

BYLAWS OF THE NATIONAL ASSOCIATION OF MEDICAL EXAMINERS FOUNDATION, INC. 2017

Incorporated under the laws of the State of Georgia



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ARTICLE ONE - Name, Location, and Offices

1. Name

The name of this corporation shall be "NATIONAL ASSOCIATION OF MEDICAL EXAMINERS FOUNDATION, INC.", hereafter referred to as "Foundation".

2. Registered Office and Agent

The Foundation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

3. Other Offices

The principal office of the Foundation shall be located in Atlanta, Georgia. The Foundation may have other offices at such place or places as the Board of Trustees may determine from time to time or the affairs of the Foundation may require or make desirable.

ARTICLE TWO - Purposes and Governing Instruments

1. Nonprofit Corporation

The Foundation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2. Purposes

The Foundation is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively charitable. It shall be organized, and at all times thereafter operated, exclusively for public charitable, educational, and scientific uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in such ways as the Board of Trustees of the corporation shall determine in its discretion. In furtherance of such purposes, the Foundation shall have full power and authority:

- a. To support forensic sciences and death investigation through the conduct, management, sponsorship, and coordination of research and educational activities for the betterment of death investigation;
- b. To promote the preservation of the history of death investigation in the United States of America;

- c. To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the charitable purposes hereof;
- d. To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the Foundation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Trustees pursuant to these Articles of Incorporation; and
- e. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees in its discretion, to carry out any of the purposes of the Foundation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Georgia law, including the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c) (3) of the Internal Revenue Code).

The Foundation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

3. Governing Instruments

The Foundation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE - Membership

1. Membership

Membership in the Foundation is open to all members in good standing of the National Association of Medical Examiners (“NAME”). Membership may also be offered to persons who are not members of NAME (“Supporting Members”) or to institutions or corporations (“Institutional Supporting Members”), but only for those applicants which have a legitimate interest in the forensic sciences or which are deemed to have a purpose consistent with the Purposes of the Foundation as defined above.

2. Classes of Membership

The Board of Trustees shall have the power to admit members to the Foundation, and may establish various classes of membership and prescribe criteria for each.

3. Ascertaining Qualifications of All Classes of Membership

The Board of Trustees is empowered to provide such means of ascertaining the qualifications of prospective members of each class of membership as it may deem necessary or desirable. The Board of Trustees may delegate the powers conferred by this section to such committee as it may designate.

4. Acceptance of Members

Membership in the Foundation shall begin upon receipt and acceptance of a properly completed application along with the required minimal contribution to the Foundation.

5. Acceptance of Supporting Members

Membership as a Supporting Member, including Institutional Supporting Members, will be conferred upon majority vote of the Board of Trustees.

6. Voting Rights

Only members in good standing of the Foundation shall be entitled to vote and then only on matters submitted by the Board of Trustees to a vote of the membership. Each such member shall be entitled to one vote on each such matter unless limited to only NAME members by the Board of Trustees.

7. Termination of Membership

By the affirmative vote of two-thirds of the trustees present at a meeting at which a quorum is present at the time, the Board of Trustees may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall fail to comply with rules of the Foundation. No suspension or expulsion of a member or termination of membership shall be made by the Board of Trustees unless written notice of such proposed action and the grounds therefor shall have been given to such member at least thirty (30) days prior to the taking of such action and, in the discretion of the Board of Trustees, such member shall have been afforded a reasonable opportunity for explanation and for correction.

8. Resignation

Any member may resign by filing a written notice of resignation with the secretary of the Foundation, the chair of the membership committee, or with such other person as the Board of Trustees shall designate from time to time. However, such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

9. Reinstatement

Upon written request signed by a former member and filed with the Secretary of the Foundation or with the Chair of the membership committee or with such other person as the Board of Trustees may designate, the Board of Trustees may reinstate such former member to membership upon such terms and subject to such conditions as the Board of Trustees or the members shall determine. However, no former member shall be eligible for reinstatement unless such former member otherwise meets all applicable qualifications and requirements for membership and has paid in full any contributions, assessments, or other charges owing to the Foundation.

10. Transfer of Membership

Membership in the Foundation shall not be transferable or assignable.

11. Standards of Conduct

Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the Foundation. Any member in violation of any such ethical standards or standards of conduct shall be subject to such sanctions as the Board of Trustees may determine in its discretion, including termination or suspension of membership.

ARTICLE FOUR - Meetings of Members

1. Place of Meetings

Meetings of the members may be held at any place as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Foundation.

2. Annual Meeting

An annual meeting of members shall be held in conjunction with the annual business meeting of NAME, or at such other time as the Board of Trustees shall determine and notify the membership, for the purpose of transacting any and all business that may properly come before the meeting. If such business is not transacted on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Board of Trustees in its discretion may cause such business to be transacted at a special meeting of the members as soon thereafter as may be possible.

3. Substitute Annual Meetings

If the annual meeting is not held at the time designated in Section 4.2, any business that might properly have been acted upon at that meeting may be acted upon at any subsequent members' meeting held pursuant to these bylaws.

4. Notice of Annual Meeting

Unless waived as contemplated in Section 7.2 or by attendance at the meeting, notice of the time, date, and place of such annual meeting shall be given in accordance with the provisions of Section 7.1 no fewer than ten (10) nor more than fifty (50) days before such meeting.

5. Special Meetings; Notice

Special meetings of the members may be called by or at the request of the Presiding Officer or by the Board of Trustees. Notice of the time, date, place, and purpose of any special meeting of the members shall be given in accordance with the provisions of Section 7.1 at least ten (10) days before such meeting.

6. Waiver

Attendance by a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven ("Notice and Waiver").

7. Quorum

At all meetings of the members the presence, in person or by proxy, of at least ten percent (10%) of the members entitled to vote thereat (as determined by the Board of Trustees) shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the members entitled to vote who are present at any meeting shall determine any matter coming before the meeting unless a different vote is required by statute, by the articles of incorporation, or by these bylaws. At a meeting at which a quorum is present the members may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

8. Proxies

A member entitled to vote pursuant to Section 3.5 of these bylaws may vote in person or by proxy executed in writing by the member or by the member's attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated therein. If the validity of any proxy is questioned, it must be submitted to the secretary of the members' meeting for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The Secretary of

the Meeting, or if appointed, the proxy officer or committee, shall determine the validity or invalidity of any proxy submitted; and reference by the secretary in the minutes of the meeting to the regularity of a proxy shall be received as prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at such meeting and for all other purposes.

9. Presiding Officer and Secretary

The Chair of the Foundation shall serve as Presiding Officer and shall preside at all meetings of the members; or in the absence of the Presiding Officer, the Vice Chair of the Foundation shall preside; in the absence of both the Chair and Vice Chair of the Foundation, the President of NAME shall preside. The Secretary of The Foundation shall serve as Secretary of the Meeting and shall act as secretary of all meetings of the members; but in the absence of the Secretary of the Meeting, the Presiding Officer may appoint any person to act as the secretary for that meeting.

10. Adjournments

Any meeting of the members, whether or not a quorum is present, may be adjourned by a majority of the voting members present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

11. Telephone and Similar Meetings

Members may participate in and hold a meeting by means of conference telephone or similar communications equipment, including web-based teleconferencing, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

12. Action by Members without a Meeting

Any action required by statute to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting in accordance with applicable provisions of the Georgia Nonprofit Corporation Code.

13. Parliamentary Authority

The deliberations of the Foundation shall be governed by parliamentary usage as

contained in the latest edition of the American Institute of Parliamentarians, Standard Code of Parliamentary Procedure, when such usage shall not be in conflict with the Bylaws of this Association.

ARTICLE FIVE - Board of Trustees

1. Authority and Responsibility of the Board of Trustees

- a. The government and management of the affairs of the Foundation shall be vested in the Board of Trustees; and all the powers, duties, and functions of the Foundation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Trustees.
- b. The governing body of the Foundation shall be the Board of Trustees. The Board of Trustees shall have supervision, control and direction of the management, affairs and property of the Foundation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Foundation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the Foundation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.
- c. The Board of Trustees shall not permit any part of the net earnings or capital of the Foundation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.
- d. The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Foundation.
- e. The Board of Trustees is authorized to employ such person or persons, including an executive director or officer, attorneys, directors, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Foundation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons, subject to any budgetary limitation established by the Board of Trustees.

2. Board of Trustees

The Board of Trustees of the Foundation shall consist of no fewer than five (5) and no more than twenty (20) members, who shall be members of the Foundation elected in the

manner prescribed in these bylaws. No more than one Supporting Member and one Corporate Member may serve at any one time on the Board of Trustees. Members of the Board of Trustees of the Foundation shall be comprised of the Officers of the Foundation elected from time-to-time pursuant to Article Eight, Paragraph 1 of these By-Laws, the President of NAME, the Vice-President of NAME, and the Chair of the Board of NAME, who shall serve as ex-officio trustees with full voting privileges, and such other trustees as may be elected from time to time in accordance with these bylaws. The Board of Trustees is authorized to fix the precise number of trustees by resolution adopted from time to time by a majority of all the trustees then in office, provided that no decrease in the number of trustees can affect the tenure of a trustee then serving, and at least half of the trustees must be active or retired physicians.

3. Manner of Election and Term of Office

The trustees of the Foundation shall be elected by the members at the annual meeting. Each trustee so elected shall hold office for the term specified by the members, or if not so specified, then for a term of four (4) years ensuing from the date of his or her election, and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, incapacitation, resignation, retirement, disqualification, or removal.

4. Removal

Any trustee may be removed either by the affirmative vote of a majority of the regular members present at a meeting at which a quorum is present at the time or by the affirmative vote of a majority of trustees present at a meeting at which a quorum is present at the time, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting to serve the unexpired term.

5. Vacancies

Any vacancy in the Board of Trustees arising at any time and from any cause may be filled for the unexpired term by the affirmative vote of a majority of trustees then in office. Each trustee so elected shall hold office until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

6. Committees of the Board of Trustees

By resolution adopted by a majority of the Board of Trustees, the Board of Trustees may designate from among its members one or more executive committees, each consisting of three (3) or more trustees, which number shall always include the Chair of the Foundation. By resolution adopted by a majority of trustees present at a meeting at which a quorum is present, the Board of Trustees may designate from among its members

one or more other committees, each consisting of two (2) or more trustees. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. See also Article Nine ("Committees of Trustees").

7. Compensation

Nothing contained in the governing instruments of the Foundation shall be construed to prevent any trustee from receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the Foundation.

ARTICLE SIX - Meetings of the Board of Trustees

1. Place of Meetings

Meetings of the Board of Trustees may be held at any place as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Foundation.

2. Annual Meeting; Notice

An annual meeting of the Board of Trustees may be held at the principal office of the Foundation or at such other place as the Board of Trustees may determine on such date and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 7.2, notice of the time, date, and place of such annual meeting shall be given in accordance with the provisions of Section 7.1 no fewer than ten (10) nor more than fifty (50) days before such meeting.

3. Regular Meetings; Notice

Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times, on such dates, and at such places as the Board of Trustees may prescribe. Notice of the time, date, and place of each such regular meeting shall be given in accordance with the provisions of Section 7.1 no fewer than ten (10) nor more than fifty (50) days before such regular meeting.

4. Special Meetings; Notice

Special meetings of the Board of Trustees may be called by or at the request of the chair or by any two (2) of the trustees in office at that time. Notice of the time, date, place, and purpose of any special meeting of the Board of Trustees shall be given by the secretary in accordance with the provisions of Section 7.1 at least twenty-four (24) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to remove a trustee.

5. Waiver

Attendance by a trustee at a meeting shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven ("Notice and Waiver").

6. Quorum

At meetings of the Board of Trustees, one-third (33%) of the Board of Trustees shall constitute a quorum for in-person meetings. For mail and electronic voting, two-thirds (66%) of the Board of Trustees shall constitute a quorum.

7. Vote Required for Action

Except as otherwise provided in these bylaws or by law, the act of a majority of the trustees present at a meeting at which a quorum is present at the time shall be the act of the Board of Trustees.

8. Action by Trustees without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board of Trustees then in office. Such consent shall have the same force and effect as an affirmative majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

9. Telephone and Similar Meetings

Trustees may participate in and hold a meeting by means of conference telephone or similar communications equipment, including web-based teleconferencing, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

10. Adjournments

A meeting of the Board of Trustees, whether or not a quorum is present, may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any

such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

11. Proxies

Except where proscribed by applicable law, a trustee may vote in person or by proxy executed in writing by the trustee or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

12. Parliamentary Authority

The deliberations of the Foundation Board of Trustees shall be governed by parliamentary usage as contained in the latest edition of the American Institute of Parliamentarians, Standard Code of Parliamentary Procedure, when such usage shall not be in conflict with the Bylaws of this Association.

ARTICLE SEVEN - Notice and Waiver

1. Procedure

Whenever these bylaws require notice to be given to any member or trustee, the notice shall be given in accordance with this Section 7.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telefacsimile, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- a. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- b. Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
or
- d. When transmitted, if transmitted electronically to the addressee's last known e-mail address.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

2. Waiver

A member or trustee may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the member or trustee entitled to the notice, and delivered to the Foundation for inclusion in the minutes or filing with the corporate records. A member's or trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the member or trustee at the beginning of the meeting (or promptly upon his or her 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.

ARTICLE EIGHT - Officers

1. Number and Qualifications

The executive officers of the Foundation shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Board of Trustees shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Foundation. Any two (2) offices may be held by the same person, except that the Chair may not hold another office.

2. Election and Term of Office

The executive officers of the Foundation, including the Chair, Vice-Chair, the Secretary, and the Treasurer shall be elected by the Board of Trustees of the Foundation. The Founding Director of the Foundation shall be designated to be Thomas Noguchi, MD, who shall serve in such a capacity as an officer until his resignation or death. The remaining officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. For purposes of continuity, the treasurer may serve beyond the 2 four-year term limits imposed on Trustees. Any other officers or assistant officers appointed by the Board of Trustees shall serve at the will of the Board of Trustees and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

3. Other Agents

The Board of Trustees may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

4. Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by a simple majority vote of the Board of Trustees whenever in its judgment the best interests of the Foundation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

5. Vacancies

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Trustees.

6. Chair

The Chair shall serve as a member, with right to vote, of any executive committee of the Board of Trustees and as a voting member, ex officio, of any and all other committees of trustees. The Chair shall be the chief executive officer of the Foundation and, as such, shall exercise general supervision of all operations and personnel of the Foundation, including determination of compensation to be paid any employee other than himself or herself for services rendered to the Foundation, subject to the control of the Board of Trustees. The Chair shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the Chair shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. The Chair shall have the right to supervise and direct the management and operation of the Foundation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Trustees, and the other officers and employees of the Foundation shall be under his or her supervision and control during such interim. The Chair shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

7. Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and have the authority and exercise the powers of the Chair. The Vice-Chair shall perform

such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the Chair may from time to time delegate.

8. Secretary

- a. The Secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees.
- c. The Secretary shall keep in safe custody the seal of the Foundation and, when authorized by the Board of Trustees or the Chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer.
- d. The Secretary shall be under the supervision of the Chair. He or she shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the Chair may from time to time delegate.

9. Treasurer

- a. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Foundation, or shall have such accounts maintained, and shall deposit, or have deposited, all monies and other valuables in the name and to the credit of the Foundation into depositories designated by the Board of Trustees.
- b. The Treasurer shall disburse the funds of the Foundation, or have such funds disbursed, as ordered by the Board of Trustees, and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board of Trustees shall direct.
- c. If required by the Board of Trustees, the Treasurer shall give the Foundation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the Foundation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Foundation.
- d. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the Chair may from time to time delegate.

10. Founding Director

The Founding Director of the NAME Foundation shall be Thomas Noguchi, MD, who shall serve in such a capacity as an officer until his resignation or death.

11. Executive Director

In addition to the executive officers, the Foundation may also employ an executive director who shall serve at the pleasure of the Board of Trustees as the chief administrative and operating officer of the Foundation. It shall be the duty of the executive director to conduct official correspondence, keep records, employ the staff and perform other such duties which may be incidental to the office, subject to the direction of the Chair and the Board of Trustees, and which may encourage the efficient operation of the Foundation and the development and discharge of a work plan in keeping with the objectives of the organization. The executive director shall serve as advisor to the Chair, and will assemble information and special reports as directed by the Chair, and perform such other duties and functions as the Chair may direct. The executive director shall have authority to hire, discharge, direct, and supervise all employees of the Foundation. The executive director shall prepare an annual operating budget for approval by the Board of Trustees. He or she shall be responsible for the maintaining of expenditures within the approved budget allocation. The executive director may be a non-voting member of the Board of Trustees, the executive committee, and all other committees.

ARTICLE NINE - Committees of Trustees

1. Executive Committee

By resolution adopted by a majority of the trustees in office, the Board of Trustees may designate from among its members one or more executive committees, each of which shall consist of three (3) or more trustees, including the Chair of the Foundation, which executive committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the affairs of the Foundation; but the designation of any such executive committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him or her by law.

2. Nominating Committee

The Chair, after consultation with the Board of Trustees, shall appoint a nominating committee consisting of at least three (3) trustees of the Foundation and such other persons as the Chair may select. The nominating committee shall develop and submit to the members a slate of nominees for election to the Board of Trustees.

3. Other Committees of Trustees

Other committees, each consisting of two (2) or more trustees, not having and exercising the authority of the Board of Trustees in the management of the Foundation may be designated by a resolution adopted by a majority of trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the Chair of the Foundation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

4. Advisory and Other Committees

The Board of Trustees may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not trustees of the Foundation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Trustees; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of in Foundation of the Foundation or these bylaws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the Chair of the Foundation, unless the Board of Trustees otherwise provides. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

5. Term of Appointment

Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6. Chair

One member of each committee shall be appointed Chair thereof.

7. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8. Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a simple majority of the whole committee shall constitute a quorum; and the act of a simple majority of members present at a meeting at which a quorum is present shall be the act of the committee.

9. Rules

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE TEN - Contributions

1. Annual Contributions

It is recognized that membership in the Foundation is a privilege conferred upon a member for their contribution to the Foundation, either monetary or by service to the Foundation. Annual contributions, if any, required for membership in the Foundation shall be determined by the Board of Trustees prior to the beginning of each fiscal year. Contributions so established shall be paid annually or in such other manner as may be established by the Board of Trustees.

2. Termination for Non-Payment of Contributions

When at the end of any period in a fiscal year as determined by the Board of Trustees, prior to the beginning of the year, the contribution of any member (unless waived under the provisions of these bylaws) remain unpaid for that period, his or her membership thereupon may be terminated; and he or she shall be so notified by any officer of the Foundation.

3. Power to Waive

The Board of Trustees may cancel or waive payment of any contribution, assessments, or other indebtedness of a member for any period.

ARTICLE ELEVEN - Contracts, Checks, Deposits, and Funds

1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. Such authority must be in writing and may be general or confined to specific

instances.

2. Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents, of the Foundation and in such other manner as may from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Chair of the Foundation.

3. Deposits

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE TWELVE - Indemnification and Insurance

1. Indemnification

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Foundation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Foundation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, director, or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, director, or agent of another Foundation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Foundation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

2. Indemnification Not Exclusive of Other Rights

The indemnification provided above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested trustees, or otherwise,

both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. Insurance

To the extent permitted by Georgia law, the Foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, director, or agent of the Foundation, or is or was serving at the request of the Foundation as a trustee, officer, employee, director or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE THIRTEEN - Miscellaneous

1. Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees. The Foundation shall keep at its registered or principal office a record giving the names and addresses of the members and trustees and any other information required under Georgia law.

2. Corporate Seal

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

3. Fiscal Year

The Board of Trustees is authorized to fix the fiscal year of the Foundation and to change the same from time to time as it deems appropriate.

4. Internal Revenue Code

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

5. Construction

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of these bylaws shall be considered valid and operative; and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

6. Table of Contents; Headings

The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

7. Electronic Signatures and Records

Any document that is required to be signed may be submitted and signed electronically, and any document or record that is required to be maintained may be maintained in electronic form. For all purposes under these bylaws, references to a “writing” or anything to be written include e-mail and similar forms of electronic communication.

8. Relation to Articles of Incorporation

These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE FOURTEEN - Amendments

1. Power to Amend Bylaws

The Board of Trustees shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

2. Conditions

Action taken by the Board of Trustees with respect to bylaws shall be taken by the affirmative vote of a majority of all trustees then holding office and, in order to become effective, must be approved by the affirmative vote of a majority of members present at a meeting at which a quorum is present after due notice that a bylaw provision would be a subject of that meeting.

ARTICLE FIFTEEN - Tax-Exempt Status

Bylaws of the National Association of Medical Examiners Foundation | 2017

1. Tax-Exempt Status

The affairs of the Foundation at all times shall be conducted in such manner as to assure the Foundation 's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIXTEEN - Adoption of Bylaws

These bylaws were adopted by resolution of the Board of Trustees of the Foundation, and became effective as of October 13, 2017.

APPROVED:

**NATIONAL ASSOCIATION OF MEDICAL
EXAMINERS FOUNDATION, INC.**



ATTEST:

By:

Joseph Prahlow, MD, Chair



Gregory A. Schmunk, MD, Secretary

[CORPORATE SEAL]