

Date of Revision: October 17, 2011

BYLAWS
OF
PEDIATRIC HEART TRANSPLANT STUDY FOUNDATION
an Alabama nonprofit corporation

Adopted: November 1, 2010
Amended: October 17, 2011

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**BYLAWS
OF
PEDIATRIC HEART TRANSPLANT STUDY FOUNDATION**

**ARTICLE 1
Offices**

The principal office of Pediatric Heart Transplant Study Foundation, an Alabama nonprofit corporation (hereinafter referred to in these Bylaws as the “Foundation”) shall be located at 500 22nd Street South, Suite 103, Birmingham, Alabama 35233. The Foundation may have such other offices, within and without the State of Alabama, as the board of directors may determine or as the business of the Foundation may require.

The registered office of the Foundation required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama may be the same as its principal office in the State of Alabama. The address of the registered office may be changed from time to time by the board of directors in the manner provided in the Alabama Nonprofit Corporation Act.

**ARTICLE 2
Board of Directors**

Section 2.1 Management of Foundation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under the direction of, the board of directors except as otherwise provided by law or the Articles of Incorporation of the Corporation.

Section 2.2 Number, Tenure and Qualifications. The number of directors constituting the initial board of directors is set forth in the Articles of Incorporation of the Foundation, and the members of the first board shall hold office until the adjournment of the first annual meeting of the board of directors and until their successors shall have been duly elected and qualified. The number of directors constituting the board of directors of the Foundation may be increased or decreased from time to time by amendment of these bylaws to change the number of directors, provided, that the number of directors constituting the board of directors shall not be less than three (3). No decrease in the number of directors constituting the board of directors shall have the effect of shortening the term of any incumbent director. Directors shall hold office until the fulfillment of their elected term and until their successors shall have been duly elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided in the Articles of Incorporation of the Foundation. Directors need not be residents of the State of Alabama.

Section 2.3 Vacancies. Any vacancy occurring in the board of directors shall be filled by majority vote of the remaining directors, notwithstanding that the number of remaining directors is less than a quorum. A director elected to fill a vacancy shall be elected to serve for the unexpired term of his or her predecessor in office, and a director elected to fill a vacancy to be filled by reason of an increase in the number of directors shall be elected to serve only until the end of their elected term and until their successors shall have been duly elected and qualified

or until their deaths or until they shall resign or shall have been removed from office in the manner provided in the Articles of Incorporation of the Foundation .

Section 2.4 Annual Meetings. The annual meeting of the board of directors, commencing with the year 2011, shall be held each calendar year on such day and date, and at such time and place, within or without the State of Alabama, as shall be determined by resolution of the board of directors or by the Chairman of the Foundation for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At least ten (10) days prior to the date of the annual meeting, the Chairman or Vice-Chairman/Secretary of the Foundation shall give notice to each member of the board of directors of such meeting in the manner hereinafter provided setting forth the date, time, and place of the meeting. If the election of directors shall not be held on the day designated for the annual meeting of the board of directors, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as may be conveniently held.

Section 2.5 Regular and Special Meetings. Meetings of the board of directors, regular or special, may be held within or without the State of Alabama. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the board of directors. Special meetings of the board of directors may be called by the Chairman of the Foundation or by any two directors on ten days notice to each director, which notice either (i) may be in writing (a) delivered personally, (b) delivered by mailing to a director at his or her address as it appears in the records of the Foundation or (c) delivered by facsimile transmission or electronic mail or (ii) may be verbal given either in person or by telephone. The Vice-Chairman/Secretary of the Foundation, at the request in writing of the Chairman or of any two directors, shall send such written notice or give such verbal notice on behalf of the Chairman or such directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States, Canada, or the United Kingdom mail, so addressed, with postage thereon prepaid. If by facsimile or electronic mail, such notice shall be deemed to be delivered when the sender receives confirmation that such facsimile transmission or electronic mail is complete or has been received by the recipient. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice, if any is required, of such meeting.

Section 2.6 Meeting by Telephone. Members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 2.7 Quorum. A majority of the whole number of directors then serving on the board shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 2.8 Acts of the Board. Except as otherwise provided in these Bylaws or the Articles of Incorporation of the Foundation, the act of a majority of the directors present at a meeting at which there is a quorum shall be the act of the board of directors.

Section 2.9 Action Without a Meeting. Any action required or permitted to be taken by the board of directors or a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.

Section 2.10 Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the Foundation, except that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of this Foundation; amending or restating the Articles of Incorporation of the Foundation, adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the board of directors in the management of the Foundation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Section 2.11 Compensation. The directors of the Foundation shall serve without compensation, but may receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties, including, but not limited to, expenses incurred by the directors for transportation, lodging, meals, and other related expenses to attend the annual and any special meetings of the board of directors. To the extent deemed necessary or appropriate by the directors, however, a director may from time to time be employed by the Foundation and compensated for his or her services and reimbursed for his or her reasonable expenses other than as a director, but such employment shall be terminable at the discretion of the board of directors.

Section 2.12 Loans to Employees and Directors. The Foundation shall not lend money to its directors or officers.

ARTICLE 3 **Waiver of Notice**

Whenever any notice is required to be given to any director of the Foundation under the provisions of the Alabama Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice,

whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated thereby need be specified in the waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 4

Officers

Section 4.1 Positions. The position of Chairman of the Foundation shall be filled by the Past President of the Pediatric Heart Transplant Study Group (PHTSG); the position of Vice Chairman/Secretary of the Foundation shall be filled by the President of the PHTSG and the position of Treasurer of the Foundation shall be appointed by the PHTS Foundation Board of Directors biennially. If an appointed officer of the Foundation is unable to fulfill their role then the Board of Directors will appoint a replacement. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 4.2 Election and Term of Office. The first officers of the Foundation shall be appointed by the Board of Directors at the first meeting of the Board of Directors. Thereafter, the officers of the Foundation shall be appointed by the Board of Directors biennially during the Annual Board of Directors Meeting. Each officer shall hold office at the pleasure of the Board of Directors from the date of his or her appointment until the end of their appointed term and until his or her successor shall have been duly appointed and qualified or until his or her death or he or she shall resign or shall have been removed from office in the manner hereinafter provided, but in no event shall any one term be in excess of three years from appointment.

Section 4.3 Vacancies. A vacancy in any office may be filled only by the board of directors.

Section 4.4 Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 4.5 Duties of Officers. The officers of the Foundation, if and when elected, shall have the following duties:

(a) Chairman. The Chairman shall be the chief executive officer of the Foundation and shall, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Foundation. The Chairman shall, when present, preside at all meetings of the Board of Directors. The Chairman may sign deeds, mortgages, bonds, contracts or other instruments for or in behalf of the Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Foundation. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

(b) Vice-Chairman/Secretary. As Vice-Chairman/Secretary in the absence of the Chairman or in the event of the Chairman's death or inability to act, the vice-Chairman/secretary shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice-Chairman/Secretary shall perform such duties as from time to time may be assigned to such vice-Chairman/secretary by the Chairman or the Board of Directors. The Vice-Chairman/Secretary shall keep minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and the seal of the Foundation; see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized; and in general perform all duties incident to the office of Vice-Chairman/Secretary and such other duties from time to time may be assigned to the Vice-Chairman/Secretary by the Chairman or the Board of Directors.

(c) Treasurer. The Treasurer shall (a) assist the Executive Director in preparing and managing the annual budget for the Foundation (b) serve as an authorizing agent for payment of expenditures and (c) prepare the annual financial report for the Foundation. The Treasurer will also be responsible for chairing the Development Committee including being responsible for (a) coordinating fundraising and donor management activities and (b) developing revenue sources including business arrangements and funding proposals.

(d) Executive Director. The Executive Director shall (a) work with the Board of Directors to craft the strategic vision, then align the organizational resources with it (b) set an effective agenda and ensure performance goals are met and set (c) be responsible for administrative procedures and processes to maintain fiscal responsibility and control, equitable and fair personnel practices, and efficiency of operations (d) develop and maintain effective working relationships with members of the board (e) create and manage the annual budget (f) ensure compliance with all appropriate regulations (g) ensure appropriate information flow both within and outside the organization (h) represent the organization; serve as its public face as appropriate and (i) oversee marketing, media relations, public relations and issues management activities.

Section 4.6 Compensation. Unless otherwise determined by resolution of the Board of Directors, the officers of the Foundation shall serve without compensation. The officers of the Foundation shall, however, be entitled to receive a reasonable amount as reimbursement of expenses incurred in attending to their authorized duties.

ARTICLE 5

General

Section 5.1 Fiscal Year. The Foundation shall use a calendar year for federal income tax and financial accounting purposes.

Section 5.2 Checks. All checks or demands for money and notes of the Foundation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5.3 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in one or more banks, trust companies or other depositories as the Board of Directors or the Chairman may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors or the Chairman. The Board of Directors or the Chairman may from time to time authorize the opening and keeping, with any such depository as may be designated by the Board of Directors or the Chairman, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as the Board of Directors or the Chairman may deem necessary.

Section 5.4 Corporate Seal. The Board of Directors may select a corporate seal and have inscribed thereon the name of the Foundation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the Foundation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.5 Voting of Foundation's Securities. Unless otherwise ordered by the Board of Directors, the Chairman or any vice-Chairman/secretary or such other officer as may be designated by the Board of Directors to act in the absence of the Chairman or any vice-Chairman/secretary, shall have full power and authority on behalf of the Foundation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any corporation in which the Foundation may hold securities, and at such meetings the Chairman, or such other officer of the Foundation, or such proxy shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the Foundation might have possessed and exercised, if present. The Vice-Chairman/Secretary may affix the corporate seal to any such proxy or proxies so executed by the Chairman, or such other officer, and attest the same. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

Section 5.6 Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Foundation.

ARTICLE 6

Exculpation of Directors

In amplification and not in limitation of the provisions of applicable law:

Section 6.1 Limitation of Liability. Pursuant to § 10-11-1 et seq. and § 6-5-336 of the Code of Alabama, 1975, as amended, all non-compensated directors, members of governing bodies, officers and other eligible volunteers of the Foundation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Foundation

except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

Section 6.2 Indemnification. (a) The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, or administrative, including appeals (other than an action by or in the right of the Foundation), by reason of the fact that he or she is or was a director, officer or employee of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner or employee of another corporation, partnership, joint venture, trust or other entity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Foundation. The termination of any claim, action, suit 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 acted intentionally or willfully in a manner that was opposed to the best interests of the Foundation.

(b) The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer or employee of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner or employee of another corporation, partnership, joint venture, trust or other entity against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Foundation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Any indemnification under paragraphs (b) and (c) above (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (b) and (c) above. Such determination shall be made (1) by the Board of Directors of the Foundation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel selected by the Board of Directors for such purpose.

(d) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount if and to the extent that it shall

ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Foundation and shall be accepted without reference to his or her ability to make repayment.

(e) The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Article shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 6.3 Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner or employee of another corporation, partnership, joint venture, trust or other entity against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Section.

ARTICLE 7
Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of all of the directors.

CERTIFICATION

I, Elfriede Pahl, as Secretary/Treasurer of the Pediatric Heart Transplant Study Foundation, hereby certify that the above and foregoing constitutes a true and correct copy of the amended Bylaws of said Foundation, adopted by the Board of Directors at a meeting thereof held on October 17, 2011, and that all provisions are in full force and effect and have not been revoked or rescinded.

Dated this 17th day of October, 2011.

_____, Secretary