ARTICLE I. NAME, PURPOSE, POWERS, AND LOCATION

Section 1. Name.
The name of this corporation is The Federation of State Medical Boards Research and Education Foundation (hereinafter, the “Foundation”).

Section 2. Purposes. The purposes of the Foundation shall be to:
(A) Further the public interest by conducting or promoting scientific and scholarly research regarding the relationship between physician licensure and regulation and the quality of health care provided to the general public.
(B) Expand public knowledge and awareness of medical licensure, regulation, and practice by developing, conducting and supporting educational and research projects designed to promote regulatory excellence in furtherance of the public interest.

Section 3. Powers.
The Foundation shall have such powers as are granted to not-for-profit corporations by the Illinois General Not for Profit Act, unless otherwise limited by these bylaws.

ARTICLE II. MEMBERS OF THE FOUNDATION

The Foundation shall have no members.

ARTICLE III BOARD OF DIRECTORS OF THE FOUNDATION

Section 1. General Powers.
(A) Manage the property, business, and affairs of the Foundation.
(B) Exercise all of the powers to which the Foundation may be entitled pursuant to applicable law, the Foundation’s Articles of Incorporation, and these Bylaws.

Section 2. Foundation Board Composition.
(A) The Board shall consist of up to fifteen directors minimum of three of whom shall be elected for three-year terms from the Fellows or Honorary Fellows of the FSMB. One member shall be the Chief Executive Officer of the Federation of State Medical Boards. One shall be the current Chair of the FSMB Board of Directors. One shall be the current Chair-Elect of the FSMB Board of Directors. Up to two shall be elected from the public at large.
(B) The FSMB Board shall ratify Foundation directors at a regular meeting of the FSMB Board.

Section 3. Term of Office.
(A) Directors elected by the Foundation shall be elected for three-year terms. The Chair and Chair-Elect of the FSMB Board of Directors shall have a one-year term concurrent with the term of service in that position.

Section 4. Nominations and Elections
(A) Nominations Committee. The President of the Foundation shall appoint a Nominations Committee on an annual basis from among those Directors whose terms are not being concluded, who shall nominate candidates as provided for by the Nominations Procedure policy.
(B) The FSMB Foundation Board shall elect Foundation directors from a slate of candidates put forth by the Nominations Committee at a regular meeting of the FSMB Foundation Board.

Section 5. Vacancies.
(A) Prior To Completion of a Director’s Regular Term of Office. In the event a Director is unable to complete a full term of office, the Foundation Board shall fill the vacancy by election. A Director elected to fill a vacancy shall serve the unexpired term. A vacancy in the director positions reserved for the Chair or Chair Elect of the FSMB may be filled by the FSMB under a selection processes set forth in the operations of that organization.

Section 6. Resignation and Removal of a Director.
(A) Resignation of a Director. The Resignation of a Director shall take effect at such time as may be specified in the notice of resignation, or if no such time was specified, when the resignation is received by the President. The President, with the consent of the Board, may delay filing such vacancy until the next regularly scheduled election of new Directors.
(B) Removal of a Director. Any Director shall be subject to removal for cause at any time including acts of dishonesty in the affairs of the Foundation, acts that would constitute conflicts of interest which have not been disclosed pursuant to this Article, and personal conduct that may impair the function or reputation of the Foundation. The President or Vice President of the Foundation, if the challenged Director is the President, shall chair all proceedings related to removal, and shall issue a call for a regular meeting of the Board for the sole and express purpose of considering such removal. The meeting notice shall set forth in detail all such allegations that serve as the basis for the removal. The challenged Director shall be afforded a full and fair opportunity to contest such challenge. Upon full presentation of the evidence in support of and in response to the challenge, the
challenged Director may be removed by a vote of two-thirds of the remaining Directors of the Foundation.

Section 7. Compensation.
Foundation directors shall not be compensated for their service as members of the Board, or any committee. Directors shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Foundation.

Section 8. Meetings.
The Board shall hold an annual meeting and may meet from time to time as determined by the President.
(A) Annual Meeting. The Board shall convene in person at least once annually, as shall be designated by the Board for the purpose of organizing the Board, setting future meeting dates, electing officers, and transacting other business.
(B) Regular Business Meetings. The Board shall convene upon a call of the President whether in person or electronically for the conduct of the regular business of the Foundation.
(C) Special Meetings. The Board may convene upon a call of the President or by a majority of the Directors, whether in person or electronically for the purpose of conducting special meetings of the Foundation.
(D) Meetings of Standing Committees or Project Committees. Standing committees of the Board, together with project committees, may convene upon a call from the Chair or a majority of the committee members.

Section 9. Notice of Meetings.
(A) Annual Organization Meetings. Notice of the time, date, and place of the Annual Organization Meeting shall be issued to all Directors by the President of the Foundation not less than fourteen days prior to the meeting and shall be accompanied by a written agenda to be adopted by the Directors.
(B) Regular Business Meetings. Notice of the time, date, and place of Regular Business Meetings of the Foundation shall be issued to all Directors by the President of the Foundation not less than seven days prior to such meeting and shall be accompanied by a written agenda. Requirements of Notice pursuant to this Section may be waived for good cause shown.
(C) Special Meetings. Notice of the time, date, and place of Special Meetings of the Foundation shall be issued to all Directors by the President of the Foundation, or by each Director participating in such call if other than the President, not less than three days prior to such meeting, and shall be accompanied by a written agenda to be adopted by the Directors at such time as the meeting convenes. Requirements of Notice taken pursuant to this Section may be waived for good cause shown, but all actions taken must be ratified
by an affirmative vote of two-thirds of the Directors at the next Annual Organizational or regular business meeting.

(D) Meetings of Standing Committees or Project Committees. Written notice of the time, date, and place of meetings of any Standing or Project Committees shall be issued to all members of the committee by the President of the Foundation or designee or by the Chair of such committee. A report of all actions taken during such meetings shall be recorded and submitted to the President and Secretary of the Foundation, and actions of the committee must be ratified by the full Board at the next Annual Organizational Meeting or regular business meeting.

(E) Form of Notice. Notice shall be provided in written form and issued in accordance with these bylaws by first class mail or electronic medium to addresses of record.

(F) Waiver of Notice. Except as otherwise provided in these Bylaws, a Director may waive notice by providing a written or electronic statement executed before, during, or following a meeting. A written waiver may be communicated by e-mail or other means of electronic communication.

Section 10. Meeting Quorum and Voting.
A majority of the Directors shall constitute a quorum for the conduct of business. Concurring votes of at least a majority of Directors present at a meeting shall be required to approve any action taken, except where otherwise provided in these Bylaws. Each Director shall have one vote, except that the Chief Executive Officer of the FSMB shall have no vote. Voting by proxy is not permitted. Voting shall be permitted by electronic means, where the Board is not physically present.

Section 11. Process for Acting Without a Meeting.
Any action required to be taken at a meeting of the Board may be taken without a meeting upon prior written consent of all Directors waiving the need for a meeting.

Section 12. Meeting Attendance Through Electronic Means.
Directors may participate and vote in any meeting of the Board by electronic means.

Section 13. Directors’ Conflicts of Interest.
The Board shall adopt and remain subject to a Conflict of Interest Policy. This Policy will set forth a process to identify and address circumstances or interests which may serve to limit a Director’s fair and impartial participation in the deliberations and decision-making of the Board. A “Conflict of Interest” as defined by such policy shall include, but may not be limited to, “any transaction by or with the Foundation in which a Director has a direct or indirect personal interest, or any transaction in which a Director in unable to exercise impartial judgment or otherwise to act in the best interests of the Foundation.”
Section 14. Rules of Procedure and Order.
The President of the Foundation shall serve as Chair at all Meetings of the Foundation, unless delegated by the President. The Chair of any Standing Committee or Project Committee shall chair all committee meetings. Meetings of the Foundation shall be conducted in accordance with the current edition of the Sturgis Code of Parliamentary Procedure, except where this Code may conflict with the Articles of Incorporation of this corporation or these Bylaws, which shall then prevail.

Section 15. Conduct of Business.
The Foundation and its Committees may act consistent with the Bylaws without a meeting with written consent of a majority of the Directors, or a majority of the members of any Committee, the minutes of which shall be recorded.

ARTICLE IV. COMMITTEES OF THE FOUNDATION
Section 1. Standing Committees of the Foundation for Governance.
There shall be two standing committees of the Foundation for the exercise of governance, the Executive Committee and the Finance Committee.

(A) Executive Committee. The Executive Committee shall include the President of the Foundation as Chair, the Vice President, and Treasurer together with the Chair and CEO of the FSMB. It shall be the role of the Executive Committee to manage the Foundation and its affairs on a day to day basis, subject to ratification of the Board of Directors at Regular Business Meetings.

(B) Finance Committee. The Finance Committee shall include the Treasurer of the Foundation as Chair, together with the President of the Foundation, the Chair and CEO of the FSMB and not less than two other members who shall be appointed by the President of the Foundation.

Section 2. Other Committees.
Additional committees may be created by the Chair and ratified by the Board. Chairs and members shall be appointed by the Chair and may be comprised of individuals who are not Directors of the Foundation or Fellows of the FSMB. All committees shall be chaired by a Director of the Foundation.

ARTICLE V. OFFICERS, ELECTIONS, AND TERMS OF OFFICE
Section 1. Officers of the Foundation.
The Officers of the Foundation shall consist of a President, Vice President, Treasurer, and Secretary. The President, Vice President, and Treasurer shall be Directors of the Foundation, and shall elected every three years by the Board at its Annual Organizational Meeting and shall hold office until their successors in office have been elected. The Secretary of the Foundation shall be the Chief Executive Officer of the FSMB.
**Section 2. President.**
The President of the Foundation shall be the principal officer of the Foundation and shall supervise the affairs of the Foundation. The President shall preside at all meetings of the Foundation and shall exercise and perform all duties customary to the office in accordance with these Bylaws and parliamentary procedures, together with such other duties as the Board may from time to time determine.

**Section 3. Vice President.**
The Vice President shall perform the duties of the President during the President's absence, during such times as the President may be unable to act, or at such times as the President may request. The Vice President shall otherwise exercise and perform all duties customary to the office in accordance with these Bylaws and parliamentary procedures, together with such other duties as the Board may from time to time determine.

**Section 4. Treasurer.**
The Treasurer shall perform all duties customary to that office and shall ensure that all accounts maintained by or on behalf of the Foundation are properly maintained and audited in a timely matter and in accordance with accepted standards of accounting. The Treasurer shall be responsible for collecting all accounts receivable and paying all accounts payable of the Foundation and shall Chair the Finance Committee. The Treasurer shall furnish all accounting records and audit reports to the Foundation board. The Treasurer shall otherwise exercise and perform all duties customary to the office in accordance with these Bylaws and parliamentary procedures, together with such other duties as the Board of the Foundation may from time to time determine.

**Section 5. Secretary.**
The Secretary shall maintain all corporate records of the Foundation and may at the direction of the President issue such notices, agenda, and correspondence as may be required in the conduct of the business of the Foundation. The Secretary shall otherwise exercise and perform all duties customary to the office in accordance with these Bylaws and parliamentary procedures, together with such other duties as the Board of the Foundation may from time to time determine.

**Section 6. Removal of an Officer.**
An Officer may be removed with or without cause at a Regular Business Meeting of the Board upon due notice and upon a vote of a two-thirds of the Board, if in the judgment of the Board the best interests of the Foundation would be served thereby. The removal of
a Director as an Officer of the Foundation shall not otherwise affect the person’s status as a Director.

Section 7. Vacancies of Office.
In the event the office of Vice President or Treasurer shall become vacant, the President shall appoint a Director to fill the office for its remaining term. In the event the Chief Executive Officer of the FSMB shall be temporarily unavailable to serve as Secretary, the President may designate a Secretary Pro Tempore.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS
Section 1. Scope of General Indemnification.
The Foundation shall indemnify any present or former Director, officer, or employee against any and all expenses or liability incurred in connection with any claim, action, suit, investigation or proceeding in which he or she is named as a party, a witness, or a person of interest by reason of his or her service on behalf of the Foundation, provided that he the person was serving at the request of the Foundation in connection with the matter in issue, acted legally, in good faith and upon the reasonable believe that the actions were in the best interests of the Foundation. A present or former Director, officer, or employee shall not be indemnified for any action in which the person is adjudged liable to the Foundation for damages arising from gross negligence or intentional conduct in the performance of a duty to the Foundation.

Section 2. Disposition of Action, Presumptions.
To the extent that a present or former Director, officer, or employee of the Foundation has been successful in the defense of any action on its merits, the person shall be indemnified against expenses actually and reasonably incurred in such defense, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Foundation. The termination of any action, suit, claim, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person failed to act in good faith and in a manner in which such person reasonably believed to be in the best interests of the Foundation, or that the individual had any reason to believe the conduct was unlawful.

Section 3. Expenses Subject to Indemnification.
Expenses subject to indemnification may include, but shall not be limited to, reasonable attorneys’ fees and court costs, judgments, fines, penalties, or settlements paid by any Director, officer, or employee of the Foundation. The Foundation may advance reasonable expenses in advance of a final disposition if the Director, officer, or employee submits a sworn affirmation that the person acted in good faith and that he or she the
person shall repay such expenses if it is determined that the expenses should not be indemnified pursuant to the Bylaws.

Section 4. Determination of Indemnification.
Upon request of any Director, officer, or employee of the Foundation who is subject to any action, suit, claim, or proceeding for which indemnification is possible, the Board may by majority vote of a quorum not consisting of the Director who is party to the action determine whether such request may be approved. In the event the Board is unable to achieve a quorum to consider this issue, or in the event the Board is unable to render such decision, independent legal counsel may be retained to review and determine the matter, the cost for which shall be borne by the Foundation.

Section 5. Indemnification Contractual in Nature.
The obligations of the Foundation to provide indemnification pursuant to this Article shall be contractual in nature, and no amendment, modification, or repeal of any provision of this Article shall be effective to the detriment of any Director, officer, or employee for whom such obligation may arise provided that liability for the act or omission giving rise to any need for indemnification proceeded the amendment, modification, or repeal of any provision of this Article.

Section 6. Other Rights and Remedies.
The indemnification provided under this Article shall not be deemed exclusive of any other right or remedy to which a Director, officer, or employee may be entitled, as may be determined upon a vote of the disinterested Directors.

Section 7. Insurance.
The Board may direct the Foundation to purchase and maintain insurance at the Foundation’s expense to protect the Foundation, together with any Director, officer, or employee against any liability incurred arising out of his or her conduct, actions, or status as a Director, officer, or employee.

ARTICLE VII. AMENDMENT OF THE BYLAWS
These Bylaws may be amended or repealed by a vote of not less than two-thirds of the Directors, and upon due notice of a meeting designated for that purpose, which shall include in the accompanying agenda such amendments or repeal as may be proposed to the Bylaws.

ARTICLE VIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION
In the event of the dissolution of the Foundation, the assets of the Foundation shall be applied first to the satisfaction of all liabilities of the Foundation and shall thereafter tender
all remaining assets to the Federation of State Medical Boards. If the Federation of State Medical Boards declines to accept such assets, the Foundation shall thereafter dispose of all remaining funds to such organizations as may exist and operate for charitable, educational, religious, or scientific purposes as shall at that time qualify as exempt entities under Section 501(c)(3) of the Internal Revenue of Code, as determined by the Foundation Board.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. The Fiscal Year.
The Foundation shall designate certified public accountants to undertake annual audits for each fiscal year. The fiscal year of the Foundation shall commence annually on May 1, and end on April 30.

Section 2. Fiduciary Bond.
If required by the Board, any Director, officer, employee or agent of the Foundation or any other person who is acting in a fiduciary capacity or who is responsible for the receipt, custody, management, or disbursement of funds shall give a bond securing the faithful performance of the duties, which shall be in such amount and form as the Foundation may require.

Section 3. Effective Date of These Bylaws.
These Bylaws and any amendments shall take effect immediately upon adoption by the Board.

Section 4. Governing Laws and Venue.
These Bylaws shall be governed by the laws of the State of Texas. Any dispute arising under or in connection with these Bylaws shall be determined in accordance with the laws then prevailing in the State of Texas, and exclusive jurisdiction shall lie for the adjudication of such issues as may be in dispute shall lie in the courts of Tarrant County, Texas. Nothing contained herein shall limit the authority of the Directors of the Foundation from transferring the organization of record from the State of Illinois to the State of Texas, providing that such transfer shall in no way affect the Foundation’s status as a not-for-profit organization.

Adopted on January 29, 2008
Adopted as Amended on February 26, 2009
Adopted as Amended on July 19, 2011
Adopted as Amended on February 8, 2014
Adopted as Amended on October 27, 2018