

**BY-LAWS
OF THE
OSTEOGENESIS IMPERFECTA FOUNDATION, INC.**

**Article I
MISSION**

The mission of the Osteogenesis Imperfecta Foundation, Inc. is to improve the quality of life for people with Osteogenesis Imperfecta (“OI”), through (a) research to find a cure, (b) education, (c) awareness, and (d) mutual support.

Section 1. Definition.

The Osteogenesis Imperfecta Foundation, Inc. is a 501(c)(3) non-profit organization incorporated under the laws of the State of Georgia.

Section 2. Name.

The Osteogenesis Imperfecta Foundation, Inc. may also do business as the: "OI Foundation" or “OIF.”

Section 3. Statement of Purpose.

The objects and purposes for which this corporation is formed are set forth in the Osteogenesis Imperfecta Foundation’s Certificate of Incorporation, a copy of which is attached hereto and made a part of hereof. To accomplish these objects and purposes, the OI Foundation shall:

- a) Fund and encourage research into treatments and a cure for OI.
- b) Promote increased awareness, knowledge, and understanding about OI among medical professionals, the general public and families with OI.
- c) Develop and provide information and referrals for (i) people with OI and their families, (ii) medical professionals and (iii) other care providers.
- d) Promote mutual support through support groups and networking opportunities

**Article II
OFFICES**

Section 1. Principal Office.

The address of the principal office of the OI Foundation is 656 Quince Orchard Road, Suite 650, Gaithersburg, MD 20878. The Board of Directors may, from time to time, change the location of the principal office, or establish additional offices for the OI Foundation, within or without the State of Maryland.

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Article III MEMBERS

Section 1. Membership.

Membership in the OI Foundation is open to all people who support the mission of the OI Foundation. The Board of Directors shall determine the level and benefits of membership, and may change these from time to time. All members shall be entitled to voting privileges. A membership shall become effective upon receipt of dues at the OI Foundation headquarters office.

There shall be an annual meeting of the members at such time, date, and manner as established by the Board of Directors; and further provided, that such meeting may be held in person, by webcast or other method which allows for members to be informed by the President and Chief Financial Officer of the activities and financial condition of the corporation; *provided, however* that no vote shall be taken at a meeting unless members are afforded the opportunity to hear, participate in deliberation and cast votes whenever the notice of such meeting provides that a member vote is to be taken as may be required under these Bylaws or Georgia law O.C.G.A. Section Code Section 14-3-855 (relating to indemnification of board members), 14-3-863 (Member action following disclosure of conflict), 14-3-1003 (certain amendments to the articles of incorporation), 14-3-1021 (certain bylaws amendments relating to conflicted transactions), 14-3-1103 (approval of a merger with another organization), 14-3-1202 (sale or transfer of all or substantially all assets), or 14-3-1402 (proposed dissolution of corporation).

Section 2. Honorary Life Membership.

Honorary Life Membership may be conferred upon individuals who have contributed to the growth of the OI Foundation at such time and under such terms as the Board of Directors shall determine.

Section 3. Voting by Members.

Each member shall be entitled to one (1) vote on any matter which is submitted to a vote of the members, in person or by written proxy. For purposes of member voting, five percent (5%) of the votes entitled to be cast on a matter shall constitute a quorum on that matter. Issues requiring membership action may be submitted to the voting membership by mail. Response time shall be thirty (30) days from date mailed. A simple majority of those voting is required to carry an issue decided by mail, provided, however that the total votes cast by mail must equal or exceed the quorum requirement.

Section 4. Removal.

Members in arrears more than three (3) months after annual dues payment is due shall be dropped from membership. Members may be removed for cause from membership by a majority vote of the Board of Directors at a meeting at which a quorum is present. For any cause other than nonpayment of dues, a vote for removal shall occur only after the member has been given notice of the cause for removal and has been given a thirty (30) day period following the notice to

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submit a written response to the cause for removal. The decision of the Board of Directors shall be final and non-appealable.

Article IV BOARD OF DIRECTORS

Section 1. Powers of Board of Directors.

The Board of Directors shall have the power to manage the affairs and property of the OI Foundation and shall have full power to adopt rules and regulations governing the action of the Board of Directors and shall have full authority with respect to, among other things, the distribution and payment of monies received by the OI Foundation, including the power to make grants and contracts of any nature, (including, but not limited to, the borrowing of money); provided that the fundamental and basic purposes of the OI Foundation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and provided, further, that the Board of Directors shall not permit any part of the assets of the OI Foundation to inure to the benefit of any private individual. The Board of Directors may delegate its powers as it deems proper to the Executive Committee or other committees, but such delegation shall in no way remove the responsibility of the Board for the financial stability and growth of the OI Foundation.

Section 2. Composition.

The Board of Directors shall consist of the Directors, the Immediate Past President of the OI Foundation (for a period of one (1) year following the end of his/her term), the Chair of the Medical Advisory Committee, and the Chief Executive Officer who shall serve ex-officio and without voting privileges. No less than one-third of the voting members of the Board of Directors of the OI Foundation shall be persons who represent the OI community. The OI community is defined as any person with OI or relative of a person with OI.

Section 3. Selection of Board Members.

Except as otherwise provided in these By-Laws, members shall be selected for Board approval and member election by the Board Development Committee, according to criteria established by the Board and described in the Board Member Position Description. The Board Development Committee shall solicit nominations. The Committee will present a slate of all candidates to the Board for its approval and then a single slate to the membership for election. All candidates approved by a majority of the Board will be considered eligible for nomination. Votes by the membership on the recommended slate will be tallied thirty (30) days after mailing but no later than June 30.

Section 4. Number.

The number of Directors constituting the entire Board shall be not less than ten (10) and not more than twenty (20) members (excluding the Chief Executive Officer). Within the above specified limits, the number of Directors shall be determined by resolution of the Board of Directors.

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Section 5. Terms of Office and Term Limits.

- a) Except as otherwise provided in these By-Laws, each Director shall serve for a term of three (3) years. Director terms begin on the first day of the fiscal year and end on the last day of the third fiscal year or at such time as a successor is appointed. No Director shall serve for more than two consecutive full terms. Provided, however, that any Board Member who is serving as the President of the OI Foundation in the final year of his/her second term as a Director may serve, upon a majority vote of the Board Members in office, up to two additional years in his/her last term as a Director, one year to serve a second term as President, and one year to serve as a Director by virtue of being the Immediate Past President. A Director who has served two consecutive terms shall not be eligible for re-election until one year after the expiration of the second term. The Chair of the Medical Advisory Council shall serve a single three (3) year term.
- b) In extraordinary circumstances, and by majority vote of the Board Members in office, the Board may extend the terms of all serving Board Members and Officers, collectively, by one (1) year. No Board Member may serve more than one (1) additional year by virtue of this subsection.

Section 6. Founding Director.

The Board may designate one (1) position on the Board of Directors to be held by a Founding Director, who shall be an individual who was instrumental in the establishment of the OI Foundation. The Board may elect a Founding Director for a term of six (6) years, during which time the Founding Director shall have the same rights and responsibilities as the other members of the Board. The Board may elect the Founding Director to additional, non-consecutive six-year terms, provided, however that such subsequent elections may not be held until at least one year after the conclusion of the Founding Director's previous term as a voting Board member. At the conclusion of the Founding Director's six-year term, the Board may elect the Founding Director to serve unlimited one-year terms as a non-voting, honorary member of the OI Foundation Board of Directors.

Section 7. Meetings.

The Board of Directors must meet a minimum of three times per year either in person or virtually. Meetings shall be held at a location and time determined by the Board. The agenda for Board meetings shall be determined by the members of the Board of Directors. Special meetings of the Board may be called by the President of the Board or at the written request of any three (3) Directors.

Section 8. Meeting Procedures.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The vote of a majority of the

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Directors present at any meeting whether in person, or by conference call, at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by statute or by the Certificate of Incorporation. Whenever any action is required or permitted to be taken by the Board of Directors or any committee thereof, such action may be taken without a meeting if all members of the Board of Directors or the committee authorize such action in writing.

Section 9. Notice of Meetings.

A minimum of ten (10) days advance written notice of meetings of the Board of Directors will be provided to all Board members by notice mailed, delivered, telephoned, e-mailed, or faxed to each member of the Board of Directors. Notice of the meeting shall state the place, date and hour of the meeting. A minimum of seventy-two (72) hours advance written notice of special meetings of the Board of Directors will be provided to all Board members by notice mailed, delivered, telephoned, e-mailed, or faxed to each member of the Board of Directors; said notice shall contain a recitation of the purpose of the meeting and the business to be transacted.

Section 10. Quorum.

Sixty (60) per cent of the members of the Board of Directors must be present to constitute a quorum at all meetings for the transaction of business. If a quorum is not present, those Directors attending shall have power to adjourn the meeting.

Section 11. Absence.

Any member of the Board who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate his or her position as Director and the vacancy shall be filled as provided by these By-laws; however, the Board of Directors shall consider each absence of an elected Officer or Director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of the Board. Such termination shall not preclude nomination at a later date.

Section 12. Vacancies and Removal.

Any vacancy occurring on the Board of Directors, which brings the total number of Board members to less than ten (10), shall be filled within three (3) months by the Board of Directors upon recommendation of the Board Development Committee. A Director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor. Any other vacancies shall be filled according to the procedure established in Article IV. Section 3. Selection of Board Members. The Board of Directors may remove any Director, with or without cause, by a majority vote of the Board of Directors at a meeting at which a quorum is present. The decision of the Board of Directors shall be final and non-appealable.

Section 13. Resignation.

Any member of the Board of Directors may resign at any time by giving written notice to the President, the Secretary or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the President or the Board.

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Section 14. Compensation.

Directors and elected officers shall not receive any compensation for their services; but, by resolution of the Board of Directors, and as stated in the OI Foundation Financial Policy, expenses of attendance, if any, may be allowed to any Director for attendance at each regular or special meeting of the Board of Directors

Section 15. Conflict of Interest.

Directors, Officers and the administrative staff (including, but not limited to, the Chief Executive Officer) shall ensure that decisions about OI Foundation operations and the use or disposition of OI Foundation assets are made solely for the benefit of the OI Foundation and are not influenced by any personal profit or personal benefit to the individuals affiliated with the OI Foundation who take part in the decision. In addition to actual conflicts of interest, Directors, Officers and administrative staff shall also avoid actions that could be perceived or interpreted as in conflict with the interests of the OI Foundation.

- a) Members of the Board of Directors, Officers or any administrative staff people of the OI Foundation, its chapters or affiliates shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the OI Foundation.
- b) Directors, Officers or administrative staff people of the OI Foundation, its chapters or affiliates shall not conduct private business in a manner which places them at a special advantage because of their association with the OI Foundation.
- c) Any duality of interest or possible conflict of interest on the part of any Director, Officer or administrative staff person of the OI Foundation, its chapters or affiliates shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- d) Any Director, Officer or administrative staff person of the OI Foundation, its chapters or affiliates having a duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- e) No Director, Officer or administrative staff person of the OI Foundation, its chapters or affiliates shall take any public position contrary to the interests of the OI Foundation.

**Article V
OFFICERS**

Section 1. Composition.

The Officers of the OI Foundation shall consist of a president, a vice-president, a secretary and a

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treasurer. The Board of Directors may also elect or appoint one or more additional vice presidents, one or more assistant secretaries and assistant treasurers and such other officers and agents as it shall determine advisable from time to time.

Section 2. Duties of the Officers.

a) President.

The President shall be the principal officer of the OI Foundation. The duties of the President include those customary to the position of President, such as presiding at meetings of the OI Foundation members, the Board, and the Executive Committee. The President shall also serve as an ex-officio member of all committees and shall make all required appointments of standing and special committees. He or she may execute with any other Officer of the OI Foundation, any contracts, or other instruments which the Board of Directors may have authorized to be executed. He/She shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.

b) Vice President.

The Vice President or, if there be more than one, the Vice Presidents, shall assist the president in the management of the business of the OI Foundation and the implementation of resolutions and orders of the Board of Directors at such times and in such manner as the President or the Board of Directors deem to be advisable. The Vice President, or, if there be more than one, the Vice Presidents in the order of their seniority as indicated by their titles shall, in the absence or disability of the President, exercise the powers and perform the duties of president, and he or she or they shall have such other powers and duties as the Board of Directors or the President may from time to time prescribe.

c) Secretary.

The Secretary shall record all votes and proceedings of the meetings of the members of the OI Foundation, of the Board of Directors, the Executive Committee, and of Executive Sessions. He or she shall perform such other duties incident to the office of Secretary, and such other duties as may be assigned to him/her by the President or Board of Directors. In the absence of the Secretary from any meeting, the record of the voting and proceedings shall be kept by such other persons as may be appointed for that purpose at the meetings.

d) Treasurer.

The Treasurer shall oversee the implementation of the Financial and Investment Policies, the performance of an annual audit by a certified public accountant; and, further, shall report on the financial condition of the OI Foundation at all regular meetings of the Board of Directors and at all other times as determined by the President of the Board.

Section 3. Selection of Officers.

The Officers of the OI Foundation shall be elected from among the members of the Board of

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Directors by the Board of Directors. The President shall propose a slate of officers to the Board Development Committee. The Committee shall decide on the slate and present the slate to the Board of Directors for election by a majority of the Board of Directors.

Section 4. Terms and Term Limits.

Officers shall serve for a term of one (1) year commencing on the first day of the fiscal year and ending on the last day of the fiscal year or at such time as a successor is appointed. There shall be no limit to the number of consecutive terms an individual may serve as an Officer other than the term limits that apply to Directors in general. No Officer may serve in more than one office simultaneously.

Section 5. Vacancy and Removal.

The Board of Directors may remove any Officer for cause by an affirmative two-thirds vote of the entire Board. Vacancies may be filled, or new offices created and filled, at any time by appointment of the President, subject to Board ratification. These Officers will then serve until the next regular election.

- a) The President may be removed by the following procedure: (1) a special meeting of all members of the Board is called by at least twenty-five percent (25%) of the members of the Board of Directors; (2) at this special meeting the only matter discussed is the issue of removal of the President; (3) two-thirds (2/3) of all members of the Board of Directors vote to remove the President.
- b) In the event of the resignation, death or permanent disability of the President, the Vice President or, if there be more than one, the Vice Presidents shall call a meeting of both the Board Development Committee and the Board of Directors within 30 days for the purpose of electing a President. The Vice President, or, if there be more than one, the Vice Presidents in the order of their seniority as indicated by their titles, shall perform the duties of the President until a new President is elected. The Vice President, or, if there be more than one, the Vice Presidents in the order of their seniority as indicated by their titles may also serve simultaneously as the Chair of the Executive Committee.

Section 6. Chief Executive Officer.

The Chief Executive Officer shall be appointed by the Board to serve at the pleasure of the Board and to function as the Chief Executive Officer of the OI Foundation. The Chief Executive Officer shall be salaried and shall be directly responsible to the Board. The Chief Executive Officer shall be reviewed at least annually by the Executive Committee, which shall present its recommendations to the Board. The Chief Executive Officer shall serve as an ex-officio member without vote of the Board of Directors and the Executive Committee, attending all meetings except when matters of her/his own employment are under consideration. The Chief Executive Officer shall act in accordance with all OI Foundation policies and procedures. The Chief Executive Officer shall be responsible for the overall operations of the OI Foundation and such other duties as may be assigned to him/her by the President or Board of Directors. The Chief Executive Officer shall act as the agent of the Board of Directors in the employment and release

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of staff according to the policies and procedures established by the Board of Directors and shall ensure that the national headquarters office staff is capable of attaining the goals set forth in the OI Foundation's mission and statement of purpose, and additional goals set forth from time to time by the Board of Directors.

Article VI ADVISORY COUNCILS

Section 1. Medical Advisory Council.

There shall be a Medical Advisory Council appointed by the Board of Directors of not less than five (5) members. This Council has the responsibility of recommending to the Board how OI Foundation research funds should be allocated, and other responsibilities outlined in the Medical Advisory Council member job description and as determined by the Board of Directors. The Chairperson of the Medical Advisory Council shall be elected by the Board of Directors and shall be an ex officio voting member of the Board of Directors, and perform such duties as outlined in the Chairperson of the Medical Advisory Council job description. The Chair of the Medical Advisory Council shall serve a single three (3) year term.

Article VII COMMITTEES

Section 1. Committee or Task Force Requirements and Limitations.

Each committee or task force appointed by the Board of Directors shall: (a) be subject to such limitations as may be imposed by the Board of Directors, these By-Laws, the Certificate of Incorporation or applicable law; and (b) keep regular minutes of its meetings and shall present the same to the Board of Directors following each meeting. In the event the Board of Directors declines to appoint any of the committees enumerated in this Article, the Board of Directors shall fulfill the functions of that committee.

Section 2. Quorum.

A majority of the whole committee shall constitute a quorum. The vote of a majority of the committee members present at any meeting whether in person, or by conference call, at which a quorum is present, shall be the act of the committee, except as may otherwise be specifically required by statute or by the Certificate of Incorporation. All committee recommendations for action shall be submitted to the Board of Directors for its consideration.

Section 3. Audit Committee.

The Audit Committee shall be composed of three (3) current or former board members or two (2) board members and one (1) additional member with necessary financial expertise. A minimum of one (1) member of the audit committee must be a current board member. A maximum of one (1) member of the audit committee can also be a current member of the finance committee. The slate shall be approved by the board and appointed by the President. The Audit Committee engages the

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auditor and monitors all aspects of the annual audit process, adherence to financial and investment policies, and accuracy of financial statements. Members shall be appointed to serve a three year term starting with the first day of the calendar year.

Section 4. Board Development Committee.

The Board Development Committee shall be composed of the Chief Executive Officer (who shall serve as an ex-officio, non-voting member of the Committee), and five (5) members (two (2) of whom shall be Board members, excluding the President), appointed annually by the President. The committee shall coordinate board leadership development by recruiting potential Board members for recommendation to the Board, orienting new Board members, coordinating continuing education of the Board, and developing materials for Board member performance evaluations. The Board Development Committee shall meet as necessary.

Section 5. Development Committee.

The Development Committee shall be composed of at least two (2) board members and additional members as appointed by the President. The Development Committee works to develop fund raising strategies and materials and to cultivate and solicit prospective donors using methods that are in keeping with the integrity and mission of the OI Foundation, as well as in compliance with IRS codes and local, state, and federal fundraising guidelines. The Development Committee shall meet as necessary.

Section 6. Executive Committee.

The Executive Committee shall be composed of the Officers of the OI Foundation and the Immediate Past President. The Chief Executive Officer shall serve as a non-voting member of the Executive Committee. The Executive Committee shall act for the Board at the request of the Board. The Executive Committee shall not bind the OI Foundation to any expenditure not in accord with the current budget; provided, however, that the Executive Committee may make any expenditure(s) between meetings of the Board of Directors which are not included in the budget and which do not exceed \$10,000 in aggregate. The Executive Committee shall meet at least quarterly, either in person or by conference phone call.

Section 7. Finance Committee.

The Finance Committee shall have at least three (3) members including the Treasurer. The Finance Committee shall coordinate the Board's financial oversight responsibilities by recommending policy to the Board, overseeing staff interpretation of policy, and monitoring the implementation of financial policies. The Finance Committee shall oversee the budget and review and present the annual budget proposal to the Board. The Finance Committee shall meet as necessary.

Section 8. Rare Bone Disease Alliance

The Rare Bone Disease Alliance, a network of members, advisors and partners all dedicated to improving the lives of people with rare bone diseases, will act as a committee of the OIF effective July 1, 2021. The OIF will serve as the fiduciary administrator of the RBDA for all funds received and expensed on behalf of the RBDA. The RBDA will be governed by a steering committee. The RBDA

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will consist of a steering committee of no more than 7 members and no fewer than 5 representing the membership of the RBDA. There must be a minimum of three patient organization representatives on the steering committee at any one time. A representative from the OIF will serve as a permanent member of the steering committee. Committee members will serve a three year term and may return to the committee after a one year hiatus. The chair of the committee will serve a two year term. The RBDA has guidelines approved by the current steering committee but will meet all committee expectations as stated in these bylaws of the OIF.

Section 9. Scientific Review Committee.

The Scientific Review Committee (SRC) shall have at least five (5) members with the appropriate expertise required to review the grants received, and without conflict of interest. SRC members will not be Medical Advisory Council (MAC) members, except the Chair of the MAC shall serve as a voting member. The MAC, in consultation with the Chief Executive Officer shall nominate and elect the SRC Chair, then the SRC Chair, in consultation with the MAC and Chief Executive Officer, shall invite members to participate. Members serve one year terms.

The SRC shall work independently of the MAC to improve the OI Foundation's medical research program by evaluating requests for research funding and making recommendations to the Board, and assisting the Board in setting research goals and directions. As needed, the SRC shall review the OI Foundation request for proposals and funding levels and make recommendations to the OI Foundation board. The SRC shall meet as necessary.

Section 10. Other Committees or Task Forces.

Other committees or task forces may be created by a resolution adopted by a majority of the Directors. The President of the Board and/or Committee chairs shall select and appoint members as needed to fulfill the responsibilities of the committee or task force. Any member of any committee or task force may be removed by the President, subject to Board of Directors ratification, whenever in their judgment the best interests of the OI Foundation shall be served by such removal.

Section 11. Terms and Term Limits.

Each committee or task force member shall continue as such until his/her successor shall be appointed, unless the committee or task force is terminated, or unless such member chooses to resign through notification to the President, or is removed from office by the Board of Directors.

Section 12. Chairperson.

One member of each committee or task force shall be appointed Chairperson by the President. The President shall be the Chairperson of the Executive Committee.

Section 13. Vacancy.

Vacancies in the membership of any committee or task force may be filled by appointments in the same manner as the original appointments. At least three (3) members shall comprise each committee or task force.

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Article VIII
CHAPTERS OR AFFILIATES

Section 1. Purpose and Limitations.

In order to fulfill the mission of the OI Foundation, the Board of Directors may, from time to time, allow members of the OI community to form an affiliated chapter organization. Chapters or affiliates shall abide by an affiliation agreement (on terms satisfactory to the Board of Directors in its sole judgment) entered into by and between the chapter or affiliate and the OI Foundation Board of Directors. All monies and property received by the chapter or affiliate shall be either sent to the OI Foundation or retained by the chapter or affiliate in the name of the OI Foundation.

Contributions shall be solicited only in the name of the OI Foundation. The chapter or affiliate shall not invest funds in common stocks, long term bonds, or real property. Disbursement of chapter or affiliate funds shall be in accordance with the stated objectives of the OI Foundation and subject to approval by the OI Foundation.

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Article IX GENERAL

Section 1. Fiscal Year.

The fiscal year of the OI Foundation shall begin on the first day of July and shall end on the last day of June each year.

Section 2. Audit.

The OI Foundation shall have its financial accounts audited by a certified public accountant in accordance with the OI Foundation Financial Policy.

Section 3. Official Testimony.

All prepared testimony before the Congress of the United States or any government agency purporting to present an official position of the OI Foundation shall be approved in advance by the Chief Executive Officer or, in his or her absence, a member of the Executive Committee.

Section 4. Policies and Procedures.

The policies and procedures referred to in these By-Laws are the policies, procedures, rules, and regulations governing the OI Foundation, including its Chapters and affiliates, as adopted by the OI Foundation. References to the policies and procedures shall mean and refer to those currently in effect as opposed to those in effect at some prior time. Policies and procedures may be changed from time to time by the Board of the OI Foundation and its chapters, affiliates, and all other duly authorized representatives agree to abide by such changed policies and procedures.

Section 5. Diversity.

Diversity, in the Osteogenesis Imperfecta Foundation, is the on-going process of valuing differences in people through actions, behavior, attitude and language. Diversity is integral to the mission of the Osteogenesis Imperfecta Foundation through its projections of programs, services, volunteer and staff leadership, public image, resource development, communications, and organizational activities.

Section 6. Indemnification.

The OI Foundation shall provide for indemnification by the OI Foundation of all its Directors and Officers and its former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been directors or officers of the OI Foundation, except in relation to matters as to which such Director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct. The OI Foundation shall purchase Directors and Officers Insurance to provide for such indemnification. Such indemnification shall in no event exceed the Directors and Officers Insurance policy limits.

Osteogenesis Imperfecta Foundation Bylaws

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Amended July 9, 2000, March 23, 2002, July 17, 2002, September 20, 2003, March 13, 2004, June 23, 2004, November 6, 2004, September 10, 2005, January 11, 2007, October 13, 2007, February 25, 2015, April 21, 2021

Section 7. Dissolution

Upon the dissolution of the OI Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the OI Foundation, dispose of all the assets of the OI Foundation exclusively for the purposes of the OI Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, and so long as the purpose of the organization(s) so named are in agreement with the OI Foundation's mission. Any such assets not so disposed of shall be disposed of by order of a court of competent jurisdiction, exclusively for such purposes or such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

**Article X
BY-LAW AMENDMENT**

The By-Laws may be altered, amended, or repealed by a majority vote of the members in office of the Board of Directors at any regular or special meeting provided at least fourteen (14) days notice is given to the Directors for that purpose.

**Article XI
ROBERT'S RULES OF ORDER**

The parliamentary rules in Robert's Rules of Order, as may be revised, shall govern all deliberations when not in conflict with these By-Laws. The order of business may be altered or suspended at any meeting by a majority of votes cast by the members present.

Signature _____

Date _____

Name _____

Title _____

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