

**AMENDED AND RESTATED BYLAWS**

**OF**

**GLOBAL INITIATIVE FOR CHRONIC  
OBSTRUCTIVE LUNG DISEASE, INC.**

December 2017

*Prepared by*  
Foster Pepper PLLC  
1111 Third Avenue, Suite 3400  
Seattle, WA 98101  
206/447-4400

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## **AMENDED AND RESTATED BYLAWS**

### **OF**

## **GLOBAL INITIATIVE FOR CHRONIC OBSTRUCTIVE LUNG DISEASE, INC.**

### **ARTICLE I. OFFICES**

The registered office of Global Initiative for Chronic Obstructive Lung Disease, Inc., (“GOLD”) a Maryland Tax-Exempt, Non-stock Corporation (the “Corporation”) in the state of Wisconsin, is in Fontana, Wisconsin. The Corporation may have such other offices within or without the state of Wisconsin as the Board of Directors may designate or the Corporation may require from time to time.

### **ARTICLE II. PURPOSES & OBJECTIVES**

The principal objective of GOLD shall be to form an independent global network of individuals and organizations committed to improving awareness of, and care of patients with COPD. The goals of GOLD are to: increase awareness of COPD among health professionals, health authorities, and the general public; improve diagnosis, management and prevention; stimulate research; and, provide evidence-based educational resources concerning COPD for worldwide use. 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.

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 3.1 General Powers.**

The Board of Directors (the “Board”), formerly known as the Executive Committee, shall manage the business and affairs of the Corporation at all times. Without limiting or expanding the foregoing, the Board’s duties shall include general oversight of the Corporation, guidance as to the direction of the Corporation, determination of the Corporation’s policies and actively promoting the Corporation’s purposes.

#### **Section 3.2 Number and Qualification.**

The Board shall consist of not less than eight (8) nor more than sixteen (16) voting directors (“Directors”), not including any ex-officio Directors described herein, the specific number to be set by resolution, passed by an affirmative two-thirds vote of the Board. The Directors need not be residents of the state of Wisconsin. No decrease in the number of directors may have the effect of shortening the term of any incumbent director unless such director resigns or is removed in accordance with the provisions of these Bylaws. Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws or by

resolution of the Board, provided the Board of Directors will be a governing body that represents the broad interests of the public. All Directors must be willing to take an active part in the operations of the organization.

### Section 3.3 Tenure.

Each Director shall hold office for one or more terms of four years, and until his/her successor shall have been selected and qualified or until his/her earlier resignation, removal from office or death. Terms of newly selected Directors shall start on the date of the first Board meeting following their selection by the Board. Each Director shall hold office for the term for which the Director is selected or appointed and until the Director's successor shall have been selected and qualified. Current term of service of existing officers shall be reset to start September 9, 2017 as day one of service.

### Section 3.4 Election.

Directors shall be elected by the Board of Directors at its annual meeting. At the time of the annual meeting, vacancies on the Board will be filled through nominations made by a Nomination Committee. When an individual elects to resign from the Board and creates a vacancy, the Board shall elect a Director from the slate of individuals nominated as provided by the Nomination Committee to serve the entire unexpired term of the Director whose vacancy is being filled.

### Section 3.5 Qualifications.

The Board of Directors shall be comprised of individuals with a demonstrated interest in research related to COPD, or care of patients with COPD, or may be a patient with COPD. The Board of Directors shall have a global geographic representation. The Nomination Committee will solicit non-binding recommendations for candidates.

### Section 3.6 Duties of a Director.

Directors are responsible for review and approval of GOLD activities; adoption of rules and regulations for the election of Directors supplementary to, and not conflicting with, these Bylaws; designate Directors to act as liaison to GOLD committees; determine the publications which are to be prepared by GOLD; establish working relationships with other organizations; establish or abolish ad hoc committees; and, direct any and all business of GOLD not otherwise provided for, as proposed by the Program Director.

### Section 3.7 Program Director.

The Program Director shall be appointed by the Chair and the Board of Directors and shall supervise the affairs of the Corporation as set out in a consulting agreement. The Program Director shall be a non-voting ex officio member of the Board of Directors. The Program Director may sign deeds, mortgages, bonds, contracts, leases or other instruments that the Board has authorized to be executed up to the amount of \$50,000 (US), 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 Corporation or shall be required by law to be otherwise signed or executed. In general, the Program Director shall perform all duties incidental to his/her office

and such other duties as may be prescribed by resolution of the Board from time to time. The Program Director shall receive a salary to be agreed upon together with the Chair, Board of Directors.

Section 3.7(a) The Board of Directors may select an emergency back-up signor for critical access to financial resources in the event of an emergency or Program Director absence. A formal resolution will need to be adopted and on file for this signor to have access to accounts and legal documents, and this will be renewed at each annual meeting of the Board of Directors.

### Section 3.8 Annual and Other Regular Meetings.

An annual meeting of the Board shall be held at such date or time as may be determined by the Board, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Board may specify by resolution the time and place, either within or without the state of Wisconsin, for holding any other regular meetings of the Board.

### Section 3.9 Special Meetings.

Special meetings of the Board may be called by or at the written request of the Chair or any four Directors. Notice of special meetings of the Board stating the date, time, and place thereof shall be given at least ten (10) days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the Director's address, telephone number, or other number appearing on the records of the Corporation. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

### Section 3.10 Waiver of Notice.

Any Director may waive notice of any meeting at any time. Whenever any notice is required to be given to any Director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the Director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of the 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 convened.

### Section 3.11 Quorum.

A majority of the number of voting Directors then in office shall constitute a quorum for the transaction of any business at any meeting of Directors. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### Section 3.12 Manner of Acting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, unless the question is one upon which a different vote is required by express provision of law or the Articles of Incorporation or these Bylaws.

Section 3.13 Participation by Conference Telephone.

Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

Section 3.14 Presumption of Assent.

A Director who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless such Director's dissent or abstention shall be entered in the minutes of the meeting or unless such Director shall file his or her written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 3.15 Action by Board Without a Meeting.

Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by all the Directors. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a later effective date. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.15, record means information inscribed on a tangible medium or contained in an electronic transmission.

Section 3.16 Board Committees.

The Board may by resolution, adopted by a majority of Directors in office designate from among its members one or more committees, each of which must have two (2) or more Directors and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum, and voting as applicable to the Board. Each such committee shall have and may exercise only the authority specifically granted to it by the Board, these Bylaws, or the Articles of Incorporation. The designation of any such committee and the delegation thereto of authority shall not relieve the Board, or any members thereof, of any responsibility imposed by law.

Section 3.17 Standing Committee.

In addition to the Executive Committee, there shall be two standing committees, a Scientific Committee and a Nomination Committee. Dissemination duties shall be managed by a Dissemination Chair and Vice Chair, but no formal Dissemination Committee shall be appointed. The Committees are as follows:

3.17.1 Science Committee. The GOLD Science Committee shall be responsible for developing methods to track and evaluate new scientific information that impacts on GOLD recommendations and methods to disseminate new information. To meet these objectives, a multidisciplinary committee of individuals with wide geographic representation,



and with a demonstrated expertise in research related to COPD shall be appointed by the Board of Directors from a slate provided by the Nomination Committee. A Scientific Director may be appointed as an ex-officio Director and may be compensated for services. The Science Committee shall meet at least once each year, usually on the occasion of an annual meeting of an international pulmonary scientific meeting.

3.172 Nomination Committee. The GOLD Nomination Committee shall be responsible for developing a slate of individuals for membership on the Board of Directors, the Science Committee and on the Dissemination/Implementation Committee. The slates for each committee shall have wide geographic representation, include individuals who meet the criteria for committee membership, and be presented to the Board of Directors each year for action to occur at the annual meeting of the Board of Directors in January. To meet these objectives, the Chair of GOLD Board of Directors will appoint three or four members of the Board to serve on the Nomination Committee. The Nomination Committee shall generally conduct its work through email communications.

3.173 Tenure of Standing Committees. Each member of a GOLD standing committee shall hold office for a term of four years, and until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. Members shall be elected at the annual meeting of the Board of Directors. An individual shall be allowed to serve as a member of a GOLD standing committee for more than one four-year term. No paid employee of the corporation shall be eligible to be a voting member of a GOLD standing committee.

3.174 Qualifications. The GOLD standing committees shall have a global geographic representation. Non-binding recommendations for candidates shall be solicited by the Nomination Committee.

3.175 GOLD Assembly. Members of the GOLD Assembly are individuals with a demonstrated interest in research on COPD, or care of patients with COPD. GOLD Assembly, who come from multiple countries, are selected through national medical societies of individual contacts. There is no financial commitment to be a GOLD Assembly member and no terms required. GOLD Assembly members will be asked to complete a conflict of interest form annually, beginning in 2018, and this information will be posted on the GOLD website. More than one individual from each country can serve as a GOLD Assembly Member.

Section 3.18 Resignation.

Any Director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.19 Removal.

Any Director may be removed from office, with cause, by an affirmative vote of a majority of the Board, if in the sole judgment of the Board, the best interests of the Corporation would be served thereby.

Section 3.20 Vacancies.

A vacancy on the Board may occur by the resignation, removal, or death of an existing Director, or by reason of increasing the number of Directors on the Board as provided in these Bylaws and may be filled by an affirmative vote of a majority of the remaining Board even though less than a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, except that a vacancy to be filled by reason of an increase in the number of Directors shall be filled by the Board for a term of office continuing only until the next election of Directors.

Section 3.21 Compensation.

By resolution of the Board, the Directors may be paid the reasonable expenses incurred, if any, for attendance at meetings of the Board or committee thereof.

Section 3.22 Indemnification.

GOLD shall indemnify its directors and officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses. To the fullest extent permitted by Maryland or federal law, no director or officer of GOLD shall be personally liable to GOLD or its members for money damages except that Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions or amendment of these Bylaws shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal. The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officer's liability insurance.

## ARTICLE IV. OFFICERS

### Section 4.1 Number and Qualifications.

The Corporation shall have the following officers: Chair, Vice-Chair (one or more), Treasurer, and Secretary. Such other officers and assistant officers, as may be deemed necessary or appropriate may be appointed by the Board. By resolution, the Board may designate any officer as chief executive officer, chief operating officer, or any similar designation. Any two or more offices may be held by the same person, except for the offices of Chair and Secretary. The Program Director may act as Secretary.

### Section 4.2 Election and Term of Office.

The officers of the Corporation shall be elected by the Board to serve for two-year terms. Terms of newly elected officers shall start on September 9, 2017 for current offices, and the first day of the month following their election for new officers. Each officer shall hold office until a successor is elected and takes office regardless of such officer's term of office, except in the event of such officer's removal in the manner herein provided. Each officer, is eligible for re-election to their given office unless otherwise prohibited by the Board by resolution.

### Section 4.3 Resignation.

Any officer may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the Directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 4.4 Removal.

The Board may remove an officer with or without cause whenever they deem it in the best interests of the Corporation to do so. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election of an officer or agent shall not of itself create contract rights.

### Section 4.5 Chair (President).

The Board may appoint from among its members a Director to serve as the Chair of the Board. The Chair of the Board, if the Board has appointed a Director to such office, shall, if present, preside at all meetings of the Board including the annual meeting, and exercise and perform such other powers and duties, if any, as may be determined from time to time by resolution of the Board.

### Section 4.6 Vice-Chair.

In the absence of the Chair or in the event of his/her death, disability or refusal to act, the Vice-Chair, or in the event there shall be more than one Vice-Chair, the Vice-Chairs in the order designated at the time of their election, or in the absence of any designation, then in the order of their election or appointment, shall perform the duties of the Chair. When so acting the Vice-

Chair shall have all the powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned to the Vice-Chair by resolution of the Board.

Section 4.7 Secretary.

The Secretary shall keep the minutes of the meetings of the Board; shall give notices in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the corporate records of the Corporation; shall keep a record of the names and addresses of all Directors; may sign with the Chair, Program Director or a Vice-Chair, deeds, mortgages, bonds, contracts, leases or other instruments authorized by the Board; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board. The Secretary may delegate the role of keeping the minutes of the Board Meeting and giving notices in accordance with the provisions of these Bylaws to the Program Director.

Section 4.8 Treasurer.

The Treasurer shall manage the fiscal affairs of the Corporation and is responsible for keeping correct and complete books and records of account. The Treasurer is authorized to pay bills of the Corporation arising from (1) expenses that officers incur in fulfilling their stated responsibilities, (2) incidental expenses of no more than \$10,000.00 and (3) budgeted expenses of no more than \$50,000 that the Corporation may incur. For all unbudgeted officer's expenses and unbudgeted incidental expenditures greater than \$10,000 the Chair's approval shall be obtained; the Board's approval is required for all expenditures of over \$50,000.00. [RD1]. A financial report shall be submitted yearly at the annual meeting. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties.

**ARTICLE V. EXECUTIVE COMMITTEE**

There shall be a committee of the Board called the Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, Chair of the Science Committee, and Chair of the Dissemination/Implementation Committee and other members as resolved by the Board of Directors. The Program Director shall be an ex officio, non-voting member of the Executive Committee. Except as provided herein, the Executive Committee shall exercise the authority of the Board. If any of the above members cannot complete his or her term, the remainder of the Executive Committee shall determine the successor who shall serve out the balance of the term to which the Executive Committee member was elected.

## **ARTICLE VI. PROJECTS AND FUNDING**

### **Section 6.1 Projects.**

Projects to meet the goals of GOLD may be proposed by a Director of any of the GOLD committees, or developed by an ad-hoc committee according to a charge for the committee or the Program Director. All projects must obtain the approval of the Board of Directors, and GOLD must obtain funding prior to the project's initiation.

### **Section 6.2 Funding.**

The projects to be developed by GOLD shall be funded through the sales of its resources, grants from individuals, governmental agencies, and public and private foundations.

### **Section 6.3 Use of Funds.**

All funds are to be used solely for the approved projects of GOLD and for the operation of GOLD.

## **ARTICLE VII. CONTRACTS, LOANS, CHECKS, DEPOSITS**

### **Section 7.1 Contracts.**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and that authority may be general or confined to specific instances. The Corporation owns all of its copyrights, trademarks and domain names, and intellectual property related to algorithms, calculators and mobile applications.

### **Section 7.2 Loans.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general.

### **Section 7.3 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner as shall from time to time be prescribed by resolution of the Board.

### **Section 7.4 Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a Corporation controlled bank account. The Secretary and the Board elected emergency signor (Attorney) will have signature rights to the account[RD2].

Section 7.5 Loans to Directors and Officers.

No loans shall be made by the Corporation to any officer or to any Director.

**ARTICLE VIII. MISCELLANEOUS PROVISIONS**

Section 8.1 Rules of Procedure.

The rules of procedure at meetings of the Board and committee meetings shall be the rules as determined by any resolution of the Board.

Section 8.2 Books and Records.

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board, the Executive Committee and any committees designated by the Board, and such other records as may be necessary or advisable.

Section 8.3 Fiscal Year.

The fiscal year of the Corporation shall be from January to December, or such other fiscal year as may be determined by resolution adopted by the Board.

Section 8.4 Copies of Resolutions.

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board when such records are certified by the Chair or Secretary.

Section 8.5 Amendments to these Bylaws.

Any Director may initiate a proposal for an amendment to these Bylaws. Such proposal shall be presented in writing and submitted to the Program Director. These Bylaws may be altered, amended, revised or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) vote of the Directors present at any meeting; provided that each director received notice five (5) days prior to the meeting indicating the text of the proposed bylaw amendment and that a bylaw amendment would be voted upon at the meeting.

Section 8.6 Conflict of Interest.

All Directors and members of GOLD committees and national leaders shall annually complete and return to the Program Director the Conflict of Interest form for GOLD.

**ARTICLE IX. SECRETARY'S CERTIFICATION**

The undersigned, being the Secretary of the Corporation, hereby certifies that these Bylaws are the Amended and Restated Bylaws of **GOLD**, adopted by resolution of the Directors on September 9, 2017.

Dated 18 December 2017

Secretary:

Rebecca Decker