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GLOBAL VITILIGO FOUNDATION BYLAWS

1 Article I - GENERAL INFORMATION

2 Section 1.1: Name

3 The corporation shall be known as the Global Vitiligo Foundation (Foundation).

4 Section 1.2: Purposes

5 The Global Vitiligo Foundation is a physician and patient led organization driven by the mission to improve the lives
6 of people living with vitiligo. The Foundation supports vitiligo groups throughout the world and advocates for
7 research and education for vitiligo.

8
9 The Global Vitiligo Foundation is organized exclusively for charitable, educational, and scientific purposes, and the
10 making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRS Code
11 or corresponding section of any future federal tax code.

12
13 The mission of the Global Vitiligo Foundation is to improve the quality of life for individuals with vitiligo through
14 education, research, clinical care, and community support.

15 Section 1.2.1: Specific Purposes

16 To fulfill our mission, we bring together clinicians, researchers, support groups, industry, patients, patient advocacy
17 groups, and regulatory bodies to raise awareness about vitiligo, advance our understanding of the disease and its
18 therapies, and ultimately, find a cure.

19 The specific objectives and purposes of this Foundation shall be to:

- 20 (a) sponsor, host, and/or participate in events and activities that promote the study of and research on vitiligo
- 21 (b) sponsor and provide learning for people with vitiligo, their caregivers, researchers, and physicians
- 22 (c) provide access to instruction and information on the treatment of vitiligo
- 23 (d) provide guidance and assistance to people and companies that seek a cure for vitiligo
- 24 (e) provide guidance and assistance for vitiligo support groups

25 Section 1.3: Powers

26 The Foundation shall have such powers as are now or may hereafter be granted by the Michigan Nonprofit
27 Corporation Act, by its Articles of Incorporation, these Bylaws, and the GVF Administrative Regulations.

28 Section 1.4: Fiscal and Liability Requirements

29 Section 1.4.1: Fiscal Year

30 The fiscal year of the organization shall be established by the Board of Directors and outlined in the Foundation's
31 Administrative Regulations.

32 Section 1.4.2: Audit

33 At the end of the fiscal year, the books of the Foundation shall be closed, and financial statements prepared for such
34 year. Such financial statements shall be composed by an accounting firm and when necessary certified by an
35 independent accounting firm and CPA when required by the Board of Directors (Board), Federal laws or regulations,
36 or the laws of Michigan and/or Illinois. Such financial statements shall be promptly provided to each Director.

37 Section 1.4.3: Insurance
38 Every director, officer, employee, and agent of the association and such others as specified from time to time by the
39 Executive Committee, shall be indemnified by the Foundation against all expenses and liabilities, including legal fees
40 reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party
41 or in which they may become involved, by reason of being or having been a director, officer, employee, or agent of
42 the Foundation, or any settlement thereof, whether the person is a director, officer, or employee at the time such
43 expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged guilty of
44 negligence, willful misfeasance, or malfeasance in the performance of duties. The foregoing right of indemnification
45 shall be in addition to and not exclusive of all other rights to which the indemnified person may be entitled.
46 The Foundation shall be entitled to purchase insurance for such indemnification to the full extent as determined
47 from time to time by the Executive Committee or Board of the Foundation.

48 Section 1.4.4: Financial Documents
49 The financial records of the Foundation are public information and shall be made available to the Board in their
50 entirety and to the public in accordance with the laws of the state of incorporation. At the discretion of the Board,
51 the information made available to the public can be limited to a general financial summary.

52 Article II - OFFICES

53 Section 2.1: Principal Office

54 The Foundation's principal office shall be located at such a place as the Board shall determine. The Board is granted
55 full power and authority to change said principal office from one location to another.

56 Section 2.2: Other Offices

57 Branch or subordinate offices may be established at any time by the Board at any place or places.

58 Article III - MEMBERSHIP

59 The Foundation shall have no members and shall be managed by the self-perpetuating Board of Directors. Any
60 action that by law would otherwise require approval of members shall require only approval of the Board of
61 Directors. All rights that would otherwise vest in the members shall vest in the Directors.

62 Article IV - OFFICERS

63 The officers of the Foundation are the President, President-Elect/Secretary, Immediate Past-President, Treasurer,
64 and Vice-President of Vitiligo Support.

65 Section 4.1: Eligibility

66 Persons interested in serving as an officer must have previously served as a Director for two years prior to taking
67 office.

68 In order to serve as an officer, the candidate must have served as least two years as a Board member prior to being
69 nominated for an officer position. Should no Directors with two years' experience be willing and/or able to run for
70 an officer position, the Board, at its discretion, may waive the two years requirement.

71 [Section 4.2: Elections](#)

72 With the exception of the Vice-President of Vitiligo Support, Officers will be elected by the Board, as needed,
73 annually.

74 [Section 4.3: Terms of Office](#)

75 Section 4.3.1: President

76 The term of office of the President is one (1) year commencing at the end of the annual meeting at which his or her
77 predecessor's term as President ends and continuing until the President's resignation, removal, death, or until the
78 President's term expires and his or her successor takes office.

79 Section 4.3.2: President-Elect/Secretary

80 The term of office of the President-Elect/Secretary is one (1) year commencing at the end of the annual meeting at
81 which his or her predecessor's term as President-Elect/Secretary ends and continuing until the President's
82 resignation, removal, death, or until the President's term expires. The President-Elect will assume the office of
83 President following his or her successors term.

84 Section 4.3.3: Immediate Past-President

85 The term of office of the Immediate Past-President is one (1) year commencing at the end of the annual meeting at
86 which his or her term as President ends and continuing until the end of the next President's term.

87 Section 4.3.4: Treasurer

88 The term of office of the Treasurer is two (2) years commencing at the end of the annual meeting at which he or she
89 is elected and continues until his or her resignation, removal, death, or until his or her term expires and his or her
90 successor is elected and qualified. The Treasurer can serve up to two (2) consecutive terms.

91 Section 4.3.5: Vice-President of Vitiligo Support

92 The term of office of the Vice-President of Vitiligo Support is one (1) year commencing at the end of the annual
93 meeting at which time he or she is appointed by the Board. At the end of the one (1) year period, the Board, at its
94 discretion, may reappoint the person for up to a combined total of three (3) years.

95 [Section 4.4: Vacancies and Succession](#)

96 Section 4.4.1: President

97 If a vacancy occurs in the office of President, the President-Elect assumes the office of President and serves the
98 remainder of the vacating President's term and one (1) additional complete year. Should the President-Elect be
99 unable or unwilling to fill the President's vacated term, the Treasurer or other Director, duly appointed by the full
100 Board, may assume the vacated term.

101 In the event the President is unable to carry out his or her duties, the next highest-ranking member of the Executive
102 Committee shall assume such duties. The rank order of the members of the Executive Committee is: President,
103 President-Elect, Treasurer, and Vice-President of Vitiligo Support.

104 Section 4.4.2: President-Elect/Secretary, Vice-President, and Treasurer

105 If a vacancy occurs in the office of President-Elect/Secretary, Vice-President or Treasurer, the Board shall appoint a
106 Director for the unexpired term of the vacant office.

107 No member of the Board may continue to serve on the Board if he or she fails to attend three (3) consecutive Board
108 meetings, except where such absence is for an acceptable reason as determined by the Board or its designees.

109

110 Section 4.5: Duties of the Office

111 Section 4.5.1: President

- 112 a) He or she shall be the President of the Board of the Global Vitiligo Foundation and a member ex-officio of all
- 113 committees of the Foundation.
- 114 b) The President shall preside at all meetings of the Directors and Foundation.
- 115 c) The President, with approval of the Board, shall, at his or her discretion, have the power to create
- 116 committees and to designate a chair of any committee or subgroup so created.
- 117 d) The President is responsible for the execution of the Foundation’s strategic plan and shall direct staff and
- 118 committees in accordance with the Board’s wishes and the strategic plan.
- 119 e) The President shall chair and lead Executive Committee meetings.

120 Section 4.5.2 President-Elect/Secretary

- 121 a) The President-Elect shall preside at the meetings of the Foundation and of the Board in the absence of the
- 122 President.
- 123 b) In the event of the disability of the President, the President-Elect shall become acting President with all the
- 124 powers of the President.
- 125 c) If there is no President-Elect in office in the event of the disability of the President, succession shall proceed
- 126 as defined in Section 4 of Article IV.
- 127 d) The President-Elect or a designate shall keep minutes and records of decision at all meetings of the
- 128 Foundation.
- 129 e) The President-Elect shall be the custodian of all records and papers of the Foundation, except the financial
- 130 records.
- 131 f) The President-Elect or a designate shall keep a correct list of all contacts of the Foundation.
- 132 g) The President-Elect shall ensure that annual reports of committees are filed in accordance with these Bylaws
- 133 and/or the Foundation’s Administrative Regulations.
- 134 h) The President-Elect shall assure that all notices are given in accordance with the provisions of these Bylaws,
- 135 Foundation Administrative Regulations, or as required by law.
- 136 i) For purposes of the Michigan Nonprofit Act, the President-Elect will fulfill the requirement for a Secretary
- 137 position.

138 Section 4.5.3: Treasurer

- 139 a) The Treasurer of the Foundation shall oversee staff who will demand and receive all funds, bequests, and
- 140 donations due the Foundation and who shall deposit them in an appropriate bank account held in the
- 141 Foundation’s name.
- 142 b) The Treasurer shall disburse such funds from the treasury as the Board shall direct.
- 143 c) The Treasurer shall make a report of the state of the treasury to the Board, at meetings of the Foundation as
- 144 necessary or requested by the Board, and at such other times as may be necessary.
- 145 d) The Treasurer shall serve as the Chair of the Finance Committee, or similarly named committee, that
- 146 oversees the financial health and wellbeing of the Foundation.

147 Section 4.6: Resignation and Removal

148 Section 4.6.1: Resignation

149 An officer may resign by oral tender of resignation at any meeting of the Board of Directors or by giving written
150 notice thereof to the Board. Such resignation shall take effect at the time specified and acceptance of such
151 resignation shall not be necessary to make it effective.

152 Section 4.6.2: Removal
153 The Board may, by a vote of two-thirds (2/3) of its members, remove any officer for cause at a special meeting
154 expressly called for that purpose. For cause includes but is not limited to the following: violates ethical standards,
155 perceived or real criminal activities, and unexcused absences.

156 Article V - EXECUTIVE COMMITTEE

157 Section 5.1: Composition

158 The Executive Committee shall consist of the President, President-Elect/Secretary, Vice-President, Treasurer,
159 Immediate Past- President, and the executive staff members. The Immediate Past-President and executive staff are
160 non-voting members of the committee.

161 Section 5.2: Duties

162 The Executive Committee shall be responsible for the governance of the Foundation between meetings of the Board
163 in accordance with Administrative Regulations approved by the entire Board.

164 The Executive Committee is responsible for the yearly evaluation of staff.

165 Section 5.3: Powers

166 The Executive Committee shall have all the powers of the Board, other than the powers expressly reserved to the
167 Board of Directors by these Bylaws and by the Michigan Nonprofit Corporation Act, to transact business between
168 Board meetings in accordance with rules established by the Board. Actions required between Board meetings shall
169 be ratified at the next meeting of the Board.

170 Section 5.4: Reporting

171 The Executive Committee shall report its actions to the Board at its next meeting.

172 Section 5.5: Quorum and Voting

173 A majority of the Executive Committee shall constitute a quorum, and the vote of a majority in attendance at the
174 meetings at which a quorum exists shall constitute the act of the Executive Committee. No action shall be taken by
175 the Executive Committee except at a scheduled meeting.

176 Article VI – BOARD OF DIRECTORS

177 Section 6.1: Duties of Directors

178 The affairs the Foundation shall be managed by its Board of Directors (Board). Except as the Michigan Nonprofit
179 Corporation Act, the Articles of Incorporation, these Bylaws, or GVF Administrative Regulations may require that
180 action shall be otherwise authorized or taken, all authority of the Foundation shall be exercised by its Board.

181 Section 6.2: Power and Authority

182 Without prejudice to its general powers as specified above in Section 1 of Article VI, or otherwise listed in these
183 Bylaws, the Board shall have full power and authority to:

- 184 (a) Borrow money on behalf of the Foundation, including the power and authority to borrow money from any
185 Director or officer of the Foundation and otherwise to incur indebtedness for the Foundation, and to agree
186 to pay interest thereon

- 187 (b) Sell, convey, alienate, transfer, assign, exchange, lease and otherwise to dispose of, mortgage, pledge,
188 hypothecate, and encumber the property, real and personal
- 189 (c) Invest and reinvest property of the Foundation from time to time
- 190 (d) Purchase, lease, and otherwise acquire property, real and personal, on behalf of the Foundation, including
191 the right to receive property by gift or testamentary disposition
- 192 (e) Act as trustee under any trust incidental to the principal objectives of the Foundation
- 193 (f) Receive, hold, administer and expend funds and property subject to such trust
- 194 (g) Loan funds to charitable organizations
- 195 (h) Generally perform or cause to be performed every act which the Foundation may lawfully perform;
196 provided, however, that any funds invested by the Foundation shall be invested in such manner, so that
197 income therefrom will not be subject to income tax under those provisions of the Internal Revenue Code, as
198 amended from time to time, relating to income of, charitable Foundations, provided further that all monies
199 and all property and all proceeds therefrom, both of corpus and income of the Foundation, shall be devoted
200 exclusively to religious, charitable, scientific, literary or educational purposes, and that no part of such
201 corpus or income therefrom shall inure to the benefit of any private shareholder or individual, and that no
202 substantial part of the activities of this Foundation shall be carrying on propaganda or otherwise attempting
203 to influence legislation; and that this Foundation shall not participate or intervene in any political campaign
204 (including the publishing or distributing of statements) on behalf of any candidate for public office; and
205 provided, further, that this Foundation shall never be owned or held by an entity which shall engage in so
206 called "prohibited transactions" as defined in Sections 503 (b) and 4948 (c) (2) of the Internal Revenue Code
207 and as from time to time hereafter amended
- 208 (i) Have control of and be responsible for the management of the affairs and property of the Foundation.
- 209 (j) Set the dues or other fees for the Foundation
- 210 (k) Make all contracts or shall authorize all contracts made in the name of the Foundation or by all officers or
211 any committees of the organization
- 212 (l) By simple majority vote, to adopt rules and regulations governing its own action (Administrative
213 Regulations)
- 214 (m) Have full authority with respect to the distribution and payment of monies received by the Foundation
215 provided that the fundamental and basic purposes of the Foundation, as expressed in the Certificate of
216 Incorporation, shall not thereby be amended or changed; and that no net earnings or capital of the
217 Foundation be permitted to inure to the benefit of any individual member of the Board with exception of
218 reasonable compensation paid for services rendered
- 219 (n) In the case of absence of any officer, the Board may delegate the powers or duties of any officer to any
220 other officer or any Director, except where otherwise provided by the Bylaws
- 221 (o) Approve all committee appointments made by the President
- 222 (p) Approve the budget of the Foundation
- 223 (q) Approve all programs of the Foundation

224 Section 6.2.1: Staff

225 In order to execute the work of the Foundation, the Board of Directors may contract or employ staff, who, at the
226 Board's direction, shall carry out the affairs of the Foundation in a manner consistent with its fundamental
227 purposes and with the policies of the Board. The staff shall not be members of the Board of Directors.

228 Section 6.2.2: Executive Staff

229 The Board of Directors may engage an Executive Director, or other executive staff, who shall have overall
230 responsibility for management of the operations and business affairs of the Foundation. The executive staff shall
231 execute all programs established by the Board and all duties as may be assigned from time to time by the

232 President or the Board, shall negotiate and execute contracts as authorized by the Board, shall be custodian of
233 Foundation funds, and shall have authority to make deposits and disbursements in connection with the conduct
234 of its business affairs, as delegated by the Board. The executive staff and all staff members of the Foundation
235 staff who deal with its funds shall be bonded for the faithful discharge of duties as the Board may deem
236 appropriate.

237 Section 6.2.3: Emergency Powers

238 If a quorum of the Board of Directors cannot readily be assembled because of some catastrophic event, the
239 exercise of emergency powers is authorized as provided by the state of Michigan statutes governing nonprofit
240 corporations and in accordance with the Foundation's Administrative Regulations.

241 Section 6.3: Composition

242 The number of Directors shall be fixed from time-to-time by the Directors but shall consist of not less than three (3)
243 nor more than fifteen (15) persons, who shall be elected by majority vote at the annual meeting of the Board.

244 Section 6.4: Terms

245 Appointed members of the Board shall serve for three (3) years or until their successors are elected. Such members
246 shall be eligible to serve no more than the equivalent of two (2) full terms consecutively (six (6) years). Exceptions of
247 several months, but not more than one (1) year, can be made by the Board to account for Directors appointed
248 outside of the annual meeting.

249 Terms shall begin at the close of the annual meeting at which they were appointed or on the date on which a special
250 appointment was made by the Board.

251 Section 6.5: Board of Directors Meetings

252 Section 6.5.1: Meetings of the Board of Directors

253 Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the
254 Board, except that the Board shall meet no less than two (2) times each year. Notice of time of meeting will be on an
255 annual calendar; place and purpose of the meeting shall be provided to each Director not less than four (4) weeks
256 before the meeting. At the discretion of the Board, the annual meeting can be considered one of the meetings.

257 Should Directors not have the ability to attend the meeting at a physical location and space, they will have access to
258 an electronic means of listening to and participating in the meeting while it is occurring.

259 Section 6.5.2: Additional Meetings

260 Additional meetings outside of regularly scheduled and annual meetings of the Board may be held at such times as
261 the Board may determine.

262 Section 6.5.3: Annual Meetings

263 A regular annual meeting of the Board shall be held in May or June each year on a date and at such time as the
264 President or the persons entitled to call such meeting may determine for the purposes of electing Directors and
265 transacting such other business as may come before the meeting. Notice of time of meeting will be on an annual
266 calendar; place and purpose of the meeting shall be provided to each Director not less than four (4) weeks before
267 the meeting.

268 Section 6.5.4: Special Meetings

269 Special meetings of the Board may be called on an emergency basis by or at the request of the President or any two
270 (2) members of the Board to discuss and vote on immediate or impending challenges or legal matters of the
271 Foundation. The person or persons authorized to call special meetings of the Board may fix any location, as the

272 place for holding any special meeting of the Board called by them. Should Directors not have the ability to attend
273 the meeting at a physical location and space, they will have access to an electronic means of listening to and
274 participating in the meeting while it is occurring.

275 Section 6.5.4.1: Special Meetings Notification

276 Notice of any special meeting of the Board shall be given at least 24 hours in advance of the meeting by telephone,
277 facsimile, electronic methods, or by written notice. Directors have the right to waive notice per Section 5.5 of
278 Article VI of these Bylaws.

279 Section 6.5.5 Notice of Meetings

280 Notice of time, place, and purpose of the meeting shall be provided to each director not less than four (4) weeks
281 before the meeting except where otherwise expressly written in these Bylaws.

282 Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a
283 waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to
284 the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be
285 transacted at nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or
286 waiver of notice of such meeting unless specifically required by law or by these Bylaws.

287 In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made
288 valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. This
289 includes such actions as making and passing motions by email or other electronic means of voting where all
290 members of the Board received the necessary email communication(s) needed to make an informed decision and
291 the ability to cast a vote.

292 Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the
293 purpose of the meeting, and, at any Directors' meeting duly held as provided in these Bylaws, any business within
294 the legal province and authority of the Board may be transacted.

295 Section 6.6: Electronic Participation

296 Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such
297 committee by means of a conference telephone, video conferencing, or similar communications equipment allowing
298 all persons participating in the meeting to hear each other at the same time. Participation by such means shall
299 constitute presence in person at a meeting.

300 Section 7: Quorum

301 A simple majority of the members of the Board shall be present to constitute a quorum for the transaction of
302 business. The act of a majority present at a meeting at which a quorum exists is the act of the Board. Each member
303 of the Board shall be entitled to one vote. Proxy voting shall not be permitted for any purpose.

304 Section 8: Absence

305 Should any member of the Board be unreasonably absent from three (3) consecutive meetings of the Board without
306 sending a communication to the President or President-Elect stating his or her reason for so doing, his or her seat on
307 the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy in accordance with
308 Section 9 of Article VI of these Bylaws.

309 Section 9: Vacancies

310 Whenever any vacancy occurs in the Board by death, resignation, or otherwise that brings the number below the
311 minimum as set forth by the Bylaws, it shall be filled without undue delay by a majority vote by ballot of the

312 remaining members of the Board at a regular or a special meeting that shall be called for that purpose. The election
313 shall be held within 60 days after the occurrence of the vacancy. The person selected shall hold office until the next
314 annual meeting or one (1) year, whichever comes first.

315 Section 10: Resignation

316 A director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving
317 written notice (paper or electronic) thereof to any officer of the Foundation. Such resignation shall take effect at the
318 time specified and acceptance of such resignation shall not be necessary to make it effective.

319 Section 11: Removal of Directors

320 Any one or more of the Directors may be removed for cause, at any time, by consensus of all Board of Directors. For
321 cause includes but is not limited to the following: violates ethical standards, perceived or real criminal activities, and
322 unexcused absences.

323 Section 12: Procedure

324 The President shall preside at meetings of the Board of Directors and shall consult Robert's Rules of Order Newly
325 Revised, on matters of procedure not specifically covered by these Bylaws.

326 Section 13: Fees and Compensation

327 No Director shall receive compensation from the Foundation for services rendered to the Foundation as a Director.
328 However, nothing herein shall prevent the Foundation by a majority vote of the Board at a duly constituted meeting
329 from paying compensation in any capacity other than as Director. The Board maintains the ability to reimburse
330 Directors for Board approved expenses.

331 Article VII - COMMITTEES

332 For the purpose of these Bylaws, Article VII shall encompass the various types of working subgroups of the
333 Foundation as appointed by the President or Board. Among others, these subgroups include names like committee,
334 working group, taskforce, commission, ad hoc committee, or standing committee.

335 Section 7.1: Standing Committees

336 Section 7.1.1: Executive Committee

337 The Foundation shall maintain an Executive Committee. The duties and eligibility are outlined in Article V above.

338 Section 7.1.2: Finance Committee

339 Section 7.1.2.1: Composition

340 The Committee shall be comprised of not less than three (3) people, one of which is the Treasurer. The Treasurer is
341 the chair of the Finance Committee.

342 Section 7.1.2.2: Duties

343 The Finance Committee shall:

- 344 a) Review and submit an annual proposed budget to the Board of Directors
- 345 b) Submit annual and quarterly reports to the full Board
- 346 c) Monitor fiscal performance of the Foundation against its current budget
- 347 d) Review financial statements with the staff and certified public accountants of the Foundation
- 348 e) Recommend guidelines for investment of funds of the Foundation

- 349 f) Develop and review fiscal procedures
- 350 g) Review other Foundation fiscal matters for recommendation to the Board

351 Section 7.1.3: Nominating Committee

352 Section 7.1.3.1: Composition

353 The Nominating Committee shall be comprised of not less than three (3) Directors or persons appointed by the full
354 Board and the Immediate Past-President, who will serve as Chair.

355 Section 7.1.3.2: Duties

356 The Nominating Committee shall nominate persons as officers and directors of the Foundation in accordance with
357 the GVF Administrative Regulations or as instructed by the Board.

358 Section 7.2: Creation of Subgroups

359 Subgroups (examples include, committee, working groups, taskforce, commission, ad hoc committee, standing
360 committee) may be established and abolished from time to time as appropriate and approved by the Board. Such
361 subgroups shall discharge such responsibilities as may be assigned to them by the Board. The Board shall define the
362 function of each subgroup/committee.

363 Section 7.3: Appointment and Removal of Committee Members

364 The President shall appoint a chair of each subgroup except the Nominating Committee, as soon as practical
365 following the annual meeting of the Foundation. The chair of each subgroup will report to the Board.

366 Vacancies occurring in the membership of the committees shall be filled by the chair of the committee, in
367 consultation with the president, except vacancies on the Nominating Committee, such vacancies shall be filled by
368 the Board.

369 The chair of each committee shall preside at all subgroup meetings and shall render a report to the Board as
370 requested for each Board meeting and at each annual meeting of the Foundation.

371 Section 7.4: Ex-Officio Members

372 The President shall be an ex-officio member of all committees and subgroups. The President may from time to time
373 appoint one or more additional persons as ex-officio members of committees. Ex-officio members of subgroups and
374 committees shall be entitled to all the rights and privileges of regular committee members but shall not vote or be
375 counted in determining the existence of a quorum.

376 Article VIII - CONTRACT AND BANKING PROVISIONS

377 Section 8.1: Contracts

378 The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or
379 deliver any instrument in the name of or on behalf of the Foundation and such authority may be general or confined
380 to special instances as outlined in the Foundation's Administrative Regulations and approved by the full Board.

381 Section 8.2: Deposits

382 All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the
383 Foundation in such financial institutions and/or investments in accordance with the guidelines recommended by the
384 Finance Committee, outlined in the Foundation's Administrative Regulations and approved by the Board of
385 Directors.

386 [Section 8.3: Checks](#)

387 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the
388 name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such
389 manner as shall from time to time be determined by resolution of the Board of Directors and outlined in the
390 Foundation's Administrative Regulations.

391 [Section 8.4: Loans](#)

392 No loan shall be made to the Foundation and no evidences of indebtedness shall be issued in its name unless
393 authorized by a resolution of the Board.

394 [Article IX - AMENDMENTS](#)

395 [Section 9.1: Notice](#)

396 These Bylaws may be amended, or new Bylaws adopted at any regular, annual, or special meeting, provided that
397 Directors have at least fourteen (14) days' notice and access to the language of any proposed amendment.

398 [Section 9.2: Voting Requirements](#)

399 Any amendment to the Bylaws must be approved by a two-thirds (2/3) vote of the Directors present at the regular,
400 annual, or special meeting properly called and constituted.

401 [Section 9.3: Notice Exemption](#)

402 These Bylaws may be further amended or new Bylaws adopted at any regular, annual, or special meeting, properly
403 constituted upon the unanimous vote of all Directors present at the meeting without the necessity for prior notice
404 of the proposed amendment.

405 [Article X - DISSOLUTION](#)

406 Upon the dissolution of the Foundation, the Board, after paying or making provision for the payment of all of the
407 liabilities of the Foundation, shall dispose of all of the remaining assets of the Foundation exclusively for the
408 purposes of the Foundation in such manner, or to such organization or organizations as shall at the time qualify as a
409 tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986,
410 as amended, or the corresponding provision of any future United States internal revenue statute, as the Board shall
411 determine.

GVF Bylaws Edits Log

Date of change	Brief Description of Change	Board Approved or General Editing
11/11/20	Bylaws Adopted	Board Approved
04/19/21	Change name from VP of Patient Affairs to VP of Vitiligo Support	Board Approved
5/10/21	Update Article VII – Section 7.2 so that it matches with the opening statement of Article VII. Section 7.2 was missing the word “committee” as one of the options for subgroups.	General Editing
8/9/21	Edit Section 7.3: Appointment and Removal of Committee Members. Edits were made to make the bylaws more inline with the working practices of the board.	Board Approved