

Keloid Research Foundation

Bylaws

ARTICLE I

NAME, PURPOSES

1.01. *Name.* The name of this Corporation shall be the “Keloid Research Foundation” (Hereinafter sometimes referred to as the KRF.)

1.02. *Purposes.* The purposes of KRF shall be:

- (a) fostering scientific research in keloid disorder;
- (b) the promotion of better care and treatment for persons subject to keloid;
- (c) the promotion of personal contacts between medical investigators in keloid and investigators in related fields of interest;
- (d) the promotion of contacts between KRF and other similar societies throughout the world, thus facilitating the exchange of scientific and professional information and opinions;
- (e) to solicit, receive and enlist financial and other aid from individuals, trusts, corporations, associations, societies, institutions, or other organizations or authorities desirous of contributing to the purposes for which this Corporation is formed;
- (f) in furtherance of its purposes, to make grants to or in aid of, or to make donations to or to give assistance to, or to make contracts with such individuals, trusts, corporations, associations, societies, institutions, or other organizations or authorities, whether within or outside of the New York State, as may be necessary or desirable to accomplish the Corporate purposes;
- (g) without limitation of the foregoing, KRF may use such means to achieve its purposes as may seem advisable to its Board of Directors, to the extent permitted by the laws of New York State.

ARTICLE II

INCORPORATION, OFFICES, CORPORATE SEAL

2.01. *Incorporation.* The Keloid Research Foundation is a Membership, Non For Profit Corporation, incorporated under the General Laws of the New York State.

2.02. *Offices.* The principal office of the Corporation in the New York State shall be in the city and county of its Resident Agent. The Corporation shall maintain other offices at such other places as the Board of Directors may from time to time determine.

2.03. *Corporate Seal.* The Corporate Seal shall be circular in form and shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, New York.” Such Seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

2.04. *Nonprofit Corporation.* This Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member.

2.05. *Duration.* The duration of the Corporation shall be perpetual.

2.06. *Capital Stock.* This Corporation shall have no capital stock.

2.07. *Dissolution.* Upon dissolution or liquidation of this Corporation, no Member shall share in or receive any funds or other assets then remaining in the possession of the Corporation, and any such funds or other assets shall be contributed to a similar public charitable organization subject to the control of the Supreme Judicial Court of the New York State.

2.08. *Corporate Liability.* Members of the Corporation shall have no personal liability for Corporate obligations.

ARTICLE III

MEMBERS

3.01. *Members.* KRF shall consist of, Patient or Advocate Members, Scientific Members, Professional Members, Corresponding Members, Junior Members, Associate Members, Corporate Members, and Senior Members.

(a) KRF shall be primarily a scientific professional organization including physicians, laboratory based scientists, and others with professional or technical competence pertaining to Keloid. KRF also invites patients with keloids to become members in a special category membership for “Patient or Advocate” however members of this category may not hold office or vote.

3.02. *Active Scientific Members.* Active Scientific Members shall be elected from professional workers in Keloid or closely related fields with an active interest in the objectives and work of KRF. Active Membership shall be limited to residents of the United States of America and Canada. Active Members shall pay dues as established by the Board of Directors. Active Members may hold office. Active Members shall be entitled at every meeting of Members to one vote in person or by proxy (which may be in writing, email or other electronic communication) upon each matter.

3.03. *Senior Members.* Senior Members shall consist of Active (to include Professional in Keloid Care) or Corresponding Members who have reached the age of 70 or have been supporting KRF through dues/membership for a minimum of 15 consecutive years.

Members must apply in writing for Senior Membership status to the Membership Committee. Members granted Senior status will be exempt from payment of dues beginning the next dues year and benefits will be reduced. Senior Membership status is not a requirement of membership for these individuals.

3.04. *Junior Members.* Any person in training in a professional area with an interest in KRF may apply for Junior Membership status by completing the form provided by KRF office and by certifying training status with a letter from his or her program director. Junior Members shall pay dues which shall be less than those of Active Members. Junior Members may not hold office or vote. They may serve as non-voting members of committees. A Junior Member may request change in classification to Active Member at any time; but six months after completion of training, a Junior Member shall be requested to apply for Active Member status. Change in classification shall be made as described in Section 3.07(a).

3.05. *Honorary Members.* Honorary Membership will be awarded by resolution of the Board under exceptional circumstances to individuals who have made outstanding scientific contributions to the field of Keloid Research. Honorary Members are exempt from payment of dues. Honorary Members may not vote or hold office. Honorary Members may be from any geographic location.

3.06. *Corresponding Members.* Corresponding Members shall have residence outside of the United States of America or Canada. They shall be elected from professional workers in Keloid or closely related fields with an active interest in the objectives and work of the KRF. Corresponding Members must be sponsored by an Active Member of KRF and shall pay a fee less than that paid by Active Members which will be established by the Board. Corresponding Members may not hold office and may not vote.

3.07. *Corporate Members.* Any corporate entity with an interest in the objectives and work of KRF may apply for membership. The company will be the member. The Corporate Member cannot vote in general business meetings or in committees, does not hold office or chair committees in KRF.

3.07 (a) Associate Members: Any individual who is employed by a for profit company that demonstrates an interest in the objectives and work of KRF through their business: i.e., designs, markets, manufactures or otherwise produces products that serve people with Keloid. Associate Member applicants provide the name of the company or institution by whom they are employed, a description of the product or service the company or institution provides and to which market (i.e., healthcare, direct to patients, professionals, etc.).

3.08. *Active Professional Members.* Individuals holding any degree other than M.D. or D.O. or Ph.D. : non physician health care providers interested in the care of people with keloid, or those who have an active interest in the objectives and work of the KRF. Active Professionals Members receive subscriptions to KRF's publications and discounts for other professional publications. Membership and Annual Meeting mailings are sent to Professionals who work in Keloid Research or provide medical care to patients with Keloid. Discounts for meeting registration fees are provided. Scientific Membership

applicants must provide a current CV and a self signed statement of support for their application. Once approved for membership, Scientific Members can sponsor other applicants for membership. The Professional Members vote in general business meetings or in committees may hold office or chair committees in KRF.

3.09. Application for Membership.

(a) Applications for Membership in KRF or for change in classification (except Honorary) shall be made on forms provided by KRF's office. KRF's office shall keep a record of all applications or requests for change of Membership received and shall forward them promptly to the Chair of the Membership Committee.

(b) Each new application for Active and Corresponding membership must include a recommendation from an Active Member of KRF. Junior Member applicants must include a recommendation from their Training or Program Director. These recommendations will be in the form of a signed letter of support or an original signature on the application form and will be submitted as part of a complete application for Society membership.

3.10. Election to Membership. The Membership Committee shall review and vote on all applications for Membership in KRF, or for change in classification.

3.11. Validation of Membership.

(a) A duly elected applicant for any dues paying class shall be admitted to that class of Membership upon payment of the appropriate dues to the Treasurer. If the dues are not paid within six months of the date of notification of election by KRF's office, the applicant shall be considered to have withdrawn the application, and shall not thereafter be recorded on the rolls of KRF. Reapplication for Membership may be made after an interval of two years.

(b) A duly elected applicant for any non-dues paying class shall be admitted to Membership in that class upon approval by the Membership Committee.

3.12. Loss of Membership.

(a) Any Member whose dues fall in arrears shall be deemed to have severed connection with KRF. A warning letter shall be sent by KRF's office, when notified by the Treasurer of such arrears, and if the dues are not then paid within thirty (30) days (unless special extenuating circumstances are presented by the one in arrears and are accepted by the Board) affiliation with KRF shall summarily cease. Any Member whose dues fall in arrears shall cease to receive the journal of KRF thirty (30) days after a warning letter has been sent by KRF's office, when notified by the Treasurer of such arrears.

(b) Any Member who shall be considered to have behaved in a manner unworthy of Membership in KRF may be dismissed from Membership by unanimous vote of the Board (with absent Members of the Board being polled by mail, e mail or phone) confirmed by a majority vote of the Active Members present in person or by proxy (which may be in

writing, email or other electronic communication) at the next annual meeting. The accused shall have the right to appear before the Board to hear the charges and present a defense with witnesses. Also, a written defense may be presented to the annual meeting to be read there by the President or his/her designee Secretary before the final vote is taken. If the Board does not vote unanimously for dismissal, no record of the case shall appear in the proceedings of the annual meeting.

3.13. *Resignation.* The resignation of a Society member will be automatic if membership is not renewed as described in 3.11(a). The individual must reapply for membership as stated in 3.08(a).

ARTICLE IV

OFFICERS

4.01. *Officers.* All officers of KRF are elected and will serve for a period of one year only. The Officers of KRF shall be a (1) President, a (2) First Vice President, a (3) Second Vice President, a (4) Treasurer, and the (5) Immediate Past President. The Second Vice President shall be elected annually by a majority of the votes cast by the voting Members for a period of one year only.

The Treasurer shall be elected by a majority vote of the Board of Directors for a three-year term. The Treasurer may be selected from within the Board or outside of the existing Board. The First Vice President shall succeed to the Office of President and the Second Vice President shall succeed to the Office of First Vice President the year following their taking office. No person, except the Resident Agent, may hold more than one office at a time. Officers shall be installed as the final act of the annual meeting at which their election is verified. Only Active Scientific Members shall be eligible to hold office.

4.02. *President.* The President shall preside at all meetings of KRF and shall also act as the Presiding Officer of the Board. The President shall fill vacancies in all Standing Committees, as outlined in the Bylaws, and appoint such Special Committees as considered necessary subject to confirmation by the Board. The President shall be an ex-officio Member of all committees. These appointments must be made within thirty (30) days after installation. The President shall also appoint auditors of the Treasurer's accounts and tellers for all election procedures of KRF. The President shall carry out other such duties as usually pertain to the Office.

4.03. *First Vice President.* The First Vice President shall discharge the duties of the President in case of the latter's absence or disability and shall be a Member of the Board. Any Standing or Special Committee may call upon the First Vice President in an advisory capacity, or may draft this officer as a Member of the Committee to break a tie vote, if one occurs.

4.04. *Second Vice President.* The Second Vice President shall discharge the duties of the First Vice President in case of the latter's absence or disability and shall be a member of the Board. In the event of the unavailability of the First Vice President, any standing or

special committee may call upon the Second Vice President in an advisory capacity or may draft this officer as a Member of the Committee to break a tie vote, if one occurs.

4.05. *Treasurer.*

(a) The Treasurer shall be empowered to receive and hold in trust or otherwise, funds, personal or real property received by gift, bequest, devise or otherwise, and to invest or reinvest, expend, convey, or otherwise dispose of such funds, personal or real property, all in such manner and at such time or times, and upon such terms as deemed desirable for the accomplishment of any of the purposes of KRF, provided, however, that such acts shall be under the control and direction of the Board, or of a Finance Committee set up by the Board for the management of such funds, and that authorization for all transactions be first obtained from the Board. The Treasurer shall chair the Finance Committee.

(b) The Treasurer shall pay all bills and other obligations of KRF, and for that purpose shall sign checks and drafts in payment of money.

(c) The Treasurer shall oversee the collection of fees and dues or assessments which shall be determined by the Board and/or KRF.

(d) In the last year of the current Treasurer's term, the Board will appoint a Treasurer-Elect to work with the Treasurer. The Treasurer-Elect is a member of the Finance Committee and not of the Board of Directors. The Treasurer-Elect will become Treasurer once the current Treasurer's term expires, pending final Board approval.

(e) The Treasurer, Treasurer-Elect, and other Officers or employees of KRF engaged in the handling of its funds shall be required to give bond to KRF for the faithful discharge of their duties in such form, and for such amount, and with such sureties as shall be determined by the Board. KRF shall assume responsibility for cost of such bond.

(f) The Treasurer shall report to the Board the financial status of KRF at intervals determined by the Board and shall report the financial business of KRF to the Members at the annual meeting.

(g) The Treasurer shall oversee the filing of the annual financial report with the office of the Attorney General of the New York State to the extent required by State Law.

4.06. *Board Members.* The Board Members of KRF shall consist of FIVE Active Members, to be elected for a term of one year. Elected Board Members shall serve for one year, one or more being elected each year to fill vacancies occurring as terms of previously elected Board Members expire. The number of Board Members may be varied by KRF at an annual meeting. In the case of an increase in the number of Board Members, all new and additional Board Members shall be elected for a one-year term. Should KRF vote to decrease the number of Board Members, this should be accomplished by electing one less Board Member annually until the desired number has been accomplished; providing, however, that there shall always be at least FIVE Board Members. The Board Members shall serve as Members of the Board of Directors.

4.07. *Resident Agent.* A Resident Agent shall annually be appointed by the Board who shall be a resident of the New York State and who shall serve KRF in the manner described by the General Laws of the New York State. The Resident Agent may be an ex-officio Member of the Board.

4.09. *Vacancies.* Should the Office of President become vacant, the First Vice President shall assume that Office. The Second Vice President shall assume the Office of the First Vice President. The Office of the Second Vice President shall remain vacant until the next election. All other vacancies occurring among the Officers or Board Members shall be filled by appointment by the Board. Such appointed Officers or Board Members shall serve until the next annual meeting, when they must be confirmed by vote, or others must be elected in their place.

4.10. *Re-election.* Officers or Board Members may be re-elected to succeed the same office for a total of five years of service in the same office.

4.11. *Removal.* Any Officer or Board Member may be removed at any time for cause by majority vote of all Board Members.

4.12. *Resignations.* The resignation of any Board Member shall become effective immediately upon written receipt thereof by the President or in the case of the resignation of the President, by the written receipt thereof by the First Vice President.

4.13. *Attendance at Board Meetings.* Should any Member of the Board fail to attend two consecutive meetings of the Board, the office shall be thereby vacated, the same as if by voluntary resignation, unless the Board Member has submitted in writing within five (5) days of the meeting a statement of satisfactory reasons for failure to attend, and the Board may declare the office vacant and proceed to fill said vacancy.

ARTICLE V

BOARD OF DIRECTORS

5.01. *Board of Directors.* The Board of Directors (sometimes referred to as the Board) of the Keloid Research Foundation shall consist of the President, First Vice President, Second Vice President, Treasurer, Immediate Past President, and the Board members.

5.02. *Functions of the Board.*

(a) The Board shall be responsible for conducting the affairs of KRF, and shall have direction of all Officers, Appointees, Standing Committees, Ad Hoc Committees, Task Force groups and contractual relationships of KRF. It shall act upon all questions of general policy and administration. It shall have final authority regarding adoption of new work and the expenditure of money.

(b) The Board shall have the power to fill any vacancy occurring in the Board, or in any Office of KRF, but such interim appointee shall serve only until a successor is duly elected and installed.

(c) The Board shall determine the date and place of the annual meeting, and shall announce its decision to KRF at the time of the preceding annual meeting.

(d) The Board may, at its discretion, call a special meeting of KRF at any time. It may call a special meeting upon the receipt of a written request signed by three or more of the Active Members of KRF.

(e) The Board may establish, appoint, eliminate or delegate to the President the duty to establish, appoint, or eliminate such new Standing Committees, Ad Hoc Committees and/or Task Force groups as it may deem necessary. Such appointments shall be for a term of one year, with subsequent appointments to be made as determined in the action establishing the Committee.

(f) The Board shall determine the annual dues.

(g) The Board shall have the power to waive dues and all other assessments in cases of hardship, or when it wishes to thus honor a Member.

(h) The Board may submit to the Membership Committee the name of any Member it wishes to honor as an Honorary Member of KRF.

(i) The Board shall have the power to declare any proposed amendment to the Certificate of Incorporation and/or Bylaws "Emergency," thereby requiring a vote to be taken on the proposed amendment, as provided under Article VIII of the bylaws.

5.03. *Meetings of the Board.* The Board shall meet annually just prior to the annual meeting of KRF. Special meetings of the Board of Directors may be called at any time by any three Members of the Board. Notice shall be given of the place (which may be within or without the New York State), date, and hour of each meeting of the Board of Directors, and in the case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be mailed or e-mailed to each Board Member at least ten (10) days before the scheduled date of the meeting, addressed to the address as it appears in the records of KRF, or delivered to such Board Member personally at least five (5) days before the scheduled date of the meeting.

5.04. *Voting.* A quorum of the Board to conduct business shall consist of three Members of the Board. Each Board Member shall be entitled to cast one vote upon each matter at any meeting of the Board. Except as at the times otherwise required by New York State Law, the vote of the majority of the Board Members present at a meeting of the Board at which a quorum is present shall be the act of the Board.

5.05. *Interim Business.* Interim business may be conducted by mail, e-mail or telephone. The President shall have the power to take binding action in the absence of a meeting of

the Board provided three Members of the Board have concurred, in writing or by witnessed telephone conversation, in such action.

5.06. *Ex-Officio Members of the Board.* Ex-officio Members of the Board shall be the Resident Agent and other individuals so designated by the Board. Ex-officio Members shall not be permitted to vote on the Board.

ARTICLE VI

MEETINGS OF MEMBERS

6.01. *Annual Meeting.* KRF shall meet once in each calendar year at a time and place (which may be within or without the New York State) determined by the Board for the election and installation of officers, and transaction of such business as may come before it, and the presentation of a scientific program. (a) At the annual meeting, the order of business shall be as follows:

- (1) Reading or acceptance of minutes of preceding meeting
- (2) Reports of Officers and Board
- (3) Reports of Committees
- (4) Unfinished business
- (5) New business
- (6) Elections
- (7) Installation of new Officers.

6.02. *Special Meetings.* The Board may call special meetings of KRF whenever in its opinion it is expedient. The Board must call a special meeting promptly upon receipt of a written request of one-third of the Active Members of KRF.

6.03. *Notice of Meetings.* Notice of annual and special meetings of KRF shall be given by the President of KRF to all Active Members by mail or email or other electronic communication. The notice sent to Active Members shall include the business agenda. All notices shall be sent at least thirty days before the date of the meeting.

6.04. *Voting.* Only Active scientific members shall vote on any question concerning KRF, each of these Members being entitled to one vote in person or by proxy (which may be in writing, email or other electronic communication) upon each matter.

6.05. *Quorum.* Fifty Active Scientific Members shall constitute a quorum for the transaction of business. All matters dealt upon at any meeting of the Members shall be decided by a majority of the Members present in person or by proxy (which may be in

writing, email or other electronic communication). In the absence of a quorum, any officer may adjourn the meeting sine die. Active members may act by written consent in lieu of a meeting in accordance with New York State law.

6.06. *Election of Officers.* The Nominating Committee shall present a slate of Officers and Board members to be voted upon by the Membership at a meeting in person or by proxy (which may be in writing, email or other electronic communication). The Active Members of KRF will have the option of submitting names to the Nominating Committee's consideration for inclusion in the slate. Announcement will be posted in the Newsletter or other mailings to the Membership of KRF calling for submission of names to the Nominating Committee.

ARTICLE VII

COMMITTEES

7.01. *Other Standing Committees.* The Board may establish other Standing Committees, Ad Hoc Committees, and Task Force groups as needed.

ARTICLE VIII

AMENDMENTS

8.01. *Amendments.* The Certificate of Incorporation or Bylaws may be amended in accordance with proposals initiated by the Board, or the Rules Committee, or by a petition signed by three or more Active Members of KRF. The President shall forward all such proposals to the Chair of the Rules Committee. Such proposals shall be placed on the agenda for general discussion at the next annual meeting.

(a) Amendments to the Certificate of Incorporation. Amendments to the Certificate of Incorporation may be made by a two-thirds vote of all voting Members present at a meeting in person or by proxy (which may be in writing, email or other electronic communication), provided the amendments conform to the New York State Laws.

(b) Amendments to the Bylaws. The bylaws may be amended in accordance with proposals initiated by the Board of Directors or by a petition signed by ten (10) or more Active Scientific Members of KRF. Such proposals shall be submitted to the voting members. Amendments to the Bylaws must be approved by two-thirds of the votes cast by the voting Members present at a meeting in person or by proxy (which may be in writing, email or other electronic communication).

8.02. *Effective Date of Amendments.* Amendments to the Certificate of Incorporation or to the Bylaws shall become effective when the final vote on the amendment is determined.

ARTICLE IX

CONTRACTS, SECURITIES, AUDIT

9.01. *Contracts.* All contracts and instruments under the Seal of KRF shall be signed by the President and First Vice President and by additional Board Members as authorized by the Board.

9.02. *Securities.* Certificates of stock or other securities held by KRF may be endorsed for transfer by the President, First Vice President, Treasurer, and by additional Board Members as authorized by the Board.

9.03. *Audit.* The accounts of KRF shall be audited annually by independent public accountants selected by the Board of Directors.

ARTICLE X

RIGHT OF PARTICIPATION

10.01. *Right of Participation.* No person shall be denied Membership in KRF or participation therein because of sex, race, color, creed or religion, and discrimination of any kind in these regards is expressly prohibited.

ARTICLE XI

MISCELLANEOUS PROVISIONS

11.01. *Fiscal Year.* The AES Board of Directors may establish the fiscal year of KRF.

Founded 2011

Incorporated 2011