

BYLAWS OF THE AMERICAN LIPEDEMA ASSOCIATION

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of the organization shall be the American Lipedema Association (hereinafter referred to as the "Association").

Section 2. Purpose

The Association is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes of the Association are:

1. To promote public awareness and understanding of lipedema, a chronic, progressive, and often debilitating condition affecting women.
2. To support and encourage research into the causes, diagnosis, and treatment of lipedema.
3. To provide educational resources and support services to individuals affected by lipedema and their families.
4. To advocate for improved access to quality healthcare and treatment options for individuals with lipedema.
5. To engage in any lawful activities that further the Association's charitable and educational purposes.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility

Membership in the Association shall be open to individuals and organizations that support the purposes of the Association and meet the following criteria for membership, as established by the Board of Directors:

1. Must be a lipedema patient, personally affected by the condition, or
2. Must provide hands on care to someone with lipedema, or
3. Work as a medical practitioner specializing in lipedema.

Section 2. Classes of Membership

The Association shall have the following classes of membership:

1. Individual Members: Lipedema patients and their hands-on caregivers.
2. Medical Practitioners: Organizations, including but not limited to healthcare providers, and scientific researchers that have an interest in the purposes of the Association.
3. Honorary Members: Individuals who have made significant contributions to the Association or to the understanding and treatment of lipedema, as determined by the Board of Directors.
4. Scholarship members: Every Lipedema patient has the right to be a part of the American Lipedema Association. In exceptional circumstances, the board will approve membership scholarships to allow lipedema patients who cannot afford the membership fee to access the benefits of being a member.

Section 3. Dues

The Board of Directors shall have the authority to establish and modify membership dues for each class of membership. However membership dues may not increase more than 10% in any year, and members must be notified 30 days before the membership fee change takes effect.

The annual corporate membership dues are \$15 for patients and caregivers, \$50 for medical practitioners, and are non-refundable.

Section 4: Resignation: Any member may resign from the Corporation by submitting a letter to the President or the Board of Directors' Secretary/Treasurer. Resignations are effective 30 days after the letters are received.

Section 5: Compensation: Corporation members shall receive no compensation for performance of their duties related to the Corporation, except that members may request reimbursement for actual expenses incurred on behalf of or for the benefit of the corporation, if authorized prior to making the expenditure.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors (the "Board") shall have the authority and responsibility to manage the affairs and business of the Association, including but not limited to:

1. Establishing and implementing policies and procedures for the Association.

2. Overseeing the financial affairs of the Association, including approving budgets and authorizing expenditures.
3. Appointing and removing officers and committee members.
4. Approving the establishment of chapters or affiliates of the Association.
5. Interpreting and enforcing the provisions of these Bylaws.

Section 2. Composition and Term

The Board shall consist of not less than three (3) and not more than fifteen (15) Board Members. The exact number of Board Members shall be determined by the Board from time to time. Directors shall be elected by the voting members of the Association for a term of three (3) years, with the possibility of being re-elected.

Section 3. Meetings

- a. Board meetings: The Board shall hold regular meetings at least quarterly, with the date, time, and location determined by the Board. Special meetings may be called by the President or by a majority of the Directors. Board meetings may be held via online methods such as Zoom, Teams, Microsoft Meet, or other current online technology.
- b. General Corporation meetings. Meetings of the corporation members shall be held online, or at such other place may be designed in the call or notice of such meeting by the president or by the majority of the board of directors.
- c. Annual Meetings: An annual meeting of corporation members shall be held each year online, at a date and time selected by the president. If the president does not select any other date and time, the annual meeting shall take place on the first Tuesday of June at the hour of 8 PM Eastern. The purpose of the annual meeting of members shall be to nominate and/or elect board members and to conduct such other business as may come before the corporation.
- d. Special meetings of Corporation Members may be called by the President or by a majority of the Board of Directors.
- e. Notice of Corporation Members' Meeting. Written notice stating the place, date, and hour of the meeting, and, in connection with a special meeting, the purpose(s) for which the meeting is called, shall be given, and shall be delivered not less than five (5) nor more than forty (40) calendar days before the date of the meeting, either personally, by mail, electronic mail, or by general advertising by or at the direction of the President, or the Secretary, or persons calling the meeting, to each Corporation Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed

to the member at his or her address as it appears on the records of the Corporation and with postage thereon prepaid.

Section 4. Quorum and Voting

- a. Board: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- b. Corporation Voting. At any regular or special meeting, each Corporation Member shall be entitled to one vote on each matter submitted to the voting of members. If a member is unable to attend the meeting, he/she shall be allowed to submit a vote, prior to the meeting via electronic mail or written ballot, to the President or to submit a proxy as described in Section 7.
 - a. Quorum. Quorum shall be defined as being constituted of all Corporation Members in good standing present, or represented by proxy, at the meeting. Quorum is required for the transaction of business at any regular or special meeting of members. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by statute or by any provision of the by-laws or any amendment thereto in respect of such matter.

ARTICLE IV: OFFICERS

Section 1. Officers

The officers of the Association shall be a President, Vice President, Secretary/Treasurer, and such other officers as the Board may appoint from time to time.

Section 2. Election and Term

The officers shall be elected by the Board from among the Directors at the annual organizational meeting of the Board, held each November, after the annual open corporate meeting. Officers shall serve for a term of one (1) year and may be re-elected for additional terms.

Section 3. Duties

The duties of the officers shall be as follows:

1. **President:** The President shall preside at all meetings of the Board and the Association and shall have general supervision over the affairs of the Association, subject to the control of the Board. The president also has signatory authority on checks and other financial instruments as a backup to the Secretary/Treasurer.
2. **Vice President:** The Vice President shall perform the duties of the President in the absence or disability of the President and shall perform such other duties as may be assigned by the Board.
3. **Secretary/Treasurer:** The Secretary/Treasurer shall keep accurate records of the proceedings of all meetings of the Board and the Association and shall perform such other duties as may be assigned by the Board. Additionally, they shall have custody of funds and securities of the Association and shall keep accurate accounts of all receipts and disbursements.
4. **Removal:** A Board Member, once duly elected, may be removed prior to the end of that member's term of office for failure to comply with By-Laws for, violating the terms of the IRS 501c3 rules for non-profit, permit, failure to attend three-fourths of regularly scheduled meetings called by the Board of Directors, or for cause by a vote of two-thirds of the Board of Directors at a special meeting called for that purpose.

ARTICLE V: COMMITTEES

Section 1. Establishment

The Board may establish standing or ad hoc committees as it deems necessary or advisable to carry out the purposes of the Association.

Section 2. Composition and Duties

The composition, duties, and responsibilities of each committee shall be determined by the Board.

ARTICLE VI: AMENDMENTS

Section 1. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board, provided that notice of the proposed amendment has been given to all Directors at least thirty (30) days prior to the meeting.

ARTICLE VII: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all liabilities of the Association, distribute the remaining assets of the Association exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII: MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Association shall be determined by the Board.

Section 2. Indemnification

The Association shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted by the laws of the State of Oklahoma.

Section 3. Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Oklahoma.

These Bylaws were adopted by the Board of Directors of the American Lipedema Association on June 5, 2024.

ARTICLE IX: AMENDMENTS

The power to alter, amend or repeal the by-laws or adopt new by-laws is vested in the Board of Directors and the same may be done at any meeting of the Board of Directors or the Corporation by a two-thirds vote of the directors present at the meeting at which a quorum is present, provided, at all events, Article VII shall not be subject to such right of amendment or repeal.

Adopted by the Corporation Board of Directors on June 4, 2024, and effective June 4, 2024. Previous Corporate Bylaws and associated amendments thereto, are rescinded in their entirety.