

BYLAWS¹
OF
NATIONAL PERINATAL INFORMATION CENTER, INC.

As Amended on

July 24, 1985, September 16, 1985, June 6, 1987, June 13, 1988,

October 31, 1989, August 2, 1990, June 1, 1991,

May 12, 1992, September 21, 1996, September 6, 1997,

October 21, 2006, September 15, 2007

(Note administrative changes below)

ARTICLE I

Offices

Section A. Principal Office. The principal office of the Corporation shall be located at 225 Chapman Street, Suite 200, Providence Rhode Island 02905. [July 7, 2006] The Corporation may have such other offices, either within or without the State of Rhode Island, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. [June 1, 1991]

Section B. Registered Office. The Corporation shall have and continuously maintain in Rhode Island a registered office and a registered agent whose office is identical with such registered office as required by the Rhode Island Non-Profit Corporation Act. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

(Change of address Section IA – July 7, 2006)
(Board clarification Section VB – October 23, 2004)

ARTICLE II

Members

Section A. Institutional Membership. The Board of Directors delegates to the staff recruitment and enrollment of hospitals and perinatal centers interested in the objectives of the Corporation as Institutional Members thereof. An Institutional Member may not be deprived of such membership, except by a vote of the Board of Directors or because of a failure to comply with Sections C and D of this Article II. [September 21, 1996]

Section B. Rights of Institutional Members. Upon being accepted as an Institutional Member and the payment of membership dues, such Institutional Member shall be entitled to receive copies of all reports, books, and other materials prepared and published by the Corporation. Institutional Members shall also become entitled to receive advance notice of and to attend educational seminars, forums, meetings, and lectures sponsored or held under the auspices of the Corporation. Institutional Members will have no right to vote on any matters of the Corporation [August 2, 1990].

Section C. Obligation of Institutional Members. All Institutional Members shall be obligated to provide the Corporation with information regarding perinatal care at the facilities of such Institutional Member for use in forming the Corporation's data base. This requirement may be waived by the Board of Directors. It is understood that the Corporation will take adequate measures to safeguard the confidentiality of the Institutional Members' information.

Section D. Payment of Institutional Membership Dues.² Membership dues as determined by the Board for Institutional Members shall become due upon joining the organization. Annual dues thereafter are due and payable annually beginning each calendar year. [September 21, 1996]

Section E. Termination. Institutional Membership shall terminate after the member fails to pay the annual membership dues after appropriate notification or after Staff has given the Institutional member adequate notice requesting that it provide the Corporation with the information specified in Section C. An Institutional Member can have its membership reinstated by paying its dues and/or by providing such information. [September 21, 1996]

Section F. Individual Members. The Board of Directors may, by majority vote, admit persons other than hospitals and perinatal centers as individual members. Such members shall have no right to vote on any matters of the Corporation. Such members may not be deprived of membership except by a vote of the Board of Directors or failure to pay dues as cited in Section G. [August 2, 1990], [September 21, 1996]

Section G. Payment of Individual Membership Dues Membership dues for individual members shall become due upon joining the organization. Annual dues as determined by the Board thereafter are due and payable on an annual basis. [September 21, 1996]

Section H. Other Classes of Members. The Board of Directors may establish other classes of membership in the Corporation by an affirmative vote of at least two-thirds of the members of the Board of Directors. Such members shall be entitled to the rights and conditions of membership specified by the Board of Directors at the time such class of membership is

² Board Clarification: Annual dues thereafter are due and payable at a set time each year to coincide with the beginning of annual data collection process (June 6, 1987).

established but shall not have the right to vote or otherwise participate in the management of the Corporation.

Note: Article II, *[original]* Section H, as well as Sections I, and J have been deleted as of August 2, 1990.

ARTICLE III

Board of Directors

Section A. General Powers. The Board of Directors of the Corporation shall supervise, manage and control all of the affairs, business activities, and policies of the Corporation.

Section B. Number, Tenure, and Qualifications. 1. The initial Board of Directors of the Corporation shall be those individuals named in the Certificate of Incorporation. 2. The Board of Directors shall consist of the Chair, Chair-elect, Secretary, Treasurer, and immediate Past Chair and members at large³ [September 6, 1997]. The number of directors shall be fixed from time to time by the Board of Directors⁴⁵. 3. At large members of the Board of Directors shall be elected for up to three (3) years, with no more than one-third of the membership elected annually

³ Titles of officers of the Board of Directors were changed from President, Vice President and Past President to Chair, Vice Chair and Past Chair. Executive Director and Associate Director were changed to President and Vice President. September 6, 1997.

⁴ Amended June 13, 1989; Amended back to original language October 31, 1989.

⁵ Board clarification: ...and appoint an Executive Committee which shall consist of the Chair of the Board of Directors, Secretary and the Treasurer. The Chair of the Board of Directors shall serve as Chairperson of the Executive Committee. The President shall serve ex-officio. (June 6, 1987).

from nominee(s) presented from the Nominating Committee. [September 15, 2007]. 4. At large members of the Board of Directors may serve up to three consecutive terms unless otherwise elected by a majority vote of the full Board of Directors. [September 15, 2007]. 5. Election to or deletions from the Board of Directors shall be by a majority vote of the full Board of Directors. [June 1, 1991]. 6. Individuals nominated and elected to the Board agree to establish and/or maintain individual membership in the organization for the duration of their tenure on the Board. [September 21, 1996]

Section C. Regular Meetings. The regular annual meeting of the Board of Directors shall be held upon at least 10 day's notice in writing by mail or by other reasonable means. Such meetings may be held either within or without the State of Rhode Island as determined by the Board of Directors. It may be held on any other date set pursuant to resolution of the Board of Directors provided at least 10 day's notice of the new date for the meeting is given to each director. The Board of Directors may provide by resolution the time and place, either within or without the State of Rhode Island, for the holding of additional meetings of the Board of Directors. Notice of such additional meetings shall be given in accordance with Section E of this Bylaw.

Section D. Additional Meetings. Additional meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the directors. The person or persons authorized to call such additional meetings of the Board of Directors may fix any place, either within or without the State of Rhode Island, as the place for holding any additional meeting of the Board of Directors called by them.

Section E. Notice. Notice of any additional meeting of the Board of Directors shall be given at least 10 days prior thereto by written notice by mail or other reasonable means. Any director may waive notice of any meeting. The attendance of any director at any meeting shall

constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section F. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting without further notice. [September 21, 1996]

Section G. Manner of Acting. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section H. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the then directors, even if such a majority does not constitute a quorum. Any director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section I. Compensation. Directors as such shall not receive any stated salaries for their services.

Section J. Voluntary Retirement. Any director may retire at any time by notifying the Chair or the Secretary in writing. Such retirements shall take effect at the time therein specified.

Section K. Evaluation and Compensation Committee. The Board of Directors, by resolution, shall designate and appoint an Evaluation and Compensation Committee consisting of two or more directors. On or before October 1 of each year the Committee will conduct a confidential performance evaluation of the President of NPIC and approve compensation. [September 15, 2007].

Section L. Executive Committee. The Executive Committee shall consist of the officers of the Board (Article IV, Section A). The Executive Committee shall, except as otherwise provided by law, have and exercise all the powers of the Board of Directors during intervals between the meetings of the Board of Directors and shall fix its own rules of procedure. Such committee shall keep a record of its proceedings, which shall from time to time be reported to the Board of Directors. [June 1, 1991]

Section M. Nominating Committee. The Board of Directors, by resolution, shall designate and appoint a Nominating Committee consisting of two or more directors. The Nominating Committee shall nominate persons to serve as officers or directors of the Corporation [June 1, 1991]. The immediate Past Chair shall serve as Chairperson of the Nominating Committee. [September 21, 1996]

Section N. Managers and Advisors to the Corporation. The Board of Directors may elect or appoint any person or persons to act in a management capacity or an advisory capacity to the Corporation or in an honorary capacity in respect to the Corporation. The Board of Directors may compensate such person or persons for their services.

ARTICLE IV

Officers

Section A. The Officers. The officers of the Corporation shall be Chair, Treasurer, Secretary and Chair-elect and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other positions, such as Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person. The Corporation may obtain for each officer and employee of the Corporation a bond, in such sum and with such number of sureties as the Board of Directors shall from time to time determine, for the faithful performance of his or her duties and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal, of all books, papers, vouchers, money or other property of whatever kind in his or her possession or under his or her control, belong to the Corporation. [June 1, 1991]

Section B. Election and Term of Office. The Chair-elect, Secretary, and Treasurer of the Corporation shall be elected at a regular Annual Meeting of the Board of Directors from nominee(s) presented by the Nominating Committee. The nominee(s) for Secretary and Treasurer shall be selected from the members of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board of Directors. The terms of office for Secretary and Treasurer shall be two years. There is no limit on the number of successive times an individual may be elected to serve as Secretary or Treasurer. [September 21, 1996] The Chair-elect shall hold office for a two year term, after which he/she shall assume the office of Chair for a two year term. Any officer or agent elected or appointed by the Board of Directors may be

removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. [June 1, 1991]

Section C. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or the Chair or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section E. Chair. The Chair shall in general supervise the affairs of the Corporation, subject, however, to the control of the Board of Directors or the Executive Committee of the Board of Directors. He/she shall, if present, preside at all meetings of the Board of Directors. In addition, the Chair shall perform such other duties as may be prescribed by the Board of Directors or Executive Committee from time to time.

Section F. Chair-elect. In the absence of the Chair, he/she shall preside at the Executive Committee and Board meetings. He/she shall perform duties as assigned by the Chair and shall perform other duties as prescribed by the Chair, the Executive Committee or the Board of Directors. [June 1, 1991]

Section G. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in

accordance with Article V of these Bylaws; and in general perform the duties incident to the office of Treasurer and such other duties as from to time may be assigned by the Chair or by the Board of Directors.

Section H. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is fully authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section I. Past Chairs. The immediate Past Chair will retain this title for two years following his/her tenure as Chair. During this time the Past Chair will hold a voting position on the Board and will perform those duties as called upon by the Chair, the Executive Committee or the Board. [June 1, 1991]

ARTICLE V - REVISION

Miscellaneous Provisions

Section A. Contracts and Others Documents. The Board of Directors or Executive Committee, except as otherwise required by law, the Certificate of Incorporation, or these Bylaws, may authorize any agent or agents of the Corporation to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Loans, Etc.. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer⁶.

Section C. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select.

Section D. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

⁶ Board Clarification: (update of clarification passed by Board June 1, 1991)...The Treasurer, Chair, Chair –Elect or person(s) identified by the Treasurer is authorized to sign checks, drafts, loans or other orders for the payment of money in an account not to exceed five thousand dollars (\$5,000) per instrument. Such instruments over five thousand dollars (with the exception of monthly rental payments) shall be signed by the Treasurer and Chair, Chair-Elect or person(s) designated by the Treasurer. The Treasurer at his(her) discretion may approve electronic payment in excess of five thousand dollars (\$5,000) prior to any payment transaction. (October 23, 2004).

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provisions of the Bylaws, under the provisions of the Certificate of Incorporation, or by the Rhode Island General Corporation Law, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section F. President: The President shall be responsible for the day-to-day operation of the Corporation and will periodically report to the Board of Directors on organizational and corporate activity. The President will serve as an ex-officio member of the Board. This staff position may be part of a management services contract which the Chair exercises on behalf of the Board. The President serves at the pleasure of the Board. Dismissal of the President requires a majority vote of all the Board of Directors at an annual meeting or a special meeting called for this purpose. When a vacancy occurs by dismissal or resignation, the Chair will appoint an Acting President. After an appropriate search, the Chair will then present a candidate for the position to the Board for their approval. A majority of all the Board of Directors must approve the candidate at the annual meeting or at a special meeting called for the purpose of selecting a President. [September 21, 1996]

ARTICLE VI

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be

inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII

Annual Audit

The Corporation shall provide for an annual audit of the accounts by a certified public accountant to be chosen by the Board of Directors.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year unless otherwise determined by the Board of Directors.

ARTICLE IX

Corporate Seal

The Board of Directors shall provide a corporate seal which shall have thereon the name of the Corporation, the year of its incorporation, and the words, "Corporate Seal, Rhode Island."

ARTICLE X

Indemnification

The discharging of their duties (including acting as trustees or officers or other foundations, corporations, or entities at the request of the Corporation), directors and officers shall be indemnified by the Corporation for judgments and fines (whether civil, criminal, administrative, or investigative) amounts by or in the right of the Corporation to procure a judgment in its favor, for any of the above enumerated matters whether threatened, pending or contemplated, as well as reasonable expenses for each, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation but had no reasonable cause to believe that his conduct was unlawful.

ARTICLE XI

Amendments to the Bylaws

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Board of Directors present at any regular or at any additional meeting of the Board of Directors⁷.

/MHF
Revised May 15, 1991

/MH
Revised May 12, 1992

/AW
Revised September 21, 1996

⁷ Note deletion of Institutional Members (August 2, 1990).