

BYLAWS OF WORLDWIDE FISTULA FUND, INC.

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Worldwide Fistula Fund, Inc. The business of the corporation may be conducted as Worldwide Fistula Fund, Inc.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

Worldwide Fistula Fund, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Worldwide Fistula Fund, Inc.'s vision is a world where debilitating childbirth injuries end, and women's lives begin again. Its mission is to protect and restore the health and dignity of the world's most vulnerable women by preventing and treating devastating childbirth injuries.

We locate and connect with women in need of surgical intervention for pelvic floor disorders related to childbirth injuries. We provide transportation to approved facilities; fund life-changing fistula surgery by skilled surgeons and nurses; and provide comprehensive post-operative care such as physical therapy, nutritional support, safe accommodations and one-on-one and group counseling. We train community health advocates in fistula treatment awareness and childbirth injury prevention.

To aid fistula survivors' social empowerment and reintegration in their communities, we provide literacy classes, vocational skills training, and assist groups of women to launch economic empowerment initiatives such as making/selling jewelry and launching cooking/catering or tailoring businesses.

To prevent childbirth injuries and provide comprehensive pelvic floor care, we provide specialty and sub-specialty training in OB-GYN and urogynecology. We also provide training and capacity building in critical care, physical therapy and quality improvement. To assess the impact we are making and to provide evidence-based services, we engage in collaborative research with appropriate oversight and approval by local partners.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the Internal Revenue Code as well as for-profit organizations, academic institutions, agencies, countries and others to support our capacity building efforts.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Worldwide Fistula Fund, Inc. is a Illinois non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Worldwide Fistula Fund, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Worldwide Fistula Fund, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Worldwide Fistula Fund, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Illinois.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

Worldwide Fistula Fund, Inc. shall have a Board of Directors consisting of at least 11 (eleven) and no more than 16 (sixteen) directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Worldwide Fistula Fund, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

The terms of the Directors shall be staggered so that no more than one-third (1/3) of the terms expire in a year, and Directors may be elected to one (1), two (2), three (3), or four (4) year terms to facilitate staggered terms. The terms of each Director shall begin at the first Board meeting following their election unless otherwise designated by the Board at the time of election and will expire at the end of the annual meeting in the year in which the Director's term ends. Directors shall serve no more than thirteen (13) consecutive years on

the Board, after which they are not eligible to serve as a Director until they have been off the Board for at least one (1) year. After a Director has served thirteen (13) consecutive years, the Board may appoint the Director to an emeritus position. As part of this honorary status, the Board may invite an Emeritus Director to participate in Board and selected committee meetings to provide guidance on organizational policies and programs. This position does not include the privileges of sponsoring board actions or voting.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age. At least two directors are expected to have experience in clinical settings providing care to patients experiencing/recovering from childbirth injuries. The individual designated as the Executive Director is not eligible to be elected to the Board of Directors. However, the Executive Director will have all rights as other directors except voting privileges.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws. A director may resign from the Board by providing a letter of resignation to the Chair. The acceptance of the resignation shall not be necessary to make it effective.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal may be filled by the Board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by a majority vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board Chair is empowered to excuse directors from attendance for a reason deemed adequate by the Board Chair. The Chair shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice Chair shall excuse the Chair. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular

meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon thirty (30) days' notice by first-class mail, electronic mail, or facsimile transmission. The notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the anticipated agenda/action items, place, day, and hour of meeting. Robert's Rules of Order will be used as guidance for conducting meetings.

(b) Special Meetings. Special meetings of the Board may be called by the Chair or any two (2) other directors of the Board of Directors. A special meeting must be preceded by no less than two (2) nor more than thirty (30) days' notice to each director of the nature of the business to be conducted, date, time, and place of the meeting. Provided, however, that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Illinois law.

4.08 Manner of Acting.

(a) Quorum. A majority the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

4.11 Liability Insurance

The Board will purchase liability insurance to protect the Directors and/or the employees of the corporation from liability for actions performed in carrying out the duties of their offices or employment.

ARTICLE V COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Executive Committee shall consist of the Board Chair, Vice-Chair, Vice-Chair for Clinical Affairs, Secretary, and Treasurer. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board members' approval or approval of a majority of all members to include approval of the annual operating budget
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
 - (i) to which the corporation is a party and one or more directors have a material financial interest; or
 - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

An exception to provision 5.01(a) is that the Executive Committee, by unanimous vote, shall have the authority to spend up to 5% more than expenses approved by the Board in its annual operating budget, if revenues are sufficiently higher than budgeted such that net income/(loss) will be no worse than reflected at the time the annual operating budget was approved. The full Board must be notified in writing to allow sufficient time for a special meeting to be called by the Board, as provided by Article 4.07(b) before such additional funds approved by the Executive Committee are expended.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the

directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. The exception to this provision is that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE VI OFFICERS

6.01 Board Officers

The officers of the corporation shall be a Chair, Vice-Chair, Vice-Chair for Clinical Affairs, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws including duties customarily incident the office, or by resolution of the Board, or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice-Chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. All officers must be a director during their terms of office.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than six (6) terms of office within ten (10) consecutive years as a director. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected. The election of officers occurs at the annual meeting of the Board of Directors

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any

later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chair

The Board Chair shall be the chief volunteer officer of the corporation. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.05 Vice Chair

In the absence or disability of the Board Chair, the Vice-Chair shall perform the duties of the Board Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice-Chair shall have such other powers and perform such other duties prescribed for the Vice-Chair by the Board of Directors including the duty to chair the Nominating Committee appointed by the Board for the election of directors to the Board and its officers

6.06 Vice Chair for Clinical Affairs

In the absence or disability of both the Board Chair and the Vice-Chair, the Vice-Chair for Clinical Affairs shall perform the duties of the Board Chair. When so acting, the Vice-Chair for Clinical Affairs shall have all the powers of and be subject to all the restrictions upon the Board Chair and Vice-Chair. The Vice Chair for Clinical Affairs shall have such other powers and perform such other duties prescribed for this officer by the Board of Directors including the duty to lead the corporation's efforts to measure the impact of its programs.

6.07 Secretary

The Secretary shall keep or cause to be kept minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. This includes the duty to chair the Governance Committee appointed by the Board to recommend to the Board approval of new governance policies and changes to governance policies to assure that the Worldwide Fistula Fund, Inc.'s organizational policies remain current as per best practice standards. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

6.08 Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors including acting as chair of the Finance Committee appointed by the Board. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

6.09 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation. However, all officers must be a director during their terms of office, pursuant to Article 6.01.

6.10 Executive Director

The Executive Director, who serves as an ex officio member of the Board with no voting privileges, shall be the chief executive officer of the corporation. The Executive Director is selected by the Board of Directors. The Executive Committee, with input from the Board, will conduct a periodic review of the Executive Director's performance.

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Leases

No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

7.06 Gifts

The Board of Directors, Officers, Executive Director and any special committee designated by the Board of Directors to have such authority may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

7.05 Indemnification

(a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific

case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Illinois Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year and Audit

The fiscal year of the corporation shall be from January 1 to December 31 of each year. The books and accounts for the corporation shall be reviewed annually at the close of each fiscal year by an independent accountant appointed by the Treasurer. Upon completion, the audit shall be provided to the Board of Directors.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Nondiscrimination Policy

It is the policy of Worldwide Fistula Fund, Inc. not to discriminate on the basis of race, color, religion (creed), national origin (ancestry), marital status, gender, gender

expression, sexual orientation, age, physical disability, veteran's status, political service or affiliation, in any of its activities or operations. These activities include, but are not limited to selection of directors, officers, committee members, volunteers, employees, consultants and partners and provision of services to our clients. The corporation is committed to providing an inclusive and welcoming environment.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Worldwide Fistula Fund, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Worldwide Fistula Fund, Inc. may put into practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Worldwide Fistula Fund, Inc. may also comply with and put into practice such federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities as it deems appropriate.

ARTICLE X DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Worldwide Fistula Fund, Inc. records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Worldwide Fistula Fund, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Worldwide Fistula Fund, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Worldwide Fistula Fund, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023, if applicable, be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the

corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years.

(k) Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e- mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Worldwide Fistula Fund, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

Worldwide Fistula Fund, Inc. shall provide its applicable Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, disclosure of relationships policy, and audited financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Worldwide Fistula Fund, Inc. shall make the aforementioned documents available on its internet website, www.worldwidefistulafund.org, to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and

provide instructions for downloading it.

(c) Worldwide Fistula Fund, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Worldwide Fistula Fund, Inc. shall inform anyone requesting the information where this information can be found, including the web address.

11.04 IRS Annual Information Returns (Form 990)

Worldwide Fistula Fund, Inc. shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via (hard copy or email) before the Form 990 is filed with the IRS.

11.05 Board

(a) The board will consider a request for disclosure of board of directors meeting minutes on a case by case basis except where the Board passes a motion to make any specific portion(s) confidential.

(b) The board will consider a request for disclosure of papers and materials considered by the Board in a Board of Directors meeting on a case by case basis following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

(c) All other Board-related materials, including for example materials used for board committees, committee minutes, communications among Board members and volunteers, communications with those serving in the Executive Director function/support, are confidential.

(d) Attendance at any Board of Directors-related meeting is by invitation only.

11.06 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except to authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the Board when requested.

11.07 Donor Records

(a) All donor records shall be available for consultation by the donors concerned or

by their legal representatives.

(b) No donor records shall be made available to any other person outside the corporation except authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that; and

(d) Donor records shall be made available to the Board when requested.

ARTICLE XII DISCLOSURE OF BOARD RELATIONSHIPS POLICY

12.01 Introduction and Purpose

Due to the complexity and diversity of financial and other relationships at an individual, workplace, and national level, this disclosure policy supports having potential financial or other relationships. However, disclosure of financial, social and other business endeavors outside of the Worldwide Fistula Fund (WFF) is important as decisions made in the interests of WFF should be made without an existing or perceived conflict of interest (COI). The purpose of this policy is to manage the interface of WFF activities and these disclosed relationships (ie competing interests or appearance of competing interests) to ensure independence, objectivity and rigor in WFF mission and interests. The process is not meant to be punitive, but one where if potential conflicts exist or develop, they can be openly managed.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

12.02 Time of Disclosures

Annually, a request for disclosures is elicited and a form to list said disclosures is provided.

12.03 Definitions

(a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a relationship that can be designated as having a direct/indirect or non-financial interest, as defined below, is an interested person.

(b) Personal Interests

All interested persons have personal interests that may not, at times, be aligned with the interests of the WFF. These personal interests may be financial, academic, professional, etc. Financial interests are typically the most common and important of these issues. A person has a financial interest if the person has at present or over the preceding twelve months, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

(2) A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or

- (3) A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Personal interests including financial and non-financial interests are not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee makes that determination, after discussion with the Interested Person, that a conflict of interest exists. The critical concern to the WFF is that all relationships be fully disclosed so that they may be properly evaluated to determine if a conflict exists. The WFF Executive Director will be responsible to review annually submitted Relationship Disclosure Forms and provide the Executive Committee with a summary of the relationships of all Directors.

12.04 Means and Conditions of Disclosure

Any and all disclosures should be made and submitted to the WFF Executive Director who will then share them with the Executive Committee and subsequently with the full board. Disclosures are kept for one year. Ascertainment of COI is worked out between the Executive Committee Chair and an individual board member prior to every board meeting and a management plan determined as indicated. This is meant to be proactive and minimize awkwardness at the time of the board meeting. At each board meeting, the Board Chair will ask board members to note if there are any further potential conflicts of interest since May disclosure.

12.05 Disclosures Requiring Management

Any financial or intellectual relationship with a for-profit or non-profit entity that supports, makes, competes with, or markets products, activities or ideas related to activities of the WFF may require management within the WFF including:

- (a) A connection with any relationship of any potential relevance to maternal health, an interested person must disclose on a standard form provided the existence of the personal interests including a designation of financial or non-financial interests and be given the opportunity to disclose all material facts.
- (b) Pertinent financial relationships over the past 12 months will be disclosed.
- (c) Upon receipt of the summary of all such disclosures from the Executive Director, the Executive Committee shall determine if further discussion with an Interested person regarding a potential conflict of interest is needed, after which the Executive Committee will make a determination.

12.06 COI Management Strategies

If the Executive Committee determines COI exists, it will be managed by:

- Disclosure to the full board and monitoring as management

- Interested person will not participate in discussion prior to, or votes on proposals where conflict exists
 - Interested person may Divest self
- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving an existing conflict of interest.

ARTICLE XIII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

13.01 Purpose

Worldwide Fistula Fund, Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Worldwide Fistula Fund, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

13.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that a policy, practice, or activity of Worldwide Fistula Fund, Inc. is in violation of law, a written complaint must be filed by that person with the Vice President or the Board President.

13.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of law must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

13.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Worldwide Fistula Fund, Inc. and provides the Worldwide Fistula Fund, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to

individuals that comply with this requirement and the provisions of this Article XII.

Worldwide Fistula Fund, Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Worldwide Fistula Fund, Inc. or of another individual or entity with whom Worldwide Fistula Fund, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law.

Worldwide Fistula Fund, Inc. shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Worldwide Fistula Fund, Inc. that the individual reasonably believes is in violation of law.

13.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

13.06 Handling of Reported Violations

The Board Chair or Vice-Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIV AMENDMENT OF Articles of Incorporation

14.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors then in office.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Worldwide Fistula Fund, Inc. were approved by its Board of Directors on **June 25, 2025** and constitute a complete copy of the Bylaws of the corporation.

Secretary: _____



_____ Date: 7-17-25