



Barth Syndrome
Foundation

Written Statement of Duties of Board Members

Reviewed and Approved – April 24, 2019

Chairman. The Chairman is elected by the Directors from among their number, and is responsible for convening and managing all meetings of the Board of Directors. The Chairman is expected to attend and chair all meetings of the Board, and, in conjunction with the Executive Director, is responsible for setting the agenda for all meetings of the Board. In the absence of the Chairman, the Executive Director shall preside at all meetings of the Board of Directors.

Executive Director. The Executive Director is a non-voting *ex-officio* officer and shall ensure that all orders and resolutions of the Board are carried into effect, and in general all duties normally incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. In furtherance, but not in limitation of the duties and responsibilities herein described, the Executive Director, together with such officer or officers as may be authorized by special resolution of the Board, may sign and execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed or have delegated to his discretion to execute on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Secretary. The Secretary may be an elected member of the Board. The Secretary is responsible for the recordation of all proceedings of the meetings of the Board, and a book shall be kept for that purpose. The Secretary shall also perform like duties for the committees of the Board, when so requested. The Secretary may delegate the taking of minutes but is ultimately responsible for them. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, or as directed by the Board or the Executive Director. The Secretary shall see that the books, reports, statements certificates, and all other documents and records required by law are properly kept and filed and shall perform such other duties as may be prescribed by the Board or by the Executive

Director. The Secretary or his designee shall have custody of the corporate seal of the Corporation, if any and the Secretary shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board may give general authority or specific authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed on behalf of the Corporation by the Executive Director. The Secretary shall in general perform all duties incident to the office of Secretary.

Treasurer. The Treasurer may be an elected member of the Board. The Treasurer, in conjunction with the Executive Director, shall be responsible for all corporate funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and is expected to deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer, in conjunction with the Executive Director, shall disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements. The Treasurer, in conjunction with the Executive Director, shall render to the Board, at its regular meetings or when the Board so requires, an account of all financial transactions of the Corporation and of the financial condition of the Corporation. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

Vacancies. A vacancy in any office of the Corporation because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term of that office by the Board of Directors.

Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Compensation of Officers, Agents and Employees. Officers may receive reasonable compensation for operational services rendered to the Corporation as established by the Board, including the reimbursement for expenses incurred in

the performance of their duties to the Corporation, in reasonable amounts as approved by the majority of the entire Board.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person's direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

Positions. The Board shall appoint the officers of the Corporation. The officers of the Corporation shall be a Chairman, a Secretary, a Treasurer, the Executive Director and such other officers as the Board from time to time may appoint. Two or more offices may not be held simultaneously by the same person. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Term of Office. Other than the Executive Director, who is *ex-officio*, the officers of the Corporation shall hold office for a term of three (3) years, concurrent with their Director terms, or until their successors are chosen and qualified.

Compensation. The salaries of all officers and agents of the Corporation shall be determined by the Board of Directors.

Removal. Any officer may be removed, with or without cause, at any time by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office.