

**BYLAWS**  
**OF**  
**PEDIATRIC RENAL DIETICIANS OF NORTH AMERICA**

**ARTICLE I.**  
**Name and Offices**

- 1.1 **NAME**. The name of the corporation is Pediatric Renal Dietitians of North America.
- 1.2 **OFFICES**. The principal office and headquarters of the corporation shall be at 7325 Larson Lane, Kearney, NE 68845\_\_\_\_\_. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or as the purposes of the corporation may require.

**ARTICLE II.**  
**Purpose and Exempt Activities**

- 2.1 **PURPOSE**. The corporation is formed:
- 2.1.1 To create community and networking amongst pediatric renal dietitians.
- 2.1.2 To improve patient outcomes by increasing resources for pediatric renal dietitians.
- 2.2 **EXEMPT ACTIVITIES**. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), or by an organization, contributions to which are deductible under Section 170(c)(2) of the code.

**ARTICLE III.**  
**Members**

- 3.1 **MEMBERSHIP**. The corporation shall not have members.

**ARTICLE IV**  
**Directors**

- 4.1 **GENERAL POWERS**. The business and affairs of the corporation shall be managed by its Board of Directors. Except as otherwise provided in these Bylaws, all corporate powers as provided under the Nebraska Nonprofit Corporation Act (the "Act"), shall

be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of its own number, or to officers of the corporation, such powers as it may see fit.

- 4.2 NUMBER AND TENURE. The Board of Directors shall be comprised of not less than 5 nor more than 7 members. The tenure of each Director shall be for a 1 year period and a Director may serve for unlimited successive terms. The Directors tenures shall be staggered as determined by the Board of Directors so as to assure an orderly turnover of Directors each year.
- 4.3 REMOVAL OF DIRECTOR. Any Director may be removed, with or without cause, by a vote of the Board of Directors.
- 4.4 REGULAR MEETINGS. The Board of Directors shall hold regular meetings no less frequently than quarterly. An annual meeting of the Board of Directors shall be held in August     of each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings without other notice than such resolution.
- 4.5 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chair or any other two Directors of the corporation. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them. Board action may be taken by telephone, as provided by law.
- 4.6 NOTICE. Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally or mailed by registered mail to each Director at his or her business or home address, by telephone, or electronic transmission (email), as provided by law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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 called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 4.7 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Directors at a meeting at which a quorum is present shall be the valid act of the corporation unless the Articles of Incorporation or these Bylaws shall provide otherwise.

- 4.8 VACANCIES. Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors of the corporation. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 4.9 CONTRACTS AND SERVICES. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to, or incidental to, the operations conducted by the corporation, and may freely make contracts, enter into transactions or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as Directors, or otherwise; provided, however, that the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract, transaction or act on behalf of the corporation in a matter in which the Directors or officers are personally interested as Directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further, that no contract, transaction or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c)(3) of the Code. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction or other action.
- 4.10 COMPENSATION. Directors shall serve without compensation for their services to the corporation.
- 4.11 ACTION WITHOUT MEETING. Any action may be taken by the Board without a meeting if all Board members shall individually or collectively consent to such action by signing a written record or memorandum thereof. Such record or memorandum shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary of the corporation and made a part of the corporate records.

## **ARTICLE V.**

### **Officers**

- 5.1 OFFICERS. The officers of the corporation shall consist of a Chair, Chair Elect, Secretary Treasurer and Member at Large, each of which shall be members of the Board of Directors of the corporation.
- 5.2 PRESIDENT. The Chair shall preside at all meetings of the board of Directors. The Chair shall be the Chief Executive Officer of the corporation and shall perform the duties customary to that office. The Chair shall be chairperson of the Executive Committee and shall appoint the chairpersons and members of all standing and ad hoc committees of the board except the Executive Committee. The Chair shall be responsible for, but not limited to, the following matters:

- (a) The execution, with the Secretary or any other proper officer of the Corporation thereunto authorized by the board, of any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, 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; and
- (b) The suspension of any action taken by any such office or committee which the Chair believes to be in conflict with general or specific policies of the corporation.
- (c) The prompt and effective execution of all resolutions, policies, rules and regulations adopted by the Board and performance of all duties prescribed by the Board;
- (d) The formulation and recommendation to the Board of policies, programs and plans for services, physical facilities, financial affairs, affiliated arrangements and government relations of the corporation;
- (e) Serving as the chief spokesperson for, and interpreter of, the corporation to its constituencies; and
- (f) Performing such other duties as shall be designated by the Board.

5.3 Chair elect. The Chair Elect shall act in the absence or disability of the President.

5.4 SECRETARY. The Secretary shall:

- (a) Keep the minutes of the Board of Directors' meetings
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the corporation; and
- (d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

5.5 THE TREASURER. The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds of the corporation from any source whatsoever, and deposit or cause to be deposited all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws;

- (b) Cause to be prepared an annual audit of the corporation's financial records and submit to the Board a certified annual report prepared by an independent public accountant approved by the Board; and
  - (c) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- 5.7 **ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the Board of Directors at each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- 5.8 **REMOVAL.** Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the Board of Directors.
- 5.9 **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- 5.10 **OTHER OFFICERS.** The Board of Directors is authorized to create such other offices and appoint persons to such offices as the Board deems necessary to effectively conduct the operations of the corporation.
- 5.11 **COMPENSATION.** The officers of the corporation shall serve without compensation for their services rendered to the corporation.

**ARTICLE VI**  
**Contracts, Loans, Checks and Deposits**

- 6.1 **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.
- 6.2 **LOANS AND LEASES OF EQUIPMENT.** Unless authorized by the Board of Directors, generally or for specific instances, no loans or leases of equipment shall be contracted on behalf of the corporation.

- 6.3 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 such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 6.4 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.

## **ARTICLE VII.** **Committees**

### 7.1 EXECUTIVE COMMITTEE

- (a) Number, Election and Tenure. The Executive Committee shall be composed of the Chair, Chair Elect, Secretary and Treasurer, Member at Large of the corporation and such other members of the Board as may be appointed from time to time by the Board of Directors. Except as otherwise provided therein, each member of the Executive Committee shall hold office until the next annual meeting of the Directors and until his or her successor is elected and qualified. The Chair of the corporation shall be Chairperson of the Executive Committee.
- (b) Powers. The Executive Committee shall have the power and authority of the Board to transact all regular business of the corporation in the intervals between meetings of the Board, subject to any prior limitations imposed by the Board, the Articles of Incorporation, the Bylaws or by statute. The Executive Committee shall have such power as may be delegated to it from time to time by the board of Directors.
- (c) Meetings. Meetings of the Executive Committee may be called by the Chair or a majority of the Executive Committee members. The Executive Committee shall report to the Board at all regular meetings of the Board. A quorum shall consist of a majority of the Executive Committee members.
- (d) Manner of Acting. Action may be taken without a meeting by unanimous consent, in writing, setting forth the action so taken signed by each voting member of the Executive Committee entitled to vote thereat.
- 7.2 Finance decisions will be made by the board.
- (a) Number and Tenure. The Finance and Budget Committee shall be composed of the Treasurer, at least two other Directors and one or more other non-Board community members with finance and investment qualifications. Except as otherwise provided herein, each member of the Finance and Budget Committee shall hold office until the next annual meeting and until a successor is appointed

and qualified. The Treasurer shall be the Chairperson of the Finance and Budget Committee.

- (b) Functions. The Finance and Budget Committee shall review the annual operational, cash flow and capital expenditure budgets of the corporation and its subsidiaries as prepared by the Treasurer, and present same with its recommendations to the Board. The Finance and Budget Committee shall recommend to the Board such action as it may deem advisable to improve the financial condition of the corporation, including recommendations as to the annual corporate audit, insurance coverage and retention of fiscal consultants. The Finance and Budget Committee shall make such recommendations to the Board for the appropriate fidelity bonding of corporate and administrative officers and employees as it deems advisable, and recommend to the Board such policies and procedures with respect to investment and reinvestment of all corporate funds as it deems advisable.

7.3 COMMITTEES. In addition to the Finance and Executive Committee, establishment of the ad hoc committees is permissive at the discretion of the Board:

7.4 COMPENSATION. The members of any committee shall receive no salary for their services.

### **ARTICLE VIII. Staffing**

8.1 Executive Director (Duties). The Board of Directors shall hire an Executive Director. He/she shall be responsible for operations including, but not limited to, staffing, regulatory compliance, safety and quality. The Executive Director shall attend all meetings of the board of directors. The Executive Director shall act in accordance with policies and directives set forth by the Board of Directors. The Executive Director shall serve as a liaison between clinical staff and volunteers and the Board of Directors.

8.2 Other staff will be hired or secured in a volunteer role per approval of the Board of Directors.

### **ARTICLE IX. Fiscal Year**

Unless otherwise determined by the Board of Directors, the fiscal year of the corporation shall commence on \_August\_\_\_\_\_ 1 through \_July\_\_\_\_\_ 31. An annual audit will be conducted.

**ARTICLE X.**  
**Prohibition Against Sharing in Corporate Earnings**

No Director, officer, employee, committee member or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Any and all members of the corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in accordance with the Articles of Incorporation of the corporation.

**ARTICLE XI.**  
**Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the law under which this corporation is organized, 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**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of Directors then in office.

**ARTICLE XIII**  
**Indemnification of Directors and Officers**

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he/she is or was a Director, officer, employee, committee member or agent of the corporation, or is or was serving at the corporation's request as Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his/her part or on the part of the corporation's Directors, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith, and in a manner he/she reasonably believes to be in, or not opposed to, the corporation's best interests and, with



respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The corporation shall have the power to make other additional indemnifications that may be authorized by the Articles of Incorporation, Directors' resolutions, or duly enacted Bylaws. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.

However, no indemnification shall be made in respect to any claim, issue or matter wherein such person shall have been adjudged to have been liable for neglect or misconduct in the performance of his/her corporate duty, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in the first two paragraphs of this Article or in defense of any claim, issue or matter therein, he/she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

The indemnifications provided in these Bylaws for Directors, officers, employees and agents are directly created and accorded without the need of any affirmative act on the part of the Directors, officers, employees or agents and subject to the conditions and limitations of the first two paragraphs of this Article, such indemnification rights may be asserted and proceeded upon by any Director, officer, employee or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or in behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as provided in these Bylaws.

Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

**ARTICLE XIV.**  
**Conflict of Interest**

All Directors shall annually prepare a written conflicts of interest form and, from time to time, advise the corporation of any potential conflicts of interest. Directors should abstain from participation and voting in the event of such conflict.

Adopted by the Board of Directors of \_\_\_\_\_ this \_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director