

**BYLAWS  
OF  
SLEEP RESEARCH SOCIETY FOUNDATION**

As duly adopted by the Board of Directors  
this 18th day of November, 2022

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**BYLAWS  
OF  
SLEEP RESEARCH SOCIETY FOUNDATION**

**1 DEFINITIONS**

The following terms used in these Bylaws shall have the meanings set forth below.

**1.1 Act**

“Act” means the Illinois General Not for Profit Foundation Act of 1986, as amended.

**1.2 Foundation**

“Foundation” means Sleep Research Society Foundation, an Illinois not-for-profit Foundation.

**1.3 Society**

“Society” means Sleep Research Society, a Minnesota nonprofit corporation.

**2 CORPORATE OFFICES**

The Foundation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Foundation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

**3 CORPORATE PURPOSES**

As set forth in the Articles of Incorporation, the Foundation is organized and operated exclusively for educational, scientific and charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, the Foundation is organized and operated to conduct educational, scientific and charitable activities relating to the field of sleep disorders medicine.

**4 MEMBERSHIP**

There shall be no members of the Foundation, and the organization shall be governed by a self-perpetuating Board of Directors.

**5 BOARD OF DIRECTORS**

**5.1 General Powers**

The affairs, business, and all legal matters of the Foundation shall be managed by its Board of Directors.

## 5.2 Number and Tenure

The Board of Directors shall be composed of eleven (11) directors and may be decreased to seven (7) and increased to fifteen (15), without amending the Bylaws, by a resolution of the Board of Directors. The Board of Directors may from time to time, by amendment of these Bylaws, change the minimum and maximum number of directors, but in no case shall the number be less than three (3).

Each director shall hold office for a term of two (2) years, except as otherwise set forth herein unless the Board shall expressly resolve to elect a director for a different term. Director's terms shall be staggered so that approximately one-third of the director seats are up for appointment at each annual meeting of the Society. Director terms commence upon the conclusion of the Society's annual meeting. Directors may serve two consecutive terms provided that after any such director serves two full consecutive terms, he or she shall be required to leave the Board for a one-year period before being reappointed. Notwithstanding such term limitations, each such director shall hold office until his or her successor has been appointed and qualified.

## 5.3 Qualifications

The Board of Directors for the Foundation shall be comprised of directors of the Society, and may include up to three (3) additional qualified individuals with substantial experience in the field of sleep and circadian research whom the Board may appoint in furtherance of the Foundation's corporate purposes. Additionally, the directors must personally affirm the Foundation's statement of purpose, must abide in all respects with the corporate policies set forth in these Bylaws, and must characterize personal commitment to the values of the Foundation.

## 5.4 Appointment

Directors shall be appointed by the Society Board of Directors, or otherwise as set forth below in Section 5.7. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

## 5.5 Fiduciary Duties

Directors are legally required to fulfill the following fiduciary duties to the Foundation:

### 5.5.1 Duty of Diligence

Directors ultimately hold full non-delegable responsibility for the Foundation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

### 5.5.2 Duty of Loyalty

Directors must always act in the best interests of the Foundation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Foundation. Directors shall comply at all times with the Conflict of Interest Policy; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

### 5.5.3 Duty of Obedience

Directors are required to ensure that the Foundation's activities adhere and conform to the scientific, charitable, or educational purposes set forth in the Foundation's purpose statement at Section 3 above; and to utilize the assets of the Foundation for the best interest of the Foundation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.

### 5.6 Resignation and Removal

Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board.

### 5.7 Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of directors or resignation or termination of a director shall be filled by the Society Board of Directors as soon as is practicable. A director so appointed to fill a vacancy may be appointed for the unexpired term of his or her predecessor in office.

### 5.8 Confidentiality

As part of their fiduciary duties owed to the Foundation, all directors, officers, and key employees of the Foundation are expected to maintain appropriate confidentiality of information related to the Foundation, including donor and supporter lists and related records, fundraising strategies, financial information about the Foundation, organizational plans, marketing information, expense information, personnel matters, and all credentials used to access physical or digital media containing information related to the Foundation and any software or services owned, leased, subscribed to, or used by the Foundation for the Foundation's purposes, including, but not limited to, computer login identification and passwords, email login identification and passwords, serial numbers or software keys for local copies of software, and cloud-based services login identification and passwords, and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Foundation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Foundation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

## 6 MEETINGS OF THE BOARD OF DIRECTORS

### 6.1 Annual Meeting

An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, and for the transaction of such other business as may come before the meeting.

## 6.2 Special Meeting

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

## 6.3 Notice

### 6.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

### 6.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Foundation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

### 6.3.3 Extraordinary Notice

Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the Bylaws or removing a director as required under applicable Illinois law.

### 6.3.4 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the 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 expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

## 6.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

## 6.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Foundation unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

## 6.6 Telephone Meeting

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment, including videoconference. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## 6.7 Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Foundation's Secretary to be filed in the Foundation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

# 7 COMMITTEES

## 7.1 Appointment of Committees and Committee Members

The Foundation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Foundation (see Sections 7.2 and 7.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

## 7.2 Committees with Corporate Authority

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority must have two (2) or more directors; a majority of its membership must be directors; and all the committee members shall serve subject to the Board's oversight.

## 7.3 Committees Without Corporate Authority

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and



programs as well as making recommendations to the Board of Directors or officers for approval. The committees shall not have authority to bind the Foundation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Foundation.

#### 7.4 Board Chairs and Committee Meetings

One member of each committee shall be appointed chairperson by the Foundation President for a term of one year. Meetings of any committee may be called by the President of the Foundation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 6.3.

#### 7.5 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Foundation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

#### 7.6 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 6.6 and 6.7.

## 8 OFFICERS AND AGENTS

### 8.1 Officers

The officers of the Foundation shall consist of a:

- a) President;
- b) Secretary-Treasurer.

Such other officers and assistant officers and agents as may be deemed necessary shall be appointed by the Society Board. Directorship in the Society shall be a required qualification for officers.

### 8.2 Election and Term of Office

Officers shall be determined and appointed by the Society's Board of Directors. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Appointment of an officer or agent shall not in itself create contract rights.

### 8.3 President

The President shall be a director and may serve as the chief executive officer of the Foundation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board. The President

may sign documents on behalf of the Foundation, as provided below in Section 9. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

#### 8.4 Secretary-Treasurer

The Secretary shall:

- a) be responsible for the keeping of the minutes of the Board and committee meetings in one (1) or more books provided for that purpose;
- 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 and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and
- d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.
- e) monitor the financial books of the Foundation;
- f) keep regular books of account and make them available for inspection at all times to the directors of the Foundation;
- g) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Foundation; and
- h) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

#### 8.5 Executive Director

If an Executive Director is hired, he or she shall be an ex officio, non-voting officer and shall supervise and be principally responsible for the day-to-day administrative management of the Foundation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- a) carrying out all policies established by the Board;
- b) selecting, employing, training, controlling and discharging all other employees of the Foundation;
- c) attending all meetings of the Board and committees of the Board;
- d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Foundation's mission; and
- e) any other duties and responsibilities as may be assigned to him or her by the President or by the Board.

#### 8.6 Delegation of Authority

In case of the absence of any officer of the Foundation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Foundation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

## 8.7 Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Foundation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

# 9 FINANCIAL POLICIES

## 9.1 Fiscal Year

The fiscal year of the Foundation shall be determined by the Board of Directors.

## 9.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Foundation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Foundation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

## 9.3 Contracts

The President, the Executive Director, and other Board-authorized agents may sign contracts provided, however, that the Board may authorize him or any other officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Foundation, individually or together, and such authority may be general or confined to specific instances.

## 9.4 Loans

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

## 9.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

## 9.6 Deposits

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

## 9.7 Gifts

The Board of Directors or the President may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

## 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Foundation shall have powers to indemnify any director, officer, or former director or officer of the Foundation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, or a recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Foundation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

## 11 CORPORATE LIMITATIONS

### 11.1 Distributions

The Foundation, being organized exclusively for scientific, charitable, and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

### 11.2 Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Foundation 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 in Section 3 above.

### 11.3 Political Activity

No substantial part of the activities of the Foundation shall be to attempt to influence legislation by propaganda or otherwise, and the Foundation 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.

### 11.4 Other Prohibitions

The Foundation shall not carry on any other activities not permitted to be carried on:

- a) under the Act or other applicable law;
- b) by a Foundation exempt from federal income tax under Section 501(c)(3) of the Code; or
- c) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Code.

## 11.5 Dissolution

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation, exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for scientific, charitable, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

## 12 MISCELLANEOUS

### 12.1 Books and Records

The Foundation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Foundation may be inspected by a director, or his agent or attorney, at any reasonable time.

### 12.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a vote of two-thirds of the Directors. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Section 6.3 herein, and shall identify the persons proposing the amendment.

### 12.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a vote of two-thirds of the Board of Directors.

### 12.4 Waiver or Reduction of Fees

The Foundation, being organized exclusively for scientific, charitable, and educational purposes under Illinois law, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of the Foundation that any fees or charges associated with the tax-exempt services and programs of the Foundation shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Foundation's charitable services and programs.

### 12.5 Seal

The Foundation shall not maintain a corporate seal.

#### 12.6 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of the Foundation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

#### 12.7 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

**CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned, being the duly elected Secretary of Sleep Research Society Foundation, an Illinois not for profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Foundation.

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*Date*

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*Secretary*