

**AMERICAS COMMITTEE ON TREATMENT
AND RESEARCH IN MULTIPLE SCLEROSIS, INC.
BYLAWS**

I. Name

The name of the organization is Americas Committee on Treatment and Research in Multiple Sclerosis, Inc. (hereinafter the “Association” or “ACTRIMS”).

II. Incorporation and Tax Status

ACTRIMS is incorporated in the State of Wisconsin and is organized as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

III. Purposes and Activities

As described more fully in the Articles of Incorporation, the purpose of ACTRIMS is to provide leadership in the field of multiple sclerosis and other demyelinating diseases. ACTRIMS is a community of leaders dedicated to treatment and research in multiple sclerosis, dissemination of knowledge and education, and collaboration among disciplines. The Association shall engage in only those activities permitted by Chapter 181 of the Wisconsin Statutes and limited to the exclusive purposes permitted for tax-exempt organization under section 501(c)(3) of the Code, and corresponding provisions of applicable successor revenue acts. All funds received by the Corporation shall be dedicated solely for such purposes.

IV. General Provisions

- A. As provided in these Bylaws and in accordance with procedures adopted by the Board of Directors of ACTRIMS (the “Board”), ACTRIMS is a Board-directed, non-member organization.
- B. The Board may permit participation by individuals or collaborating organizations that complement the purpose and activities of ACTRIMS (hereinafter “Affiliates”): The Board may permit participation on such terms and conditions as it from time to time determines appropriate.

V. Board of Directors

- A. Number and Composition.

The Board of Directors of the Association shall consist of no fewer than five (5) persons and no more than thirty (30) persons (each, a “Director”; collectively, “Directors”) and includes Officers referenced in Article VI of these Bylaws.

- B. Election, Term and Term Limits.

- 1. Except in the case of elections by the Board of Directors to fill vacancies for unexpired terms, each Director shall be elected by a majority of the then-

serving Directors for a term of three years, with the terms staggered so that the terms of approximately one-third of the Directors will expire at the close of each Annual Board Meeting. Each initial Director shall be assigned a term of either two (2), three (3), or four (4) years, to accomplish these staggered terms. Newly elected Directors begin to serve their term at the conclusion of the first Board Meeting during which they are elected. With the exception of a President-Elect, no person may serve more than two consecutive full terms on the Board.

2. If a vacancy on the Board of Directors occurs for any reason, the Board may elect, from among the Affiliates of the Association in good standing, a replacement to serve the remainder of the unexpired term of the Director whose vacancy is being filled.

3. A Director may resign upon written notice to the President or Secretary, effective when received by the President or Secretary or at any later date stated therein.

C. Board Meetings.

1. Annual and Regular Meetings. The Board of Directors shall hold its Annual Meeting in conjunction with the annual conference of the Association, in the same city and place as such annual conference, or at such other time and place as may be determined by the President of the Association, taking into consideration the schedules of the then-serving Directors. Additional regular meetings may be determined by Board resolution.

2. Special Meetings. Special meetings of the Board of Directors (each, a “Special Meeting”; collectively, “Special Meetings”) may be called by the President upon fourteen (14) days written notice, including by electronic mail, to the Board of Directors, pursuant to Section V.C.5. below. Such notice shall include the date and time of the Special Meeting and its agenda. The President may call a Special Meeting at any time and for any purpose. The President shall call a Special Meeting in the event that three or more Directors request a Special Meeting for a particular purpose.

3. Telephonic Attendance at Meetings. Directors may attend meetings by telephone, so long as all participating Directors may simultaneously hear or read each other’s communication during the meeting. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4. Quorum. A majority of the number of then-serving Directors is a quorum for the transaction of business at any meeting of the Board.

5. Notice. No notice is required for regular Board meetings. The Secretary shall provide at least 14 days written notice, including by electronic mail, to all

Directors, of any Special Meeting. The notice of any Special Meeting must identify any and all matters that may properly be included in the agenda for that meeting. Written notice is deemed given at the earlier of: (a) the time it was received by the intended recipient; or (b) the time it was deposited with postage prepaid in the United States mail or delivered to a private carrier.

6. Agendas. The agenda for each regular Board meeting may include any matter relating to the affairs of the Association and must provide an opportunity for the introduction of new business by any Director. The agenda for each special Board meeting must be limited to those matters identified by the notice of the meeting.

7. Director Voting. The vote of a Director at a meeting is counted only if that Director is present, either in person or participating telephonically, pursuant to Section V.C.3 above. Proxy voting is not permitted.

8. Action Without a Meeting by Unanimous Written Consent. The Board may act without a meeting by circulating to all Directors a written or electronic notice of the intended action. Such action will become effective on the later of the date specified in the notice or the date when the Secretary has received a signed and dated written consent from all current Directors and recorded such action in the minutes.

D. Board Policies.

The Board may adopt policies to guide the Board's actions and the affairs of the Association, so long as these policies do not conflict with the Articles of Incorporation or these Bylaws. Such policies shall be maintained in the Board Policy Manual, which will be made available to all Board members.

E. Board Committees and Advisory Committees.

1. In General. The Board may establish any standing and ad hoc committees as may be convenient for the conduct of the Association's affairs, and may reconstitute any Board committee described below. The term, membership, method of appointment, and duties or responsibilities of each committee must be specified in a charter adopted by the Board and maintained in the Board Policy Manual. However, the Executive Committee may only be composed of Directors. Any other committee having a duty or responsibility to act for the Board, by delegation of its authority, must include at least two Directors, although persons who are not Directors may serve on such other committees but not vote. A committee acting for the Board must maintain minutes of its actions, and must report actions taken since its last report at the next regular or special meeting of the Board. Nothing herein shall relieve the Board or its members of responsibilities or obligations imposed on them by these Bylaws or applicable law.

2. The Executive Committee. The Executive Committee has five members: The President, Immediate Past President, President-Elect, Secretary/Treasurer, a Director elected annually by the Board at its regular meeting held in conjunction with the Annual Board Meeting. In the event the Secretary and Treasurer positions are held by two (2) different individuals, those two (2) individuals will both serve on the Executive Committee, and the Immediate Past President will not serve on the Executive Committee, but will continue to hold the Officer position of Immediate Past President. The President presides over the Executive Committee. The Executive Committee may take any action necessary for the conduct of the Association's affairs in the interval between meetings of the Board, except for those actions reserved for action by the Board under relevant statutes or regulations. Subject to these Bylaws and to its charter, the Executive Committee may establish from time to time its own rules and procedures for the schedule of, notice for, and conduct of its meetings. A quorum of the Executive Committee is three members.

3. Finance and Audit. The Board may constitute a Finance and Audit Committee or two committees to serve these functions separately. Any committee or committees assigned these functions must have at least three members, a majority of whom must be Directors. A Finance Committee, chaired by the Treasurer, is responsible for working with the executive director in preparing the Association's budget, reviewing expenditures, and investing assets. If a separate Audit Committee is constituted, it shall direct and oversee any audit or review that may be made of the Association, as authorized by the Board. Such committee or committees shall make regular reports to the Board, and shall advise the Board of the Association's financial health and performance from time to time.

4. Standing Committees. To assist the Board in its functions, the Board will appoint additional committees which may include: Advisory Committee, Membership, Conference, and Nominations. The process for selection and the term of the chair of each standing committee, and the committee's responsibilities, will be determined by the Board of Directors.

F. Removal of Directors.

At a Special Meeting called for the removal of a Director or Directors, and any other purposes according to the procedure in section V.C.2 of these Bylaws, the Board may consider the removal of any Director. A vote on removal of a Director shall occur by written consent and, to be counted, each Director's signed consent approving removal must be received within 45 days of the adjournment of the Special Meeting at which the motion to conduct the vote was adopted. For the Board to remove a Director prior to the expiration of that Director's term, two-thirds of all then-serving Directors must approve the removal through written consents timely received, pursuant to this Section IV.F.

G. Role of Executive Director.

The Board of Directors may elect an Executive Director. The Executive Director will attend all Board and committee meetings except for: executive sessions of the Board; executive sessions of the Executive Committee; meetings of the Audit Committee or that portion of any meeting of the Finance and Audit Committee during which that committee is acting as the Audit Committee; and that portion of any Board or committee meeting at which the tenure, performance, or compensation of the Executive Director is under consideration. The Executive Director shall have no vote in the decision-making of the Board or its committees. The Board may delegate to the Executive Director such powers to act for and to bind the Association, including making payments, incurring obligations, and entering into contracts and other agreements, as it may from time to time determine will advance the interests of the Association.

VI. Officers

A. Officers of the Association.

The officers of the Association (each, an “Officer”; collectively, the “Officers”) are the President, Secretary, Treasurer, President-Elect and Immediate Past President. One (1) individual may simultaneously serve in the offices of Secretary and Treasurer.

B. Election, Terms of Office, Removal and Resignation.

1. Election of Officers. The Board shall elect Officers of the Corporation whose terms are expiring at the Annual Meeting of the Board. The Board shall fill Officer vacancies from time-to-time as needed.

2. Terms of President Elect, President, and Immediate Past President. Any person, regardless of previous Board service, may be elected as President Elect; however, the current President and Immediate Past President may not run for President Elect until at least one Annual Board Meeting has been held following completion of the previous term in either office. The President Elect serves for a term of three (3) years, and becomes President upon adjournment of the second Annual Board Meeting following election as President Elect. The President serves for a term of three (3) years. In the event that the President resigns or becomes unable to serve as President, the President Elect shall serve as President for the unexpired term of the President who resigns or becomes unable to serve, as well as the succeeding term for which the President Elect would otherwise serve as President under these Bylaws. If the event the President Elect must fill the unexpired term of a President, then the Board shall select from among the Board of Directors a person to serve as President Elect. Upon the President’s completion of his or her term, the President will become Immediate Past President for a term of at least one (1) year, and up to three (3) years. In the event that the Immediate Past President elects to resign from that office prior to completion of a

three (3) year term, the Executive Committee shall replace that Immediate Past President on the Executive Committee with a Director selected by the Executive Committee, until a new Immediate Past President takes office.

3. Term of Other Officers. The Secretary and the Treasurer of the Corporation shall hold office for a term of three years, beginning at the conclusion of the first Annual Board Meeting during which they were elected, or subsequent to their election, as applicable.

4. Resignation and Vacancies. An Officer may resign from an Officer position upon written notice to the President or Secretary, effective when received by the President or Secretary or at any later date stated therein. As applicable, an individual can continue serving as a Director after resigning from an Officer position. If a vacancy occurs due to resignation or for any other reason, the Board may elect, from among the then-serving Directors, a replacement to serve until the end of the unexpired term of the Officer being replaced.

C. Description of Offices

1. President, President-Elect, and Immediate Past President. The President or the President's designee shall preside at all meetings of the Association. During the President's term of office he or she shall plan and superintend the program of the Association, subject to the directions and approval of the Association. The President shall superintend the performance of all activities of the Association and shall keep the Association informed and carry out its decisions. The President shall perform such other duties and acts as usually pertain to the office or as may be designated by the Board of Directors. The President may sign, with another Officer or agent of the Corporation authorized by the Board, any deeds, bonds, contracts, or other instruments that the Board has authorized executed. The President-Elect shall assist the President in the President's duties as determined appropriate by the President, including but not limited to serving as the President's designee at meetings the President cannot attend. The Immediate Past President shall provide information to the President and President-Elect and assist in the President's transition to that role, based on his or her experience in previously serving as President.

2. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of all meetings of the Association and of the Board. The Secretary shall be responsible for ensuring that the books and records of the Association are preserved (normally, by the executive director at the Association's executive office).

3. Treasurer. The Treasurer shall keep or cause to be kept proper books of account and other financial records, and shall work with the Association's outside accountants. As provided in section V.E.3 of these Bylaws, the Treasurer Presidents the Finance Committee and shall keep any records of that committee.

VII. Conflicts of Interest

Officers, Directors, and committee members of the Association shall serve without compensation, other than reimbursement for reasonable expenses as authorized by the Board. The Association's Directors, Officers, and committee members shall comply with the Association's conflict of interest policy, attached as Exhibit A, which shall be maintained in the Board Policy Manual.

VIII. Indemnification

A. Definitions.

All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes.

B. Mandatory Indemnification.

This Corporation shall indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer of this Corporation.

C. Additional Indemnification.

1. Directors and Officers. In cases not included under Section 8B, this Corporation shall indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of this Corporation, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:

a) A willful failure to deal fairly with this Corporation in connection with a matter in which the Director or Officer has a material conflict of interest.

b) A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

c) A transaction from which the Director or Officer derived an improper personal profit, or

d) Willful misconduct.

2. Employees and Agents. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder.

D. Method of Determining Indemnification.

The method for determining the rights of the Directors, Officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Corporation shall be as follows:

1. By a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related Proceedings.
2. If a quorum of disinterested Directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Directors who are parties to the same or related Proceedings.

E. Expenses.

Upon written request by a Director, Officer, employee or agent who is a party to a Proceeding, this Corporation, in its discretion, may pay or reimburse his or her reasonable Expenses as incurred if the Director or Officer provides this Corporation with all of the following:

1. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Corporation.
2. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required.

IX. Insurance

The Association shall keep current a policy of directors' and officers' liability insurance and other policies of insurance, in such amounts as are reasonable under the circumstances.

X. Publications

The Board, in its discretion, shall cause to be published by the Association such publications as suitable for its purposes and resources.

XI. Sections

The Board shall establish principles, policies, and procedures for the establishment, operation, and termination of sections (or subgroups) within the Association. All such sections (or subgroups) shall operate within the principles, policies and procedures established by the Board.

XII. Amendment

These Bylaws may be amended by a majority vote of the Board of Directors. Amendments will take effect immediately upon approval by the Board of Directors or at any later specified date.

Adopted this ____ day of _____, 2009.

Jerry S. Wolinsky, M.D., President

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