

BYLAWS OF
THE VESALIUS FOUNDATION FOR VISUAL COMMUNICATIONS
IN THE HEALTH SCIENCES
dba The Vesalius Trust for Visual Communication in the Health Sciences

AMENDED July 22, 2018

ARTICLE I

Identification and Miscellaneous

Section 1. Name: The name of this corporation is the Vesalius Foundation for Visual Communication in the Health Sciences.

Section 2. Office: The principal office of the corporation shall be located at a location designated by the Board of Directors. The Board of Directors may relocate the principal office and shall have power and authority to establish and maintain one or more subordinate offices in any other location within this state or other states of the United States of America.

Section 3. Registered Agent: The registered agent of the corporation shall be an individual resident in the State of Illinois. Such an agent will be continuously maintained by the corporation in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors. The appointment of a new registered agent requires the submission of the appropriate statement to the Secretary of State. Such registered agent will be recognized as an agent of the corporation on whom any process, notices, or demand required or permitted by law to be served on a corporation may be served.

Section 4. Fiscal Year: The fiscal year of the corporation shall begin on the 1st day of July in each year and end on the last day of June in the following year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period allowable under the Internal Revenue Code of 1986, as amended (or any future federal tax code) as the fiscal year of the corporation.

Section 5. Books and Records: The corporation shall keep correct, accurate minutes of the proceedings of its Board of Directors and committees having any of the authority for the Board of Directors. The corporation shall also keep the original copy of its Bylaws, including all amendments and alterations there to date. Such books and records shall be kept at the registered office of the corporation. All books and records of the corporation may be inspected by any director for any purpose at any reasonable time.

Section 6. Severability: If any portion or provision of these Bylaws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion of provision had never been a part hereof. If any provision of these Bylaws will cause the corporation to fail to qualify as a tax-exempt public charity under the requirements of Section 501 or other applicable sections of the Internal Revenue Code, such provision shall be null, void and of no effect ab initio and shall be treated as if it were not a part of these Bylaws.

Section 7. Governing Law: These Bylaws shall be governed by and construed in accordance with the laws of the State of Illinois without regard to conflicts of laws principles.

ARTICLE II

Purposes

Section 1. General Purposes: The general purpose for which the corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Specific Purposes: The purpose of the corporation is the development and support of educational programs in visual communications for the health sciences in order to achieve improved healthcare by means of more effective communications among healthcare providers and between healthcare providers and the public.

ARTICLE III

Section 1. Members: The corporation shall have no members.

ARTICLE IV

Directors

Section 1. Powers and Duties: The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall, within the limits of the Articles of Incorporation and these Bylaws (including any amendments thereto), have control, direction and supervision of the affairs of the corporation, determine its policies, make changes therein, actively prosecute the corporation's purposes, and have discretion in the management and care of all funds and property. The Board of Directors may adopt such rules and procedures for the conduct of the corporation's business as shall be deemed advisable and appoint such agents as it may consider necessary to carry out the business of the corporation.

Section 2. Number and Qualifications: The number of directors constituting the Board of Directors shall be not less than five (5) and not more than twenty (20) persons. The terms of directors shall be divided into three (3) classes, as nearly equal in numbers as practicable, the term of office of those in the first class to expire at the first Annual Meeting after their election, the term of office of those in the second class to expire at the second Annual Meeting after their election, and the term of office of those in the third class to expire at the third annual meeting after their election. At each Annual Meeting,

directors shall be chosen by the Board of Directors by majority vote for a term of three (3) years to succeed those whose terms expire.

Section 3. Vacancies on the Board of Directors: Vacancies shall be filled by majority vote of directors at a regular or special meeting, provided notice of the proposed filling of any such vacancy has been submitted in writing to all directors at least fifteen (15) days prior to such meeting. A director may be removed by majority vote at a regular or special meeting, with or without cause, provided notice of the proposed removal has been submitted in writing to all directors at least fifteen (15) days prior to such meeting. Notice of a proposed removal may include notice of the proposed filling of the vacancy caused by such removal should such removal occur.

Section 4. Regular Meetings: Regular meetings of the Board of Directors shall be held without notice at such time and place as the Board of Directors may by resolution from time to time determine. A regular meeting of the Board of Directors may be held without call or formal notice immediately after and at the same place as the Annual Meeting or any Special Meeting of the Board of Directors at which directors are elected. Regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution. One of the regular meetings shall be an Annual Meeting of the Board of Directors at which officers and directors are elected and such other business shall be transacted as is presented. All regular meetings, including the Annual Meeting, shall be open to the public.

Section 5. Special Meetings: Special Meetings of the Board of Directors may be called at any time by the President, a Vice-President, or by the Executive Committee, and shall be held at the principal office of the corporation or at such other place as the directors may prescribe. Notice of the time and place of each meeting of the Board of Directors, other than regular meetings held immediately after and at the same place as the Annual Meeting or any Special Meeting at which directors are elected, shall be given by the person or persons calling the meeting at least twenty-four hours before such meeting. Notice to directors may be in writing and delivered personally or mailed to the directors at the addresses appearing on the books of the corporation, or may be given by telegram, telecopier, telephone or other means of electronic transmission. A waiver of such notice given by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. No noticed of any adjourned meeting of the Board of Directors shall be required. All Special Meetings shall be open to the public.

Section 6. Quorum: A majority of the directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that fifty percent (50%) of the members of the Board shall constitute a quorum if an even number of directors constitute the Board membership; provided, however, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may participate in any meeting of the Board of Directors, and be counted for purposes of determining whether a quorum is present at such meeting, by appearing in person or by telephone; provided, however, that any director who will participate in any meeting by telephone must give sufficient notice to the chairperson of the Board to allow for the provision of the necessary telephonic equipment.

Section 7. Board of Directors' Decisions: Except where expressly provided otherwise herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. "Majority Vote": The term "majority vote", whenever used in these Bylaws, shall mean the vote of a majority of directors of the corporation present at a meeting of the Board of Directors where there is a quorum.

Section 9. Expense Reimbursement: By resolution of the Board of Directors, the directors may be reimbursed for their reasonable out-of-pocket expenses, if any, incurred in attending meetings of the Board of Directors or carrying on the business of the corporation.

Section 10. Executive Committee: The Board of Directors, by majority vote, may establish an Executive Committee which shall consist of five directors who shall be the president, vice-president, secretary, and treasurer of the corporation and one (or more, in the event two of the offices mentioned above are held by the same person) other directors to serve as Member-at-Large. Previous upper-level steering and decision-making experience from serving on an Executive Committee is a valued asset but is not an absolute requirement to serve on the Executive Committee. To the extent provided in the resolution creating the Executive Committee, it shall have and exercise the authority of the Board of Directors except to adopt, amend, or repeal these Bylaws, amend the articles of incorporation, approve a plan of merger, approve a sale, lease, exchange, mortgage, pledge or other disposition of the cash and other property of the corporation other than in the ordinary course of business, approve the voluntary dissolution of the corporation or revocation of voluntary dissolution proceedings, elect officers or fill vacancies in any office, or elect directors or fill vacancies on the Board of Directors or any of its committees. One of the functions of the Executive Committee shall be to prepare a list of nominees for the positions of officers and directors of the corporation to be voted upon by the Board of Directors at the Annual Meeting. Such list shall include a brief biographical sketch of each nominee and a cursory statement as to why he or she was nominated by the Executive Committee. Such list of nominees shall be mailed to each Board member at least thirty (30) days prior to the Annual Meeting. While the Board of Directors, at its Annual Meeting, can reject any one or more of the persons on the list of nominees and elect persons not on the list, it is believed the furnishing of such list to the Board by the Executive Committee will be of invaluable assistance to the Board in electing new members of the Board and new officers at the Annual Meeting. The Executive Committee shall also advise the Board from time to time concerning the criteria which the Board should establish in selecting persons to serve as members of the Board and officers of the corporation.

Section 11. Other Committees: Other committees with limited authority may be established by the Board of Directors from time to time as may be necessary to fulfill the business of the corporation.

Section 12. Committee Tenure: Except as otherwise provided herein, membership and chair of all committees shall expire at the Annual Meeting unless reappointed by the Board of Directors.

Section 13. Absence from Meetings of the Board: Any director unable to attend a Board Meeting shall notify the President of the reason for the absence. If any director is absent from two (2) consecutive Board meetings for reasons which the Board considers insufficient, then such absence shall be deemed a resignation.

Section 14. Parliamentary Procedure: "Robert's Rules of Order" shall govern all deliberations and meetings of the Board of Directors when the Rules are not in conflict with these Bylaws.

ARTICLE V

Officers

Section 1. **Number and Election:** The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by and from the Board of Directors at its Annual Meeting. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. Any two or more offices may be held by the same person except the offices of president and secretary. Election of officers will be from time to time by majority vote of the Board of Directors as vacancies or the ending of terms of service may necessitate.

Section 2. **Vacancies:** A vacancy in any office except that of president, because of death, resignation, removal, disqualification, or otherwise, shall be filled for the remainder of the term by the Board of Directors at a regular or special meeting provided notice of the proposed filling of such vacancy has been submitted in writing to all directors at least thirty (30) days prior to such meeting. An officer may be removed by the Board of Directors by majority vote at a regular or special meeting, with or without cause, if the Board, in its absolute discretion, shall consider that such removal is in the best interest of the corporation, provided notice of the proposed removal has been submitted in writing to all directors at least thirty (30) days prior to such meeting. Should the vacancy be that of President, it shall be filled automatically by the Vice-President, and at the next Annual Meeting, a new Vice-President shall be elected to fill the remainder of the term of the Vice-President who became President. The notice requirements set forth above must be followed with respect to the election of the new Vice-President.

Section 3. **President:** The President shall be the chief executive officer and shall have general supervision and management of the affairs of the corporation, and general supervision and control of the other officers, assistant officers, agents, and employees of the corporation, either directly or through powers delegated to other officers or employees of the corporation. The President shall also:

- A. Preside at all meetings of the Board;
- B. Execute in the name of the corporation (as authorized by the Board of Directors) all deeds, bonds and other contracts of the corporation;
- C. Chair the Executive Committee;
- D. Call meetings of the Board on his/her own motion, and must call them upon written request of the Executive Committee.

Section 4. **Vice-President:** The Vice-President shall assist the President and perform such duties as may be required of him/her by the President or the Board of Directors of the corporation, and, in the absence of the President, shall perform his or her duties.

Section 5. **Secretary:** The Secretary shall record all proceedings of the meetings of directors and meetings of the Executive Committee in books kept for that purpose. He/she shall see that all notices of meetings are given as required by these Bylaws and by the laws of the State of Illinois. The Secretary shall also:

- A. Be custodian of the corporate seal and shall attest the same whenever used;
- B. Join the President in executing all deeds, bonds, and other contracts of the corporation, affixing the corporate seal to all such instruments, when required;

- C. Keep all formal documents and papers of the corporation other than those relating to its fiscal affairs;
- D. Notify all interested parties of meetings and elections;
- E. Notify officers, members of the Board of Directors and Committee Chairmen of their appointments.

Section 6. Treasurer: The Treasurer shall have the custody of all monies and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

He/she shall keep full and accurate books and records of account, shall disburse the funds of the corporation as may be required by the Board, and shall provide a regular financial report to the Board of Directors at such intervals and in such form as the Board of Directors may require. The Treasurer shall also:

- A. Draw funds up to \$5,000.00 without the counter-signature of the President or Vice-President, but amounts over \$5,000.00 shall require the counter-signature of the President or Vice-President;
- B. Submit to verification and inspection by the Board of Directors with reference to funds, books and vouchers;
- C. Make all accounts accessible for annual review by an independent auditor or certified public accountant designated by the Board of Directors.
- D. Oversee the timely filing of all reports, minutes, and similar documents with the proper state and federal authorities and the timely payment of any fees or taxes relating thereto.

Section 7. Term of Office: The term of office for the President, Vice- President, Secretary and Treasurer shall be two (2) years or until the natural completion of said officer's term on the Board of Directors, whichever comes first. Officers may not hold the same office for more than two (2) consecutive two (2) year terms.

Section 8. Assumption of Office: Officers shall assume office at adjournment of the Annual Meeting at which they were elected.

ARTICLE VI

Conduct of Business

Section 1. Checks, Drafts, or Orders: All checks, drafts, notes, and orders for the payment of money issued by the corporation and contracts and other documents requiring the signature of the corporation shall be signed by such officers or assistant officers of the corporation as the Board of Directors may from time to time designate, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts, or notes for collection or deposit to the credit of the corporation. Notwithstanding the foregoing, the Treasurer of the corporation may disburse corporate funds up to \$5,000.00 at any time without the signature of any other officer. Funds in excess of \$5,000.00 cannot be disbursed at any time without the signature of both the Treasurer and the President or Vice-President.

Section 2. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Contracts: The Board of Directors 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 such authority may be general or confined to specific instances.

Section 4. Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Sources of Income: The corporation may charge a fee for participation in its seminars and for services provided on a contract or consultant basis to other organizations, institutions and agencies. The corporation will seek financial support as a non-profit organization from businesses, organizations, and interested individuals.

Officers of the corporation shall monitor gifts and potential gifts from donors so as to assure that requirements for any tax-exempt status that shall have been granted to the corporation by the Internal Revenue Service are complied with.

ARTICLE VII

Indemnification

Section 1. General: Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties.

Section 2. Non-Exclusive Nature of Indemnification: The right of indemnification provided by this Article VII shall be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the corporation or others, even as to claims, issues or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this Article VII.

Section 3. Liability Insurance: The corporation may purchase and maintain, at its sole expense, insurance, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable, against all liabilities or losses it may sustain in consequence of the indemnification provided for in this Article VII.

Section 4. Restriction on Indemnification to Preserve Tax-Exempt Status: The provisions of this Article VII shall have no effect if and to the extent any act of indemnification or other action by the corporation pursuant hereto would cause the assets of the corporation to inure to the benefit of any person in violation of the prohibitions of Section 501 of the Internal Revenue Code of 1986, as amended from time to time, or any similar statute which may be hereafter enacted.

ARTICLE VIII

Director Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or in which one or more of its directors is financially interested, and no contract or other transaction between the corporation and any other corporation, partnership, joint venture, trust, association or other entity in which one or more of its directors are directors, officers, partners or trustees, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because his/her or their votes are counted for such purpose, if such contract or other transaction does not cause the assets of the corporation to inure to the benefit of any person in violation of the prohibitions of Section 501 of the Internal Revenue Code of 1986, as amended from time to time, or any similar statute which may be hereafter enacted, and if (a) the material facts of such relationship or interest and the material facts of the transaction are disclosed or known to the Board of Directors or committee of the Board, and the Board or such committee authorizes, approves or ratifies the contract or transaction (a transaction being authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors, or on the committee, who have no direct or indirect personal interest in the transaction except that such a transaction may not be approved by a single director) or (b) the contract or transaction is fair to the corporation.

ARTICLE IX

Amendments to These Bylaws

Section 1. Procedure: These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting by vote of two-thirds (2/3) of the directors serving on the Board of Directors provided that written notice has been given to each director at least thirty (30) days in advance of such meeting of the proposed Bylaw change(s) and/or addition(s) which will be considered. A copy of the proposed amendment shall be mailed with such notice.

Section 2. Effect of Amendment: With the formal adoption of any such amendment, all previous bylaw provisions, motions of record, rules and regulations in conflict with such amendment shall be repealed, provided that all officers currently in office shall continue their incumbency until their successors are duly elected as provided in these Bylaws.

ARTICLE X

Corporate Seal

The corporate seal of the corporation shall be on a die upon which shall appear the name of the corporation. The Secretary of the corporation shall be the custodian of the corporate seal and shall attest the same whenever used.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall commence on the first day of July and end on the thirtieth day of June.

ARTICLE XII

Dissolution

The dissolution of the corporation shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by the vote of a majority of the directors in office. Upon dissolution of the corporation, its assets shall be distributed as prescribed in the Articles of Incorporation.