



National Kidney Foundation of Illinois, Inc.

Scientific Advisory Board Bylaws 2008

Section 1: Definition

There shall be a Scientific Advisory Board (formerly the Medical Advisory Board) consisting of physicians and scientists to advise and guide the Foundation in medical and scientific matters related to diseases of the kidney and urinary tract.

Section 2: Duties

- (a) The Scientific Advisory Board shall recommend policies relating to patient services and professional and public education and to the publication of material for distribution to the public.
- (b) The Scientific Advisory Board will observe the bylaws and policies of the National Kidney Foundation of Illinois.
- (c) The Scientific Advisory Board shall recommend policies and procedures for the granting of funds by the Foundation to individuals, institutions, and establishments for the pursuance of research and treatment of diseases of the kidney and urinary tract.
- (d) The Scientific Advisory Board shall form task forces, as needed, in relation to its functions, including, but not limited to patient services, kidney disease prevention and organ donation education, professional education, and research grants.
- (e) The Scientific Advisory board will have voting rights and will elect the chair and ratify bylaws.
- (f) The Scientific Advisory Board will provide medical and scientific expertise with respect to the programs of the Affiliate, including advocacy and patient programs
- (g) The Scientific Advisory Board will provide medical and scientific expertise in other activities as requested by the Board of Directors from time to time.

Section 3: Executive Committee

(a) There shall be an Executive Committee consisting of the following elected positions: Chairperson and either the Chairperson-Elect or the Immediate Past Chair. In addition there will be 15 (non-elected) Members At-Large. Members-At-Large as well as taskforce or subcommittee chairs will be appointed by the Chairperson when those positions are open. Members-At-Large will serve 3 years. These terms will not always be in synch with the current Chairperson. Five members of the executive committee will rotate on and off the committee each year. Candidates for officer positions shall be nominated by the Nominating Committee for election at the fall annual meeting.

(b) The officers of the Executive Committee shall consist of a Chairperson, Chairperson-Elect and Immediate Past Chair. An election shall be held by ballot (electronic and mail) every other year in September prior to the fall Annual meeting at which time a new Chairperson-Elect shall be elected. A slate of candidates will be prepared by a Nominating Committee which will be populated by the Scientific Advisory Board Chairperson, the Immediate Past Chair and the Chair of the Research Committee. In the event following the ballot election that a majority is not obtained by one of several candidates, a second election will be undertaken to choose between the two leading candidates.

(c) The fifteen Members-At-Large will extend invitations for representation by each academic institution as well as from Chicago area practices and downstate representatives. At least one transplant surgeon will be on the committee. In addition to the 15 Members-at-Large Executive Committee, there may be one nephrology nurse/technician, one nephrology dietitian, and one nephrology social worker. These individuals will be ex-officio members of the executive committee, representing their constituency but without voting rights on issues that pertain to the Scientific Advisory Board.

(d) The NKFI Board of Directors President and CEO of the Foundation shall be ex-officio members of the executive committee of the Scientific Advisory Board, without vote. These individuals will be ex-officio members in addition to the 15 members-at-large described above.

(e) Term limits: The chairperson serves for one 2 year term. He or she may be nominated for an additional term after he/she has finished his/her term as immediate past-chair. Executive Committee members can hold up to 2 consecutive terms and then must rotate off. These individuals may rejoin later, if appointed. Executive committee members may resign from the executive committee at any point during his/her term with written notification. The chairperson at the time may then fill that position, trying to provide similar representation. A new chair cannot terminate an executive committee member's term early without due cause. Early terminations must be ratified by a majority vote of the Scientific Advisory Board. A chairperson's term can only be terminated early by majority vote of the Scientific Advisory Board. The chair elect term is 1 year and the immediate past chair term is 1 year.

(f) Meetings of the executive committee of the Scientific Advisory Board shall be called by its Chairperson. The presence of a majority of the members of the entire Executive Committee shall constitute a quorum. The Executive Committee shall meet three to four times during each fiscal year and submit a written report of each meeting with recommendations, if any, to the Board of Directors of the Foundation. One of these meetings will be an Annual Meeting which will include all the members of the Scientific Advisory Board. Members of the executive committee are expected to attend at least two meeting either in person or by phone.

(g) The Chairperson of the Scientific Advisory Board should he/she become unable to serve, shall be succeeded by the Chairperson-Elect. In years where there is no Chairperson elect, the immediate past chair will temporarily fill the position. Should the Chairperson-Elect or Immediate past chair become unable to serve, the open Chair position shall be appointed by the President of the NKFI Board of Directors. Vacancies shall be filled by general elections at the following annual meeting of the Scientific Advisory Board.

(h) The Executive Committee shall recommend educational programs that benefit medical professionals and individual members will participate in the planning of at least one educational program.

(i) The Executive Committee will make research grant recommendations to the Board of Directors after receiving counsel via report from the Research Review Committee.

Section 4: Programs and Services

(a) The Scientific Advisory Board shall insure that the following programs and services occur, but are not limited to:

- (i) Patient Services Programs and Services
- (ii) Kidney Disease Prevention and Organ Donation Education Programs
- (iii) Professional Education Programs
- (iv) Research Grants Programs

(b) The Chairperson of a subcommittee, such as Research Review, shall be nominated by the Chairperson of the Scientific Advisory Board and appointed by the Board to serve for a three year term. Thus the Research Review Committee Chair's term will be out of synch with the Scientific Advisory Board Chair's term.

(c) In regards to the Research Review subcommittee, additional members of this subcommittee shall be nominated by the Chairperson of the Research Review Subcommittee. The NKFI Board would make the final appointments to the Research Review Subcommittee. The Research Review Subcommittee shall include up to 7 voting members (including the Chair). There will be no duplication of representation from any academic center. The Scientific Advisory Board Chairperson will not sit on the Research Review Subcommittee.

(d) The duties and functions of the Research Review Committee shall include review of all proposed research grants and delivery of recommendations to the Executive Committee

(e) The executive committee will be advised by the Research Review Committee on matters of grants. The executive committee will accept or reject the Research Review Committees recommendations by majority vote and as noted in 3(i) above then make recommendations to the Board based on the Research Review Committee report.

Section 5: Professional Membership

There will be a paid Professional Membership under the auspices of the executive committee of the Scientific Advisory Board. Regular membership is open to all professionals interested in nephrology. Professional members will receive mailings about upcoming Scientific Advisory Board sponsored events and an annual update on Scientific Advisory Board activities.