such person to deliver to the Society such person's personal notes related to the Society.

Section 3. Business Day : As used herein, the term "Business Day" shall mean any day that is not a Saturday, Sunday, or legal holiday of the United States of America.

Section 4. Minutes: Minutes of meetings of the Members, of the Board of Directors (including minutes for informal actions of the Board of Directors taken pursuant to Article VI Section 2.B) or of any Committee of the Society (for which either these Bylaws or the resolution forming such Committee requires the keeping of minutes) shall include: (a) date, time, and place (or method, if such meeting was held via electronic communication) of the meeting; (b) those in attendance (and how, for those not physically present); (c) a copy of each resolution put before the meeting, including any amendments thereto; (d) a brief description of the discussion held regarding each resolution (including how many voted for and against such resolution). The minutes shall further fully and faithfully set forth a detailed description of all other business conducted at such meeting and matters brought before and/or discussed at such meeting. The minutes of any formal Committee meeting shall be delivered to the Secretary within thirty days following such Committee meeting. All such minutes shall be maintained by the Secretary and shall be posted by the Secretary on the Website.

Section 5. No Right to Revoke Membership due to dissenting viewpoints: The Board of Directors shall not have the power to revoke the membership of a member or to refuse to allow a member to renew such member's membership, or to take any other action to sanction a member as a result of that member expressing dissenting viewpoints. It is the intent of the foregoing sentence to provide for open discussion and discourse within the Society without fear of reprisal or retribution against those holding or stating a contrary view point.

Article XIV: The fiscal year

Section 1: The fiscal year of the Society shall begin on January 1 and end on December 31.

Article XV Restrictions:

Section 1. Activities: The Society shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that could invalidate its status as a corporation exempt from Federal Income Taxation, as described in section 501 (c)(3) of the Code, or as a corporation, contributions to which are deductible under section 170(c)(2) of the Code, as such sections may be amended from time to time.

Section 2. Funds: No part of the net earnings of the Society shall be distributed to the benefit of any Member, or any other private person, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered (other than services ancillary to service as a Director, Officer, Committee Chair, or Committee Member), reimburse authorized and documented expenses incurred for the benefit of the Society, and make payments in furtherance of the purposes set forth

Article XVI. Indemnification of Officers & Directors, and others

Section 1. Indemnification .The Society shall indemnify its past, present and future directors, officers, committee members, support group leaders, employees, if any, and all volunteers acting on behalf of the Society, and at the specific direction of the Society, to the fullest extent permitted under the laws of the State of Maryland. This indemnification shall be in effect against all liability, cost and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts and conduct relative to the affairs of the Society.

Section 2. Insurance. The Society may maintain insurance, at its expense, to protect itself and those persons , entitled to indemnification against such liability, cost or expense to the extent permitted by law.

Article XVII Amendments:

The Board of Directors by majority vote shall have the power and authority to amend, alter, or repeal these Bylaws or any provisions thereof, and may from time to time make additional bylaws.

These Bylaws were revised by the Board of Directors in Conjunction with the Member By law Committee and were approved in their final form on September 21, 2007 by the Board of Directors.