

July 10, 2004

Revised: December 31, 2016

**BYLAWS
of the
US COPD COALITION, Inc.**

ARTICLE I

NAME: This organization shall be known as the **U.S. COPD Coalition, Inc.**, a Maryland Tax-exempt, Non-Stock Corporation (hereinafter sometimes referred to as the "Coalition") whose principal office is in Columbia, Maryland.

ARTICLE II

OBJECTIVES: The principal objective shall be to form a coalition of US organizations and individuals committed to improving awareness of, and care of patients with, Chronic Obstructive Pulmonary Disease (COPD). The goals of the US COPD Coalition are to:

- Promote better care for patients with COPD;
- Raise awareness of COPD among patients, health professionals, policy makers, and the public;
- Foster communication and networking among its member organizations;
- Define barriers that prevent implementation of COPD programs;
- Stimulate COPD research; and
- Seek cures for COPD.

These goals shall be achieved in cooperation with professional health organizations, patient organizations/foundations, government agencies, health care providers and individuals with interest in COPD research, patient care, and health promotion/disease prevention.

The Coalition shall meet its program goals through conducting at least one meeting per year and shall form a Board of Directors to supervise the business and affairs of the Coalition.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership Categories.

The classifications, requirements, rights and privileges of the various classes of Coalition membership are as set forth below.

A) Professional Health Organization Member. A Professional Health Organization Member shall be an association or society of physicians, nurses, respiratory therapists, and/or allied health professionals incorporated in any State or Territory of the United States of America. All members in this category must qualify for not-for profit status under section 501 of the Internal Revenue Service Tax Code. The Professional Health Organization must be interested and active in meeting the goals of the Coalition in order to become a Member. A Professional Health Organization Member shall be entitled to all privileges of the Coalition including, but not limited to, the right to vote at the meetings of Members and to hold office in and to serve on committees.

B) Patient Organization Member and Foundation Members. A Patient Organization Member or a Foundation Member shall be an association or society incorporated in any State or Territory of the United States of America. Such incorporation shall be according to the applicable tax- exempt category of the state of incorporation or having met requirements for not-for-profit status under section 501 of the Internal Revenue Service Code. The Patient Organization or a Foundation must be interested and active in meeting the goals of the Coalition in order to become a Member. A Patient Organization Member or a Foundation Member shall be entitled to all privileges of the Coalition including but not limited to the right to vote at the meetings of Members and to hold office in and to serve on committees.

C) Individual Members. An Individual Member shall be a person with expertise in COPD and dedicated to the objectives of the Coalition. An Individual Member shall be entitled to all privileges of the Coalition including but not limited to the right to vote at the meetings of Members and to hold office in and to serve on committees.

D) State COPD Coalition Members: State COPD Coalition members shall consist of a group of incorporated or unincorporated organizations representing patient, professional organizations, and other groups. State COPD Coalitions must be interested and active in meeting the goals of the US COPD Coalition. State COPD Coalition members shall have all rights and privileges of membership, including, but not limited to, the right to vote, hold office and serve on committees.

E. Liaison Members: A Liaison Member shall be a governmental agency dedicated to the objectives of the Coalition. A Liaison Member shall be entitled to all privileges of the Coalition, except that a Liaison Member may not vote or hold office. Liaison members representing a governmental agency shall not participate in the planning or implementation of any advocacy activities of the Coalition and shall not vote in any of the business proceedings of the Coalition. Federal agencies participating in this coalition must follow applicable policies and procedures relating to fair and open competition for grants and contracts, and will take appropriate steps to ensure

that non federal organization participating in this coalition will not receive an unfair competitive advantage.

Section 3.2 Use of Name. Should a Member develop a project independently of the Coalition and desire to indicate its membership in the Coalition, it must first obtain prior written authorization from the Board of Directors.

Section 3.3 Initial Members. Members participating in the US COPD Coalition as of January 1, 2004 will be invited to continue as a Member following their ratification of these Bylaws.(COPD Alert,NECA,EFFORTS....?)

Section 3.4 New Members. An Organization/individual may become a Member by application to the Coalition and by receiving a majority vote of approval by the Board of Directors.

Section 3.5 Special Qualifications. Candidates who do not meet basic requirements but who have special qualifications may, at the discretion of the Board of Directors, be approved for Membership.

Section 3.6 Representation. Each Member organization shall appoint its representative to the Coalition according to its own governance rules and procedures. Each Member will have one official representative to the Coalition who will have sole voting rights. Nothing in the foregoing is to prevent a Member from having more than one attendee at Coalition meetings or proposing additional members or staff for appointments to serve on committees.

Section 3.7 Membership Roster. The Secretary shall maintain a roster of the membership of the Coalition.

Section 3.8 Discipline. By action of the Board of Directors, the privileges of a Coalition Member may be revoked or suspended in accordance with procedures established by the Board of Directors, should it be determined that the Member no longer has an interest in the mission of the Coalition.

ARTICLE IV

FEES AND DUES: There shall be no fees for Members to belong to the Coalition Unless approved by the Board of Directors of the U.S. COPD Coalition

ARTICLE V MEETINGS OF

THE COALITION

Section 5.1 Annual Meeting.

A business meeting of Coalition Members shall be held at least once each year at such time and place as shall be designated by the Board of Directors, for the purpose of electing persons to such offices and positions as required election by the Members, receiving reports and transacting such other lawful business as may come before the

Members. The affirmative vote of a majority of the Members attending a meeting be required of the Members Meeting via teleconferencing, internet, conference calls, and other distance attendance media are permissible for the purpose of conducting Coalition business. The chair of the meeting will determine presence of quorum

Section 5.2 Quorum and Action.

The presence of a majority of members, entitled to vote, shall constitute a quorum at any business meeting of the Coalition. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of a sufficient number of Members to leave less than a quorum.

Section 5.3 Special Meetings.

Special meetings of the Members may be called at any time by the Board of Directors for any lawful purpose or purposes and shall be held at such time and place as shall be designated by the Board of Directors.

Section 5.4 Adjourned Meetings.

Any meeting of Members, whether or not a quorum is present, may be adjourned from day to day or from time to time by the vote of the majority of the Members present at the meeting.

Section 5.5 Notice of Annual and Special Meetings.

Written notice specifying the place, day and hour of the annual business or special meetings of Coalition Members, the general nature of the business to be transacted and all other matters required by law, shall be given by mail, email or facsimile at least sixty days before the date on which the meeting is to be held, with a reminder notice at least 10 days prior to the meeting. Notice shall be deemed to have been given on the date of mailing or, if by facsimile or email, on the date of transmission.

Section 5.6 Notice of Adjourned Meetings. It shall not be necessary to give any notice of the time and place of any adjourned meeting, or of the business to be transacted there, other than by announcement at the meeting at which such adjournment is taken. When a meeting is adjourned for 90 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 5.7 Proxy Voting. Proxy voting shall not be permitted at any meeting of the Coalition Members.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Composition of the Board of Directors.

The Board of Directors shall consist of a minimum of nine and maximum of eleven members. Membership should be equally balanced as much as possible between Professional Health Organization Members and Patient Organization Members. The

Board must always include at least one representative from each of the following: the COPD Foundation, a state coalition, another Patient organization.

Section 6.2 Election and Term of Board of Directors Members.

- A) Board Members shall be elected by the Coalition Members at the Annual Meeting of the Coalition and shall serve for a term of three years. The Board may adjust the length of the Directors' terms to achieve a staggered expiration schedule. A staggered election schedule shall be maintained, with about one-third of the members of the Board elected or re-elected annually.
- B) Newly created directorships and vacancies resulting from action of the Board to increase the number of Directors or resulting from a vacancy on the Board will be filled by a majority vote of the Directors. A member of the Board filling an unexpired term will hold that office until the term expires, and then may be elected to a full three-year term.
- C) Any member of the Board who serves nine consecutive years or ten total as a Director is not eligible for re-election or reappointment to the Board for three years following the completion of his or her ninth year of service. Those individuals may continue to serve as a Director until the expiration of their term as an officer.

Section 6.3 Chair, Vice-Chair, Secretary, and Treasurer of the Board of Directors.

The Chair, Vice-Chair, Secretary, and Treasurer of the Coalition are the officers of the Coalition and shall be elected biannually on a staggered schedule for a two- year term by a majority vote of the Board. Candidates will be nominated and seconded by the Board. No Chair shall serve more than 2 consecutive terms.

The Chair and Vice-Chair of the US COPD Coalition as of January 1, 2004 will be continue as the Chairs of the newly formed not-for-profit corporation of the US COPD Coalition. One position will be up for election in 2005 and the other position in 2006, as decided by the Board of Directors.

Section 6.4 Duties.

The Board of Directors shall supervise the business and affairs of the Coalition. Without limiting the generality of the foregoing, the Board of Directors shall direct the Coalition's activities, funds and property; adopt rules and regulations for the election of members supplementary to, and not conflicting with, these Bylaws; designate Board Members to act as liaison to committees of the Coalition; determine the publications which are to be published by the Coalition; establish working relationships with other organizations; establish or abolish ad hoc committees; and, direct any and all Coalition business not otherwise provided for.

Section 6.5 Executive Secretary.

The Executive Secretary of the Coalition shall be retained by action of the Board of Directors, and assist with operation of the Coalition

Section 6.6 Quorum and Actions.

A majority of the Board of Directors Members shall constitute a quorum for the transaction of business. Except as provided in Section 6.9, all actions of the Board of Directors at a meeting shall be by the affirmative vote of a majority of the Board of Directors Members present.

The Board of Directors Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of a sufficient number of Board of Directors Members so as to leave less than a quorum. Chair of the Board will indicate presence of a quorum.

Section 6.7 Meetings.

The Board of Directors shall meet a minimum of two times each year, either in person, conference call or other distance attendance media. An annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Members at a time and place to be set by the Board of Directors. Special meetings of the Board may be called at any time by the Chair, Vice-Chair, or upon written request of four members of the Board. The Chair shall preside at all meetings of the Board; in the Chair's absence, the Vice-Chair shall preside. Except for the annual meeting, meetings of the Board of Directors may be held pursuant to any method provided for in these Bylaws or by Maryland law.

Written notice of the time and place of a special meeting shall be given to each Board of Directors Member, either personally or by sending a copy thereof by mail, overnight courier, email, or by facsimile, charges prepaid, to the Board of Directors Member's address appearing on the books of the Coalition. Such notice shall be given at least 72 hours prior to the time fixed for the meeting. If the Secretary does not give notice, it may be given by the Chair, Vice-Chair, or by the Board Members requesting the meeting, who may issue the call and give the notice. Meetings of the Board shall be held at such place as is fixed from time to time by resolution of the Board, or by the Chair or Vice-Chair.

Section 6.8 Adjourned Meetings.

A quorum of the Board of Directors Members may adjourn any Board of Directors Members' meeting to meet again at a stated day and hour. In the event of lack of a quorum, a majority of the Board of Directors Members present may adjourn from time to time to meet again at a stated day and hour prior to the time fixed for the next regular meeting of the Board of Directors. The motion for adjournment shall be recorded in the minute book of the Coalition. Notice of the time and place of an adjourned meeting need not be given to any Board of Directors Member if the time and place are fixed at the meeting adjourned.

Section 6.9 Waiver of Notice.

The actions taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, (a) if a quorum is present and (b) if either before or after the meeting each of the Board of Directors Members not present signs a written waiver of notice or a consent to the actions of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Secretary.

Section 6.10 Action Without Meeting.

Without a meeting, the Board of Directors may take any action in the manner permitted by Maryland law to be so taken.

Section 6.11 Vacancies.

In the case of a vacancy, the Board, by a majority of the Board's total membership, may elect a Director to complete the unexpired term, which shall not be considered a full term for the purposes of Section 6.2. Any Director may be removed or suspended by a vote of two-thirds of the Board's total membership whenever, in their judgement, the best interests of the Coalition will be served thereby.

ARTICLE VII

OFFICERS OF THE COALITION

Section 7.1 Description and Responsibilities.

The officers of the Coalition shall be the Board of Directors Chair and Vice-Chair, a Treasurer and a Secretary.

Section 7.2 Chair.

- A) The Chair shall, in general, perform all duties set forth in these Bylaws, and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall preside at all meetings of the Members, and the Board of Directors; sign, when authorized by appropriate resolutions, deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Coalition, or shall be required by law to be otherwise signed or executed; represent the Coalition when formal appearances are necessary or desirable before governmental bodies; appoint special committees and the members; and, shall be an ex officio member of all committees.
- B) In the event of death, incapacitation, resignation or removal from office (**an "Event"**) of the Chair, the Vice-Chair shall assume the office of Chair for the remainder of the Chair's term. The Vice-Chair shall be eligible to serve as Chair for the next year as well.

Section 7.3 Vice-Chair.

The Vice-Chair shall assume the duties and have all the powers of the Chair during absences of the Chair not involving an Event. Upon the occurrence of an Event involving only the Vice-Chair, and not the Chair, the Board of Directors shall fill the office of Vice-Chair.

Section 7.4 Treasurer.

The Treasurer shall be elected by the Board of Directors for a term of two years for a

maximum of two consecutive terms. The Treasurer shall, in general, perform all duties incident to the office and such other duties from time to time may be assigned by the Board of Directors. Without limiting the foregoing, the Treasurer shall:

- Review of the budget, eligibility for tax exemption status and taxation, methods of audit and preparation and composition of financial reports;
- Receive and review annual and quarterly reports of current income and expenditures; and
- Present at regular meetings of the Board of Directors, Board of Directors reports of the financial status of the Coalition.

Upon the occurrence of an Event involving the Treasurer which occurs more than 60 days prior to the normal expiration date of the Treasurer's current term of office, the Board shall appoint from among the Members of Board; a new

Treasurer to serve for the remainder of such unexpired term. If the remainder of such unexpired term is less than six months, the new Treasurer shall be eligible for election for as many full terms as are permitted by the Bylaws. If the remainder of the unexpired term is greater than one year the new Treasurer will be considered to have served a full two-year term.

Section 7.5 Treasurer-Elect.

At least one year prior to the expiration of the term of the Treasurer, the Board of Directors shall appoint a Treasurer-Elect whose duties shall be to become familiar with the duties of the Treasurer and to perform such functions as the Treasurer may direct.

Section 7.6 Secretary.

The Secretary shall be elected by the Board of Directors for a term of two years for a maximum of two consecutive terms. The Secretary shall, in general, perform all duties incident to the office and such other duties from time to time may be assigned by the Board of Directors. Without limiting the foregoing, the Secretary shall:

- Keep or cause to be kept the minutes of meetings of the Organization Members, Board of Directors and Committees;
- Assure that all required notices are duly given;
- Act as the custodian of the corporate records and seal; and
- Perform all other duties incident to the office of Secretary.

Upon the occurrence of an Event involving the Secretary which occurs more than 60 days prior to the normal expiration date of the Secretary's current term of office, the Board shall appoint from among the Members of Board; a new Secretary to serve for the remainder of such unexpired term. If the remainder of such unexpired term is less than six months, the new Secretary shall be eligible for election for as many full terms as are permitted by the Bylaws. If the remainder of the unexpired term is greater than one year the new Secretary will be considered to have served a full two-year term.

Section 7.7 Secretary-Elect.

At least one year prior to the expiration of the term of the Secretary, the Board of Directors shall appoint a Secretary-Elect whose duties shall be to become familiar with

the duties of the Secretary and to perform such functions as the Secretary may direct.

ARTICLE VIII

Executive Secretary.

Section 8.1 Appointment and Contract.

The Board of Directors shall appoint an Executive Secretary who shall hold office pursuant to a contract with the Coalition. The Executive Secretary shall receive a salary to be agreed upon together with the Board of Directors and pursuant to the terms of a contract to be negotiated between them. The Executive Secretary shall serve for a term not to exceed four years, provided, however, that the Board, without limitation, shall have the right to enter into successive written contracts for terms not to exceed four years each or to renew the same contract with the same Executive Secretary for additional terms not to exceed four years each.

Section 8.2 Duties.

The Executive Secretary shall be the Coalition's Chief Executive Officer (CEO) and shall have the responsibilities and duties attendant to such position, including but not limited to such matters as directing all administrative functions of the Coalition which shall include, but not be limited to, the employment, determination of amount of salary, assignment of duties, determination of titles and termination of administrative personnel. The Executive Secretary may implement activities, manage Coalition projects, and such other duties as may be assigned from time to time by the Board .

ARTICLE IX

COMMITTEES

Section 9.1 Committees. The Board of Directors may appoint such ad hoc committees as it deems necessary to carry out Coalition objectives. Such committees shall have such duties, terms, membership, and offices as the Board of Directors shall determine.

ARTICLE X

PROJECTS AND FUNDING

Section 10.1 Projects.

Projects to meet the Coalitions goals may be proposed by a Coalition Member or developed by an ad-hoc committee according to a charge for the Committee. All projects must obtain the approval of the Committee, and the Coalition must obtain funding prior to the projects initiation.

Section 10.2 Funding.

The projects to be developed by the Coalition shall be funded through donations, gifts, and/or grants from individuals, industry, governmental agencies, and public and private foundations.

Section 10.3 Use of Funds.

All funds are to be used solely for the approved projects of the Coalition and for the operation of the Coalition. All purchases and contracts in excess of 5,000 US Dollars shall be by competitive bid and approved by the Board of Directors.

Section 10.4 Conflict of Interest.

All members of the Coalition and its committees shall complete and return to the Executive Director the Conflict of Interest Form of the Coalition. All interactions and actions of the Coalition shall be in compliance with the appropriate guidelines of the Office of the Inspector General, the Interim Sanctions of the Internal Revenue Service, the Pharmaceutical Manufacturers Association (PHRMA), the Accreditation Committee of Continuing Medical Education (ACCME) and the Gifts to Physicians Policy of the American Medical Association (AMA).

Section 10.5 Initial Funding.

All funds in the account of the existing organization of the US COPD Coalition shall be transferred to the US COPD Coalition, Inc. immediately following the ratification of these Bylaws by the Coalition members.

ARTICLE XI

INDEMNIFICATION

Section 11.1 Full Indemnification. Other than an action by or in the right of the Coalition, to the fullest extent permitted by Maryland law, the Coalition shall indemnify its Officers, Board of Directors Members, committee members, employees and agents.

Section 11.2 Action by the Coalition. The Coalition shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Coalition to procure a judgment in its favor by reason of the fact that the person is or was an Board Member, Officer, committee member, employee or agent of the Coalition, or is or was serving at the request of the Coalition as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably paid or incurred by the person in connection with the defense of settlement of such action or suit in or not opposed to the best interests of the Coalition; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for misfeasance or nonfeasance in the performance of the person's duty to the Coalition unless and only to the extent that, despite the adjudication of liability but in view of all circumstances of the case, such person fairly and equitably merits indemnification.

ARTICLE XII

MERGER, CONSOLIDATION: The Coalition may enter into a merger or consolidation pursuant to Maryland law then in effect.

ARTICLE XIII

SALES LEASE OR EXCHANGE OR MORTGAGE OF ASSETS: The Coalition may sell, lease, exchange, mortgage, pledge or make other disposition of all or substantially all of the Coalition property and assets pursuant to Maryland law then in effect.

ARTICLE XIV

VOLUNTARY DISSOLUTION: The Coalition may dissolve and complete its affairs pursuant to Maryland law then in effect. Assets held by the Coalition upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. Assets not held upon a condition requiring return, transfer or conveyance by reason of the dissolution pursuant to the plan of dissolution shall be transferred or conveyed to one or more domestic corporations, societies or organizations meeting the requirements of Section 501(c) of the United States Internal Revenue Code of 1986, as amended (or of the applicable section of the United States Internal Revenue Code then in effect), and engaged in activities substantially similar to those of the Coalition.

ARTICLE XV

AMENDMENTS TO BYLAWS: Any Member may initiate a proposal for an amendment to these Bylaws. Such proposal shall be presented in writing and, where a Member of the Coalition submits such proposal, it shall be submitted to the Chair of the Coalition shall then be submitted to the Board. The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either an annual or a special meeting. Written or email notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each Fellow entitled to vote within the time and in the manner provided by Maryland law. The proposed amendment shall be adopted upon receiving at least a majority of the votes entitled to be cast by Members present at such meeting unless law requires a greater number.

ARTICLE XVI

MISCELLANEOUS

Section 16.1 Contracts.

The may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances unless contrary to these Bylaws or applicable law.

Section 16.2 Loans.

No loans (not requiring action by the Members of the Coalition) shall be contracted on behalf of the Coalition and no evidence of indebtedness shall be issued in the name of the Coalition unless authorized by a resolution of the Board of Directors.

Section 16.3 Seal.

The board shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Coalition and the words "Corporation Seal, Maryland".

Section 16.4 Singular Shall Include Plural.

In all instances where the context so requires the singular shall include the plural.

Section 16.5 Ex Officio.

When the term "ex officio" is used in these bylaws, it means, in part, that the person who is "ex officio" shall not be entitled to vote.

Section 16.6 Robert's Rules of Order.

The rules contained in the latest revised edition of Robert's Rules of Order in effect at the time the meeting is held shall govern the conduct of all Coalition meetings where they are applicable and are not inconsistent with the Bylaws or Maryland law.