By-Laws of
The Oley Foundation, Inc.

Name
The name of the Corporation as is set forth in the Certificate of Incorporation is:
The Oley Foundation, Inc.

Article I

1.1 The name of the Corporation as is set forth in the Certificate of Incorporation is: The Oley
Foundation, Inc.

Article II

2.1 The purposes of the Corporation as set forth in its Certificate of Incorporation are as follows:
   - To support the clinical experience of physicians, nurses, dieticians and pharmacists who
   will be involved in helping to provide home parenteral and enteral nutrition services.
   - To provide support, outreach and advocacy for and with people and the families of
   people requiring home parenteral or tube enteral nutrition therapy.
   - To support research on the scientific and psychosocial aspects of long term intravenous
   and modified enteral nutrition.
   - To raise funds and to seek and accept moneys, contributions, gifts, and other forms of
   support from private and public sources, all to be used exclusively in the foregoing
   enumerated purposes.

Article III

Board of Trustees

3.1 The Board of Trustees shall have the general power to manage and control all affairs
and property of the Oley Foundation and shall have full power by majority vote to adopt rules
and regulations governing the action of the Board. The Board of Trustees may delegate to the
executive and staff duties and responsibilities. The Board of Trustees shall not permit any part
of the assets, or surplus to incur to the benefit of any Trustee, Officer, or other private
individual except as set forth in Section 3.8.

3.2 The Board of Trustees (Board) shall consist of no fewer than six Trustees. The actual
number shall be set by the Board. Board composition should be diverse and should reflect,
as much as possible, Oley membership trends.

3.3 All Trustees elected to the Board shall be elected for three years, with the following term
limits:

1. Trustees may serve two consecutive terms; the second term shall be for a
   period of three years; and
2. Following the second term, Trustee must take a mandatory year off before being returned to the waiting list if the Trustee should desire so.
3. Trustees filling incomplete terms are eligible for two terms on their own.

3.4 The Executive Committee or other appropriate committee established specifically to serve as the nominating committee shall present in writing the names of nominees for election to the Board by December 1. The Board shall vote upon the nominees presented at the annual meeting or at any regularly scheduled meeting.
3.5 Any trustee who has missed three regular meetings consecutively without an acceptable excuse to the Board shall automatically be terminated as a trustee at the end of such year. Any member of the Board may be expelled when the Board determines by resolution that the best interests of the Foundation may be served, passed by a two-thirds vote of the Board of Trustees at any meeting. Such member shall be notified of the intention of the Board to consider his or her expulsion at least five days prior to the meeting. The member shall be given an opportunity of a hearing before the Board, but he or she shall not be represented by professional counsel. Passage of such resolution shall, without other acts on the part of the Board of Trustees, terminate such membership.
3.6 Any vacancy occurring on the Board of Trustees shall be filled by appointment by the President of the Board subject to the approval of the Board of Trustees. The appointment shall be for the remainder of the three-year term.
3.7 The Foundation shall not pay dividends or distribute any part of its income or profit to its Trustees or Officers except the Foundation may pay compensation in a reasonable amount to Trustees or Officers for services rendered.

ARTICLE IV
Meeting of Trustees
4.1 The Board shall meet at least semi-annually at such places as the Board may designate.
4.2 The Annual Meeting of the Corporation is to be held each year.
4.3 Special meetings may be called by the President or on written request of three Trustees.
4.4 Notice of meetings shall contain date, time and place, and in the case of special meetings, the purpose(s) of such meetings shall be given in writing by the Secretary and communicated to all Trustees at least five days before such meetings.
4.5 Board actions may be conducted in person or by electronic means.
4.6 Except as otherwise required by law and by its Certificate of Incorporation as amended and these By-Laws, a simple majority of the Board shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the trustees present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws.
4.7 All grants that are given by the foundation shall be approved by a majority of the Board. Such approval may be obtained by correspondence.
4.8 Except as otherwise required by law and by its Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board or any member thereof
may be taken without a meeting if all members of the Board shall be filed with the minutes of the proceedings of the Board.

ARTICLE V
Members

5.1 The Corporation shall have no members other than the Trustees who shall comprise the membership thereof.

ARTICLE VI
Officers

6.1 The Officers of the Corporation shall consist of the President, a President Elect, a Treasurer, and a Secretary, and their responsibilities shall be those appropriate to such offices.

6.2 In addition, there shall be a Medical and Research Director and an Executive Director of the Foundation who, whether or not Trustees, may receive an annual salary set by the Trustees.

6.3 The Board may also designate such other officers as it sees fit. Such other officers need not be members of the Board. They shall hold office until removed by the Board or until successors to them are appointed or until the office is abolished.

6.4 Any officer elected by the Board may be removed by a two-thirds vote of the entire Board of Trustees, when, in its judgment, the best interest of the Corporation may be served.

6.5 The Corporation shall indemnify its present and former trustees, officers and employees to the fullest extent permitted under the laws of the State of New York against all liability, cost and expenses actually and personally incurred by or imposed upon them in conjunction with the defense of any action, suit, or proceeding or any other matter having to do with their acts or conduct relative to the affairs of the Corporation.

If a Trustee or Officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such Trustee or Officer of his or her duties for or on behalf of the Corporation, then, to the fullest extent permitted by law, the Corporation shall:

The Corporation shall maintain insurance, at its expense, upon approval of the Board of Trustees, to protect itself and those persons entitled to indemnification under this provision against such liability, costs, or expense to the extent permitted by law.

ARTICLE VII
Committees

7.1 Committees shall consist of the Executive Committee and such others as the Board may establish.

7.2 At the annual meeting the Board shall approve the appointment of all members of the Executive committee, and the Committee Chairmen for all committees based upon the
recommendations of the president. All other members of committees shall be appointed by
the president and may include non-Board members.
7.3 Executive Committee: The Executive Committee shall be composed of at least 3
Trustees and shall act for the Board in all matters requiring action between meetings of the
Board. However, the Executive Committee cannot approve grants as per Section. 4.6. The
President shall be Chairman of the Executive Committee.
7.4 The President shall be an ex-officio member of all committees.

ARTICLE VIII
Fiscal Year

9.1 The fiscal year of the Corporation shall end on September 30th each year.

ARTICLE IX
Amendment of the By-Laws

10.1 The By-Laws may be altered, amended or repealed at any regular or special meeting
of the Board by the affirmative action of a majority of the whole number of Trustees,
providing notice of the proposed action and the substance of the proposed amendment shall
be included in the notice of the meeting.

Revised November 2023

By Oley Board of Trustees