

January 2009

**BYLAWS  
of the  
Global Initiative for Chronic Obstructive Lung Disease, Inc.**

**ARTICLE I  
PURPOSE AND IDENTIFICATION**

**1.1 Name:** This organization shall be known as the **Global Initiative for Chronic Obstructive Lung Disease, Inc.**, a Maryland Tax-exempt, Non-Stock Corporation (hereinafter referred to as "GOLD" or "the Initiative") whose principal office is in Vancouver, Washington.

**1.2 Objectives:** The principal objective of GOLD shall be to form an independent global network of individuals and organizations committed to improving awareness of, and care of patients with, Chronic Obstructive Pulmonary Disease (COPD). The goals of GOLD are to:

- Increase awareness of COPD among health professionals, health authorities, and the general public
- Improve diagnosis, management, and prevention
- Stimulate research
- Provide evidence-based educational resources concerning COPD for worldwide use

These goals shall be achieved in cooperation with professional health organizations, patient organizations/foundations, government agencies, health care providers and individuals with interest in COPD research, patient care, and health promotion/disease prevention.

**ARTICLE II  
EXECUTIVE COMMITTEE**

**2.1 Number.** The business and affairs of the Corporation shall be managed by the Executive Director while the Executive Committee, which serves as a Board of Directors of GOLD, shall be responsible for approving the policies, programs, operations and activities of the Corporation in compliance with the objectives of the Corporation. The number of Members of the Executive Committee may be increased or decreased from time to time by the affirmative vote two-thirds of the Members, but in no case shall the number of Members be less than eight or more than sixteen.

**2.2 Tenure.** Each Member of the Executive Committee shall hold office for a term of four years, and until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death.

Members shall be elected at the Annual Meeting with some new Members being elected each year, and some current Members rotating off. An individual shall be allowed to serve as a Member of the Executive Committee for more than one four-year term. No paid employee of the Corporation shall be eligible as a Member.

**2.3 Qualifications.** The Executive Committee shall be comprised of individuals with a demonstrated interest in research related to COPD, or care of patients with COPD, or may be a patient with COPD. The Executive Committee shall have a global geographic representation. Non-binding recommendations for candidates will be solicited by the Nomination Committee from key health care professional and public health organizations worldwide.

**2.4 Liaison Members.** The Executive Committee may include one or more Liaison Members representing medical societies or governmental agencies dedicated to the objectives of GOLD. A Liaison Member shall be nominated by their agency and shall be entitled to all privileges of an Executive Committee Member.

**2.5 Election.** At the time of the Annual Meeting of the Executive Committee, vacancies will be filled through nominations made by a Nomination Committee (Section 3.2). When an individual elects to resign from the Executive Committee and creates a vacancy among the Committee Members, the Executive Committee shall elect a Member from the slate provided by the Nomination Committee to serve for the entire unexpired term of the Executive Committee Member whose vacancy is being filled.

**2.6 Duties.** The Executive Committee shall review and approve GOLD activities; adopt rules and regulations for the election of members supplementary to, and not conflicting with, these Bylaws; designate Executive Committee Members to act as liaison to GOLD committees; determine the publications which are to be prepared by GOLD; establish working relationships with other organizations; establish or abolish ad hoc committees; and, direct any and all business of GOLD not otherwise provided for, as proposed by the Executive Director.

**2.7 Chair and Vice-Chair of the Executive Committee.** A Chair and a Vice-Chair of the Executive Committee shall be elected biannually for a 2 year term by a majority vote of the Executive Committee. Candidates for Chair and Vice-Chair will be nominated and seconded by the Executive Committee. A Chair or Vice-Chair shall serve no more than 2 terms.

2.7.1 The Chair shall, in general, perform all duties set forth in these Bylaws, and such other duties as may be prescribed by the Executive Committee from time to time. The Chair shall preside at all meetings of the Executive Committee; represent GOLD when formal appearances are necessary or

desirable; appoint special committees and the members; and, shall be an ex officio member of all committees.

**2.7.2** In the event of death, incapacitation, resignation or removal from office of the Chair, the Vice-Chair shall assume the office of Chair for the remainder of the Chair's term.

**2.7.3** The Vice-Chair shall assume the duties and have all the powers of the Chair during absences of the Chair not involving an Event. Upon the occurrence of an Event involving only the Vice-Chair, and not the Chair, the Executive Committee shall fill the office of Vice-Chair.

**2.8 Quorum and Actions.** A majority of the Executive Committee Members shall constitute a quorum for the transaction of business. All actions of the Executive Committee at a meeting shall be by the affirmative vote of a majority of the Executive Committee Members present. The Executive Committee Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of a sufficient number of Executive Committee Members so as to leave less than a quorum.

**2.9 Meetings.** The full Executive Committee shall meet a minimum of once each year. Special meetings of the Executive Committee may be called at any time by the Chair, Vice-Chair, or upon written request of four members of the Executive Committee. The Chair shall preside at all meetings of the Executive Committee; in the absence of the Chair, the Vice-Chair shall preside. Except for the annual meeting, meetings of the Executive Committee may be held pursuant to any method provided for in these Bylaws or by Maryland law.

**2.10 Waiver of Notice.** The actions taken at any meeting of the Executive Committee, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, (a) if a quorum is present and (b) if either before or after the meeting each of the Executive Committee Members not present signs a written waiver of notice or a consent to the actions of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Executive Director.

### **ARTICLE III**

**FEES AND DUES:** There shall be no fees for Members to belong to GOLD.

### **ARTICLE IV THE COMMITTEES**

**4.1 Authority of Committees:** The Executive Committee may appoint committees as it deems necessary to carry out the objectives of GOLD. Such

committees shall have such duties, terms, membership, and offices as the Executive Committee shall determine.

**4.2 Standing Committees:** In addition to the Executive Committee, there shall be three Standing Committees, a Scientific Committee, a Dissemination and Implementation Committee and a Nomination Committee with responsibilities and qualifications that include:

**4.2.1 Science Committee:** The GOLD Science Committee shall be responsible for developing methods to track and evaluate new scientific information that impacts on GOLD recommendations and methods to disseminate new information. To meet these objectives, a multidisciplinary committee of individuals with wide geographic representation, and with a demonstrated expertise in research related to COPD shall be appointed by the Executive Committee from a slate provided by the Nomination Committee. The Science Committee Chair shall be an official Member of the Executive Committee. The Science Committee shall meet at least once each year, usually on the occasion of an annual meeting of an international pulmonary scientific meeting.

**4.2.2 Dissemination and Implementation Committee:** The Dissemination and Implementation Committee shall be responsible for developing a network with the GOLD National Leaders to compile and assess methods used to implement COPD education programs throughout the world and to identify barriers that prevent implementation. To meet these objectives, a individuals with wide geographic representation will be identified by the Executive Committee to work with the Chair of the Dissemination and Implementation Committee. Individuals will be called upon to meet at the time of the annual meetings of the ATS and/or ERs, at the regional level, or by teleconference depending on the task to be accomplished. The Chair shall be an official Member of the Executive Committee.

**4.2.3 Nomination Committee:** The GOLD Nomination Committee shall be responsible for developing a slate of individuals for membership in the Executive Committee, Science Committee and on the Dissemination and Implementation Committee. The slates for each Committee shall have wide geographic representation, include individuals who meet the criteria for Committee Membership, and be presented to the Executive Committee each year for action to occur at the annual meeting of the Executive Committee in January. To meet these objectives, the Chair, GOLD Executive Committee will appoint three or four members of the Executive Committee to serve on the Nomination Committee. The Nomination Committee shall generally conduct its work through email communications.

**4.2 Tenure of Standing Committees.** Each Member of a GOLD Standing Committee shall hold office for a term of four years, and until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. Members shall be elected at the Annual Meeting of the Executive Committee. An individual shall be allowed to serve as a Member of a GOLD Standing Committee for more than one four-year term. No paid employee of the Corporation shall be eligible as a Member.

**4.3 Qualifications.** The GOLD Standing Committees shall have a global geographic representation. Non-binding recommendations for candidates shall be solicited by the Nomination Committee.

**4.4 GOLD National Leaders:** GOLD National Leaders are individuals with a demonstrated interest in research on COPD, or care of patients with COPD. GOLD National Leaders, who come from multiple countries, are identified through national medical societies or individual contacts. There is no financial commitment to be a GOLD National Leader and no terms. More than one individual from each country can serve as a GOLD National Leader. Individuals who serve as GOLD National Leaders shall be considered for membership on the GOLD Executive Committee or the Standing Committees.

## **ARTICLE V EXECUTIVE DIRECTOR**

**5.1 Duties.** The Executive Director, appointed by the Chair, Executive Committee, shall be Chief Executive Officer (CEO) of GOLD and shall have the responsibilities and duties attendant to such position, including but not limited to such matters as developing and proposing the yearly GOLD activity and budgetary plans and directing all administrative functions of GOLD which shall include, but not be limited to, the employment, determination of amount of salary, assignment of duties, determination of titles and termination of administrative personnel. The Executive Director may implement activities, manage GOLD projects, and such other duties as may be assigned from time to time by the Executive Committee which are not inconsistent with the Executive Director's contract. The Executive Director shall receive a salary to be agreed upon together with the Chair, Executive Committee and serve for a four year (renewable) term.

**5.2 Contracts.** With the exception of the contracts which Maryland law or these Bylaws or the Executive Committee require to be executed by another officer or agent of GOLD, the Executive Director shall have the authority to sign all contracts relating to the operation of GOLD.

## **ARTICLE VI PROJECTS AND FUNDING**

**6.1 Projects.** Projects to meet the goals of GOLD may be proposed by a Member of any of the GOLD Committees, or developed by an ad-hoc committee according to a charge for the Committee. All projects must obtain the approval of the Executive Director and Executive Committee, and GOLD must obtain funding prior to the projects initiation.

**6.2 Funding.** The projects to be developed by GOLD shall be funded through donations, gifts, and/or grants from individuals, industry, governmental agencies, and public and private foundations.

**6.3 Use of Funds.** All funds are to be used solely for the approved projects of GOLD and for the operation of GOLD.

**6.4 Conflict of Interest.** All members of GOLD Standing Committees shall complete and return to the Executive Director the Conflict of Interest Form of GOLD. All interactions and actions of GOLD shall be in compliance with the appropriate guidelines of the Office of the Inspector General of the US Internal Revenue Service.

**6.5 Initial Funding.** All funds in the MCR, Inc. account of GOLD shall be transferred to the Global Initiative for Chronic Obstructive Lung Disease, Inc. immediately following the ratification of these Bylaws by the GOLD Executive Committee and approval of the 501 c)3 application of GOLD, Inc. by the US IRS.

## ARTICLE VII

**VOLUNTARY DISSOLUTION:** GOLD, Inc. may dissolve and complete its affairs pursuant to Maryland law then in effect. Assets held by GOLD upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. Assets not held upon a condition requiring return, transfer or conveyance by reason of the dissolution pursuant to the plan of dissolution shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations meeting the requirements of Section 501(c) of the United States Internal Revenue Code of 1986, as amended (or of the applicable section of the United States Internal Revenue Code then in effect), and engaged in activities substantially similar to those of GOLD.

## ARTICLE VIII

**AMENDMENTS TO BYLAWS:** Any Member or the Executive Committee may initiate a proposal for an amendment to these Bylaws. Such proposal shall be presented in writing and submitted to the Executive Director. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes

entitled to be cast by Members present at such meeting unless law requires a greater number.