

BYLAWS  
ROSACEA RESEARCH & DEVELOPMENT INSTITUTE

ARTICLE I  
NAME

The official name of the corporation shall be "Rosacea Research & Development Institute," also known by the acronym, "RRDi." No person, organization, or business organization may use the name of this organization without the express written authorization of the RRDi.

ARTICLE II  
PURPOSE

The purpose of the RRDi is stated in the Charter, Mission Statement and in Article III of the Articles of Incorporation.

ARTICLE III  
MEMBERSHIP

Membership of the RRDi consists of anyone in the public who agrees to abide to the Rules of the Institute, the Charter, the Articles of Incorporation, the Bylaws and the Conflict of Interest Policy. The Board of Directors may remove a member of the corporation with or without cause for any reason by a majority vote of the board. The Board of Directors will ensure that the membership of the corporation is made up of a majority of rosaceans. A rosacean is defined in Article IV of the Articles of Incorporation.

ARTICLE IV  
BOARD OF DIRECTORS

The Board of Directors consists of no more than twelve (12) members but may be less than twelve (12) and a minimum of four (4). All board members are elected by the members every five years on the anniversary of the date of incorporation, June 7, 2004, and will serve as volunteers for five years. Article VII of the Articles of Incorporation outline the voting procedure and who qualifies to vote. Board members may serve for additional terms of office. The Board of Directors is responsible for the the development of overall policy and direction of the RRDi including and not limited to the formulation of rules, articles of incorporation, bylaws, charter, spending of funding, appointing members of the Medical Advisory Committee, hiring employees and the operation of the organization. The Board may meet at any time as needed, as many times during the year as required and determined by the board itself. The Board of Directors may remove a board member by a majority vote at any time during the year with or without cause for any reason deemed by the board as long as two-thirds of the board vote. The Board may at any time during the year appoint a member to the board of directors to fill a vacant seat on the board, limiting the board to twelve (12) seats or board members by a majority vote. The Board of Directors shall have a minimum of at least one meeting a year and a majority of the board members must be present to qualify as the minimum requirement for this meeting, which should be considered the annual meeting on or after June 7 of the year. A board member who continues to miss three meetings in a succession will be subject to removal from the board.

ARTICLE V  
OFFICERS

Officers of the RRDi include a director, assistant director, treasurer and secretary. The Director may appoint a manager, a secretary to the manager, and any office personal as deemed necessary to operate the functioning of the institute. No officer may hold more than one office at a time nor be employed by the RRDi. Officers shall hold office for a term of five years until the next general election of board members as stated in Article IV in the Bylaws. The Board of Directors shall chose the officers by a majority vote at the first meeting after the general election by the member of the RRDi. If an officer needs to be replaced, the board of directors shall choose the replacement.

ARTICLE VI  
OFFICER'S DUTIES

**DIRECTOR** - The director is the presiding officer at all board and general members meetings. He is the chief executive officer of the corporation and has the general management and supervision of the organizational personnel.

**ASSITANT DIRECTOR** - The assistant director presides at the meetings in the absence of the director and performs duties as assigned by the director.

**TREASURER** - The treasurer shall have custody of all the RRDi funds and monetary assets, maintaining such funds and assets in the RRDi's accounts and control. The treasurer will maintain he RRDi's accounting and financial records, keeping full and accurate accounts of receipts and disbursements and all other financial transactions which will be published on the RRDi web site for disclosure to the general public. All expenditures over \$1000 must be approved by the Board of Directors. A chase fund of \$1000 shall be maintained for minor expenses. Replenishment of the fund will be supported by receipts/vouchers of expenditures made. Disbursement of funds shall be supported by appropriate voucher; checks and expenses issued shall be signed by the treasurer if under \$1000. Checks and expenses over \$1000 shall be signed by the Director and countersigned by the Treasurer. Documents of all financial activity shall be maintained systematically in support of all financial transactions. The treasurer shall provide all financial reporting to the board of directors with timely reports.

**SECRETARY** - The secretary shall act as clerk at all board member meetings and any meetings of the general membership, recording all motions made and seconded, all votes taken, minutes, or activities. The secretary will maintain all official records of the RRDi and perform any duties assigned by the director or the board of directors.

ARTICLE VII

## MEETINGS

Meetings of the RRD<sub>i</sub> corporation members shall be held at the Board of Directors discretion as many times as deemed by the board during the year which shall be held in RRD<sub>i</sub> sponsored chat rooms or at RRD<sub>i</sub> sponsored public group forums (ie., yahoo groups). The board may also decide to poll members by email, polls or databases through the use of the internet. The members may elect to have a meeting if two thirds of the members of the corporation request a meeting. There is no requirement to have a meeting during the year if the board or the members do not request one with the exception of the meeting to vote on the board of directors every five years. The Board of Directors may hold separate meetings as described in Article IV at the board of director's discretion.

## ARTICLE VIII ADMINISTRATION

Amendments to the Charter, Rules of the Institute, Articles of Incorporations, Conflict of Interest Policy or Bylaws of the RRD<sub>i</sub> may be proposed, added, changed and implemented by the Board of Directors at any board meeting and decided upon by a majority vote of the board of directors. Two thirds of the members of the board must be present to make an amendment while a majority of those present may implement the proposed change by amendment.

Upon dissolution of the Association, after payment of all outstanding liabilities, the assets of the corporation shall be distributed in accordance with Article X of the Articles of Incorporation.

## ARTICLE IX MEDICAL ADVISORY COMMITTEE

The Board of Directors will appoint members of the Medical Advisory Committee who will advise the board of directors on rosacea research and advice on how funding should be spent. The Board of Directors will determine who qualifies to serve on the Medical Advisory Committee based on the applicant's background and listening to the suggestions of members of the corporation at meetings described in Article VII.