

Bylaws of the National Lipid Association

Adopted by the Membership June 13, 2015

Chapter 1. Name and Definitions

1.1 Name.

As used in these Bylaws, the name of the organization shall be the National Lipid Association, which may be referred to as the "National Lipid Association," "NLA," or "Association," all of which shall have the same meaning.

1.2 Definitions.

Directors. The members of the Board of Directors who are not classified as Officers shall be referred to herein as "Directors."

Officers. The members of the Executive Committee shall be referred to herein collectively as "Officers."

Chapter 2. Membership

2.1 Application for Membership.

Any appropriately credentialed health professional that is engaged in the treatment of patients with lipid disorders or involved in research or educational activities relating to lipid disorders is eligible to apply for membership. Additionally, a member of an affiliated organization as recognized by the Board of Directors may apply for membership. A willful and material misstatement by the applicant shall be cause for rejecting the application for membership or expelled if discovered after membership was granted.

2.2 Active Membership.

The qualifications for admission to active membership in the NLA shall require that the applicant be qualified under Section 2.1 and be engaged in the treatment of patients with, or involved in research or educational activities relating to, lipid disorders. Each active member shall have the right to a single vote and may serve on committees so long as the member remains in good standing. Active members residing in the United States and Canada may hold office, or be a director. Active members must pay dues and assessments to maintain Active Membership status.

2.3 Associate Membership.

The qualifications for admission to associate membership in NLA shall require that the candidate for membership be enrolled in a graduate or postgraduate training or related study program, express interest in lipidology, and have a letter from their program director or education institution stating their enrollment status and estimated date of completion. Associate members shall have the right to a single vote and may serve on committees. Associate members must pay dues and assessments to maintain Associate Membership status.

2.4 Honorary Membership.

Honorary membership may be conferred by the Board of Directors upon such persons who have provided distinguished service to the NLA or to the medical community. Honorary members may serve on committees but are not required to pay dues or assessments, not have the right to vote, hold office, or be a director.

2.5 Inactive Membership.

Inactive membership may be extended to former active members who are not at the time employed, or are confronted by unusual, personal extenuating circumstances. A member may not remain in this category for more than two (2) years, after which the member must reactivate the membership or resign. Inactive members shall not pay dues or assessments, and shall not have the right to vote, hold office, be a director, but may serve on committees as appropriate and be extended the membership rate to education programs upon request.

2.6 Emeritus Membership.

Active members who has held continuous membership in the NLA for ten (10) years ,has been awarded Fellow of the National Lipid Association (FNLA) status and is either retired from active practice, or disabled may be placed in Emeritus status upon request and approval. Emeritus members are not required to pay dues but retain all rights of Active Membership.

2.7 Lifetime Membership.

The lifetime membership program is offered periodically at the discretion of the NLA Board of Directors. During the time when the lifetime membership program is being offered, individuals, who have been a current member of the NLA for at least three (3) consecutive years, may pay a one-time fee set by the NLA Board of Directors to remain an NLA member for life, unless otherwise terminated or restricted in accordance with the Bylaws. Lifetime Members retain all rights of Active Members.

2.8 Industry Membership.

Representatives of industry as an employee or contractor may apply for membership given that they meet one of the categories in Section 2.1 to 2.7 and do not to promote or participate in activity directly related to sales and marketing of products or services to members or patients. Industry members are required to pay dues and may serve on committees. They shall not have the right to vote, hold office, be a director, or serve as a committee chair.

2.9 Adjudication of Applications or Changes in Category of Membership.

(a) Applications for membership or changes in membership category status should be forwarded to the principal office for processing and should be accompanied by the appropriate payment. A copy of the application or status change request will be reviewed and adjudicated by the Membership and Membership Services Council Chair who shall submit a list of members by category to the Board of Directors.

(b) Applicants accepted for membership will be notified of such acceptance by mail after approval.

(c) Rejected applicants or individuals requesting status change shall be notified within 30 days of adjudication. All deliberations are confidential and reasons for such denial shall not be made to the applicants or individual requesting status change. Unfavorable adjudication may be appealed to the Board of Directors within one year of the date of the denial.

2.10 Dues and Assessments.

(a) The Board of Directors shall review the dues as appropriate f. Recommendations for dues changes shall be approved by majority vote of the Board of Directors.

(b) Dues are due and payable on January 1 of each calendar year or as prescribed by the Board of Directors. Members will be sent a reminder of unpaid dues sixty (60) days after the initial annual billing. Members

whose dues remain unpaid ninety (90) days after the initial annual billing are considered delinquent and will be notified of the delinquent status and reminded that membership will be canceled if the dues remain unpaid. Members whose dues remain unpaid after one hundred twenty (120) days after the initial annual billing shall be sent a third notice. If a member's dues are not paid within one hundred eighty (180) days after the initial annual billing, the member shall be dropped from membership and all benefits of membership, including Fellow of the NLA recognition will be terminated unless exempted by specific action of the Board of Directors.

2.11 Termination.

(a) When any action is taken which results in the termination of a member's rights to membership, for reasons other than non-payment of dues, the Association shall provide the member with written notification by certified US Mail, return receipt requested, of its actions. The Board of Directors shall approve such action.

(b) A request for a hearing to appeal termination shall be in writing to the President. If the President grants such appeal, a hearing before the Board of Directors shall be granted to present evidence, either in writing or orally to dispute such termination. Such appeal shall be held at the next scheduled NLA Board of Directors meeting. The decision of the Board of Directors shall be final. Failure of the affected individual to request this hearing within sixty (60) days after date of certified mail receipt shall constitute waiver of his or her right for this appeal.

2.12 Reinstatement of Members.

If terminated for lack of dues payment, the member may be reinstated upon payment of the appropriate dues amount within two (2) years, otherwise a new application must be made.

2.13 Discrimination.

Membership in any category of the NLA or in any of its affiliates, if any, shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation or age, or for any other reason unrelated to ethics issues or competence.

2.14 Fellow of the National Lipid Association.

The Fellow of the National Lipid Association ("FNLA") designation is an honor reserved for, and awarded to NLA members who are esteemed and recognized by their professional colleagues for having the highest ethical standards and who have distinguished themselves at a regional, national, or international level in the field of Clinical Lipidology. Only those individuals who have been awarded the FNLA designation shall be authorized to use the credential or letters "FNLA" after his/her name. Any individual whose membership in the NLA has been terminated or otherwise ceased shall not be authorized to use the FNLA credential or designation following their name.

Chapter 3. Member Meetings.

3.1 Place of Meeting.

All meetings of the members of the NLA shall be held at such place as designated by the Board of Directors and stated in the notice of the meeting.

3.2 Annual Meeting.

An Annual Meeting of the members of the NLA shall be held each year on a date to be determined by the Board of Directors, at which Officers and Board of Directors of the NLA and its regional chapters shall be

elected and other business transacted as may properly be brought before the membership. Agenda items brought by the membership must be presented to the Association principal office at a minimum of sixty (60) days in advance. If for any reason an Annual Meeting is not held, the Secretary/Treasurer shall conduct a mail ballot election of all business pending before the Association.

3.3 Special Meetings.

At any time the President, Board of Directors, or twenty (20) voting members, by written request, may petition the Board of Directors for consideration to convene a special meeting of the members of the NLA.

3.4 Notice of Meetings.

Notice is given if delivered in person, by telephone, mail, fax, telegram, or listed in the official NLA or affiliate publication or website at least thirty (30) days prior to the meeting. The agenda, as prepared by the Board of Directors, shall be presented. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, addressed to the member at the address then appearing on the records of the Association.

3.5 Quorum.

At least one half of the Board of Directors and fifty (50) active members of the association shall constitute a quorum at the Annual Meeting prior to conduct of association business.

Chapter 4. Officers

4.1 Officers.

The Officers of the Association shall be a President, President-Elect, three Executive Council Chairs, Secretary/Treasurer, and Immediate Past President. The Officers shall be considered members of the Executive Committee as prescribed in Chapter (6.1).

4.2 Election of Officers.

(a) The Nominating Committee is responsible for recommending a slate of candidates for election at the Annual Business meeting. The Officer positions to be included in such slate are, President-Elect, three Executive Council Chairs, and Secretary/Treasurer.

(b) Following the Nominating Committee's slate, nominations for Officers may also be made from the floor of the Annual Meeting provided that a petition, signed by at least ten (10) active members in support of each nominee, has been received by the Board of Directors through the principal office at least thirty (30) days prior to the Annual Meeting.

(c) Officers are elected, by a majority vote of the members present at the Annual Meeting.

(d) All Officers shall immediately assume their respective offices. The President-Elect shall automatically succeed to President and President shall assume the position of Immediate Past-President at the end of the Annual Meeting. If the succession from President-Elect to President is unable to be met, then the office of President shall be added to the slate of those to be nominated and elected.

4.3 Vacancies.

(a) If the President becomes unable to perform the duties of the office, the President-Elect shall serve as President until either the President can resume such duties or until the next Annual Meeting.

(b) If any other office becomes vacant, the remaining officers shall assume the duties of those positions required by law. Alternatively, the Board of Directors may, but is not required to, appoint a member of the Association to serve in the vacant officer role until the next Annual Meeting.

4.4 President.

The President shall preside at all meetings of the Board of Directors and at all meetings of the membership and shall see that all approved orders, policies, and resolutions are carried into effect.

4.5 President-Elect.

The President-Elect shall, in the absence or disability of the President, perform the duties of the President and shall also perform a Council assignment delegated by the President and other duties as the Board of Directors may prescribe.

4.6 Executive Council Chair.

The three Executive Council Chairs shall have their Council assignments delegated by the President and shall perform other duties as the Board of Directors may prescribe.

4.7 Secretary/Treasurer.

The Secretary/Treasurer shall: (1) notify all members in advance of all Association member meetings; (2) keep an official record of proceedings of all Annual Meetings and meetings of the Board of Directors including votes of members regarding association actions, policy and elections; and (3) oversee the collection and retention of all funds due or accepted by the Association; (4) expend funds under the direction of the Board of Directors; (5) submit an annual financial report to the Board of Directors; (6) arrange for an audit of the financial records, when necessary; and (7) Perform a Council assignment delegated by the President or other duties as the Board of Directors may prescribe.

4.8 Immediate Past President.

The Immediate Past President shall perform a Council assignment delegated by the President and other duties as the President or Board of Directors may prescribe.

4.9 Removal of Officers.

With the exception of resignation or end of term, an Officer can only be removed from the designated appointment with the consent of 2/3-majority the Board of Directors.

Chapter 5. Board of Directors

5.1 Election of the Board of Directors.

(a) The Board of Directors shall consist of a maximum of thirty-one (31) members including the President, President-Elect, three Executive Council Chairs, Secretary/Treasurer, Immediate Past President, and board members at large. The Board of Directors shall be comprised of representatives from the regional chapters and inclusive of multi-disciplinary representation, as possible.

(b) Additional individuals may be appointed annually by the President of the NLA with the approval of the majority of the Board of Directors, to serve on the Board of Directors in an advisory capacity as "Advisory Members." Advisory Members may represent allied associations, closely related to the mission and purpose of the NLA. Advisory members may not vote on Board of Directors policy but may participate on committees of the organization.

(c) The Nominating Committee shall make nominations of at large members. All at-large board members shall be elected by the membership at the Annual Meeting for the term specified. Excluding the Officers and Advisory Members, valid nominations for at large positions on the Board of Directors shall include the recommendations of the Nominating Committee and nominations from the floor of the Annual Meeting, provided that a petition signed by ten (10) members in support of each floor nominee has been submitted to the Board of Directors at least thirty (30) days prior to the annual meeting.

(d) Members of the Board of Directors shall serve for terms of up to three (3) years. No at-large member of the Board of Directors shall serve more than two (2) full terms or more than eight (8) years in sequence, if first elected or appointed to complete an unexpired term. If elected as an Officer, the Board member shall retain the right to serve two full terms in addition to his/her time served as an Officer and if so nominated.

(e) The term of approximately one third of the Board of Directors will expire each year.

5.2 Vacancies.

If a vacancy occurs among the Board of Directors, a member of the Association may be appointed as necessary by the President, with the approval of the majority of the Board of Directors, to serve until the next Annual Meeting. A member of the Association shall be elected at the next Annual Meeting in accordance with Chapter 5.1, to complete the unexpired term.

5.3 Duties.

(a) The Board of Directors shall administer the affairs of the Association during intervals between Annual Meetings, subject to the general policies established by the Board of Directors.

(b) The most recent policy actions shall be deemed to supersede contradictory past actions. In the absence of a specifically applicable current statement of policy, the Board of Directors shall determine what it considers to be the position of the Association based upon the tenor of past and current actions that may be related in subject matter. Such determinations shall be considered to be the NLA policy until modified, approved or rescinded at the next annual or special meeting of the Association.

5.4 Board Meetings.

(a) Regular meetings of the Board of Directors shall be held at such time and place as the Board shall determine. Notice of each regular meeting shall be given at least thirty (30) days before each such meeting.

(b) Special meetings of the Board of Directors may be called at any time by the President or at the request of nine (9) members of the Board. Notice shall be given at least fifteen (15) days before such meeting. The notice shall specify the general purpose of the business to be transacted at the meeting, but other business may also be transacted.

(c) A majority of the members of the Board of Directors shall constitute a quorum for a regular or special meeting of the Board of Directors.

5.5 Board Actions.

The Board of Directors is responsible for reporting major actions taken by the Board to the membership, either through its website or other appropriate communication tools.

5.6 Removal of Board Members.

For reasons other than resignation or the end of a Directors term, a Director may only be removed from office with the consent of 2/3 majority of the Board of Directors.

5.7 Executive Director.

The Board of Directors may employ an Executive Director for the Association. The Executive Director shall be directly responsible to the Board of Directors and serve at its pleasure. The assignment of duties of the Executive Director shall be the responsibility of the Board of Directors. The contract of the Executive Director shall be determined and approved by the Board of Directors. The Executive Committee shall provide the Executive Director a written annual review of which specifically details his/her deficiencies and merits. The goals and objectives of the Association for the coming year shall be clearly defined as part of this review.

Chapter 6. Committees and Affiliated Organizations

6.1 Executive Committee.

An Executive Committee consisting of the President, President-Elect, Immediate Past President, three Executive Council Chairs, and Secretary/Treasurer shall act on behalf of the Board of Directors to administer the affairs of the Association between meetings of the Board of Directors, subject to the general policies established by the Board of Directors.

6.2 Nominating Committee.

The Nominating Committee shall consist of five (5) members of the NLA. They are the Immediate Past President and four (4) NLA members appointed by the President-Elect at least two of which shall be Directors. All Officers except Immediate Past-President are excluded from observation or other participation on the Nominating Committee. The chair shall be the Immediate Past President, unless unavailable, in which case the President shall appoint the chair. Members of the Nominating Committee may not be nominated to serve on the NLA Board of Directors as an Officer or Board Member.

6.3 Councils and Committees.

The Board of Directors shall determine as necessary the establishment or the dissolution of Councils and Committees for the purposes of furthering the mission of the NLA.

6.4 Task Forces.

All task forces shall be established by the President at the direction of, or with the approval of, the Board of Directors. A specific charge and scope of activities, timeframe of existence and budget will be defined for the task force, and determined in writing, at the time of establishment.

6.5 Work Groups.

Members of the NLA may convene work groups of common interest to support the needs of the NLA membership. Unless explicitly authorized by the Board of Directors, NLA work groups do not receive an operating budget or administrative resources.

6.6 Foundation of the National Lipid Association.

The Foundation of the National Lipid Association ("Foundation") is authorized as an affiliated organization that operates exclusively for charitable, scientific, and educational purposes solely within the exemption provided by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(3) and the amendments thereto in support the mission of the NLA.

Chapter 7. Regional Chapters

7.1 Name and Purpose.

The Chapters of the NLA include the Midwest Lipid Association, Northeast Lipid Association, Pacific Lipid Association, Southeast Lipid Association, and Southwest Lipid Association (hereinafter individually referred to as a "Chapter" and collectively referred to as "Chapters"). The Chapters exist for the purpose of furthering the objectives of the Association.

7.2 Unified Chapter Bylaws.

The Chapters shall be governed by unified chapter bylaws that are consistent with the Bylaws of the Association and approved by the NLA Membership.

7.3 Changes in Chapter Status.

The NLA Board of Directors may reorganize or restructure the Chapters as follows: (1) determine the need for and add additional chapters, (2) modify the purpose of the Chapter structure, and (3) dissolve the Chapters if it determines that the Chapters no longer support the goals of the Association. Formation of new chapter must be consistent with these Bylaws and the uniform chapter bylaws.

Chapter 8. Financial Policies

8.1 Financial Policies.

(a) The fiscal year of the Association shall be from January 1 to December 31, inclusive. The Association adopts the accrual method of accounting for bookkeeping purposes.

(b) No member of the Association shall have any right, title or interests, legal or equitable, in or to the properties or assets of this Association. All the assets of the Association shall be devoted exclusively for the purpose of the Association as set forth in the Articles of Incorporation.

(c) The Executive Director or an Executive Committee member shall be authorized as sole signatory on all budgeted expenditures and, as required, non-budgeted expenditures of \$5,000 or less. Two signatures (the Executive Director plus an Executive Committee member or two Executive Committee members) shall be required on all non-budgeted expenditures greater than \$5,000. The Board of Directors shall review the amounts specified annually.

(d) A bank checking account on behalf of the Association shall be authorized, and that the account shall be maintained at a FDIC insured banking institution within the United States as approved by the Board of Directors.

(e) All drafts, checks and notes of the Association shall be payable on said account, are hereby directed to be made in the name of the Association, and further that any and all resolutions required by the bank shall be deemed to have been authorized by the Board of Directors. Excess funds, described as those greater than three (3) months operating capital, shall be kept in a separate institutional "reserve" account. Upon the recommendation of the Treasurer, the Board of Directors on an annual basis shall review the reserve account balance. All accounts shall be maintained in accordance with Internal Revenue Service guidelines regarding activities of 501(c)(6) organizations.

(f) The Finance Committee shall prepare an annual Association budget for the succeeding year. The budget shall have final review by the Board of Directors prior to adoption. The process shall be completed prior to the start of the next fiscal year.

(g) Any stipends or contractual work authorized by the Board of Directors, payment of which is made to a member of the Association, shall not be offered as an inurement, incentive, or other inducement.

(h) The Board may wish to establish other policies pertaining to financial transactions and payments separate to those contained in these Bylaws.

Chapter 9. Amendments

9.1 Amendments.

These Bylaws may be amended or repealed or new bylaws adopted at the Annual Meeting, which action shall be determined, a quorum being present, by an affirmative vote of at least two-thirds (2/3) of the members present or if necessary, by mail ballot. No Bylaws shall be amended, repealed, nor any new bylaws adopted, unless ail notice of such proposed action is given if delivered by mail, fax, telegram, or listed in the official NLA or affiliate publication or website to each member at least thirty (30) days before the Annual Meeting. If done by mail ballot, members shall be given sixty (60) days to place their vote. The Board of Directors may make proposals for changes in the Bylaws. Alternatively, recommendations from the membership pertaining to changes in the Bylaws at the Annual Meeting can be presented to the Board of Directors in writing by at least twenty (20) members of the Association, at least ninety (90) days in advance of the Annual Meeting.

Chapter 10. Dissolution

10.1 Dissolution.

Upon dissolution of the Association all assets thereof, after payment of all debts and other liabilities, shall be paid and distributed to such nonprofit corporations or other organizations qualified as tax-exempt pursuant to section 501(c) of the Internal Revenue Code and devoted to medical research, scientific or other purposes related to the advancement of lipid science or patient care or as may be designated by a majority of the Board of Directors of the Association holding office at the time of dissolution.

Chapter 11. Parliamentary Procedure

11.1 Parliamentary Procedure.

Parliamentary procedure not provided for by these Bylaws shall be according to the latest edition of the Robert's Rule of Order.