

BYLAWS
OF THE
SOCIETY FOR PEDIATRIC RESEARCH, INC.

ARTICLE I
NAME

Name. The Society for Pediatric Research was founded in 1929 and incorporated in 1963. The name of the Corporation shall be Society for Pediatric Research, Inc. (“Corporation”).

ARTICLE II
PURPOSES

Section 1. Not For Profit. The Corporation is organized under and shall operate as an Ohio not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the Ohio Revised Code, Title XVII, Chapter 1702: Nonprofit Corporation Law, as it may be amended from time to time.

Section 2. Purposes. The purposes of the Corporation are charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended including, but not limited to, encouragement and support of pediatric investigation or related interchange of ideas to advance pediatric medicine and the health and well-being of children.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

b. Upon the dissolution of the Corporation, the council shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the council shall determine.

c. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination.

ARTICLE III
REGISTERED OFFICE AND AGENT

Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Ohio a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Ohio and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV
MEMBERS

Section 1. Members. The Corporation shall have as members individuals who are engaged in activities in support of pediatric investigation or the related interchange of ideas to advance pediatric medicine and the health and well-being of children. Council may establish or modify other categories of membership from time to time with varying rights and benefits.

Section 2. Meetings. A regular annual meeting open to membership shall be held at such times and places, either within or without the State of Ohio, as may be designated by resolution by council. Council may provide by resolution the time and place, either within or without the State of Ohio, for the holding of a special meeting of membership. Meetings may take place by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another.

Section 5. Notice. Notice of a regular annual meeting of membership shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law. Notice of a special meeting of membership shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law and to the membership deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. A waiver of notice signed by the person or persons entitled to said notice, before or after the time stated therein, shall be deemed equivalent thereto.

Section 6. Quorum. A quorum at all duly constituted meetings of the membership shall consist of those members who are present at the time of such meetings.

Section 7. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the membership, except where otherwise provided by law or by these Bylaws.

Section 8. Informal Action by Membership. Any action required to be taken at a meeting of the membership or any action which may be taken at a meeting of membership may be taken without a meeting if conducted by mail, electronic means, or other means permitted by applicable law.

Section 9. Proxy Voting. Proxy voting is not permitted.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, a secretary/treasurer and such other officers as may be determined by council. Council may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by Council. Except for the office of the president, any two or more offices may be held by the same person. Officers need not be residents of Ohio.

Section 2. Appointment and Term of Office. Each officer shall serve such terms as outlined in the policies of the council. Vacancies may be filled, or new offices created and filled at any meeting of council.

Section 3. Removal. Any officer may be removed by council whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by council for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the affairs of the Corporation and perform such other duties as may be prescribed by council from time to time.

Section 6. Secretary/Treasurer. The Secretary/Treasurer shall perform the duties as may be assigned to the secretary/treasurer by council from time to time.

ARTICLE VI COUNCIL

Section 1. General Powers. The affairs of the Corporation shall be managed by council.

Section 2. Composition, Tenure & Qualifications. The number of council members shall be not less than eight. Each council member shall serve such terms as outlined in the policies of the board of directors. Council members need not be residents of Ohio.

Section 3. Regular Meetings. A regular annual meeting of council shall be held at such times and places as may be designated by resolution by council. Council may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of council without other notice than such resolution. Meetings may take place by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another.

Section 4. Special Meetings: Special meetings of council may be called by or at the request of the president or any two council members. The person or persons authorized to call special meetings of council may determine the location of such special meeting, either within or without the State of Ohio, as the place for holding any special meeting of council called by them. Meetings may take place by means of conference telephone or by any means of communication in which all persons participating in the meeting are able to hear one another.

Section 5. Notice. Notice of any special meeting of council shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law and to each council member. If by mail, it shall be deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. Any council member may waive notice of any meeting.

Section 6. Quorum. A majority of the council shall constitute a quorum for the transaction of business at any meeting of the council, provided, that if less than a majority of the council members are present at said meeting, a majority of the council members present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the council members present at a meeting at which a quorum is present shall be the act of the council, except where otherwise provided by law or by these Bylaws.

Section 8. Informal Action by Council. Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Vacancies. Any vacancy occurring in council may be filled by resolution of council. A council member selected to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in council.

Section 10. Compensation. Council members shall not receive any salaries for their services, but by resolution of the council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of council; provided, that nothing herein contained shall be construed to preclude any council member from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII
COMMITTEES

Section 1. Committees. Council, by resolution adopted by a majority of council, may designate one or more committees to perform such functions as specified in policies of the Corporation. As may be directed by the Council, Committee Chairs may select their committee members.

Section 2. Term of Office. The term of each member of a committee shall be of such duration as specified in the policies of council.

Section 3. Vacancies. Vacancies in the membership of any committee may, as may be directed by the Council, be filled by Committee Chairs.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. Council may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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 2. 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 such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by policies of council.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as council may select.

Section 4. Gifts. Council may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX
BOOKS AND RECORDS

Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its council and committees having any of the authority of the council.

ARTICLE X
FISCAL YEAR

Fiscal Year. The fiscal year of the Corporation shall be determined by council.

ARTICLE XI
WAIVER OF NOTICE

Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of Ohio law, as amended, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing 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.

ARTICLE XII
AMENDMENTS TO BYLAWS

Amendments.

All proposed amendments to the Bylaws shall be submitted in writing to the Secretary of the Society. Proposed amendments may be submitted by the Council to the members at any time by mail or at any duly convened meeting of the members, and proposed amendments may also be submitted by any twenty (20) members of the Society at the Annual Meeting or at any duly convened special meeting of the members. Upon receipt of any proposed amendment, the Secretary shall distribute a copy thereof in writing to the membership as soon as is reasonably practicable. The proposed amendment shall then be presented to vote at the next succeeding Annual Meeting of the Society or, at the discretion of the President, may be submitted on an earlier date to the Active members for voting by mail or electronic means.

Any amendment proposed shall require for approval the affirmative vote of at least two-thirds of the Active members present and voting at the meeting at which such amendment is presented to vote or the affirmative vote of at least two-thirds of the Active members responding by mail ballot if the amendment is submitted for voting by mail or electronic means.

ARTICLE XIII
INDEMNIFICATION

Indemnification. The Corporation shall indemnify all officers and council members of the Corporation to the full extent permitted by the laws of the State of Ohio, as amended, and shall be entitled to purchase insurance for such indemnification of officers and council members to the full extent as determined from time to time by council.