

**BYLAWS of
Cure VCP Disease, Inc.**

**Article I
Identity**

These are the amended and restated Bylaws of **Cure VCP Disease, Inc.**, a non-profit corporation which was formed pursuant to the laws of Georgia with its principal place of business located at 263 Lakeshore Drive, Americus, Sumter County, Georgia 31719 (hereinafter referred to as “the corporation”).

**Article II
Purposes and Powers**

The corporation shall neither be organized nor operated for pecuniary gain or profit.

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation or any other private person; but 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 as set forth in these By-laws.
- b) The corporation shall not carry on propaganda or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under § 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- c) The corporation shall not carry on any other activities not permitted to be carried on:
 - (i) By a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code; or
 - (ii) By a corporation, contributions to which are deductible for federal income tax purposes under § 170(c)(2) of the Internal Revenue Code.
- d) The corporation shall engage in activities that promote treatments and cures for diseases related to pathogenic variants of the Valosin Containing Protein gene.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509(a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the corporation, and all

authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

Article III No Members

The corporation shall not have members.

Article IV Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the power to elect officers and shall have the powers and duties set forth in the Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under § 501 (c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of § 509 (a) of the Internal Revenue Code.

Directors shall be elected by the Directors then in office at a duly called meeting of the Board of Directors. Each director shall be elected for a term of two years with a limit of five consecutive terms. The length of terms and appointment dates may be altered by a majority decision of the Board to provide continuity, fill a vacancy, or maintain expertise. A director shall hold office until the end of his/her term, resignation, removal, or death. Any director may resign by filing a written resignation with the secretary of the Corporation. Any director may be removed, with or without cause, by a two-thirds vote of the remaining directors.

The number of directors on the Board of Directors shall be a minimum of three and a maximum of fifteen. The exact number of directors may vary from time to time so long as the minimum number of directors shall be three and the maximum number of directors shall be fifteen. The directors who are currently in office shall by resolution passed by them from time to time set the exact number of the directors and the directors who are then in office shall elect the directors to fill the vacant positions on the Board of Directors. Directors may succeed themselves in office. Each director shall have one vote for each Director position.

Action may be taken by the Board of Directors without a meeting provided a majority of the directors' consent in writing or by electronic transmission describing the action taken, signed by no fewer than the majority of directors then in office and delivered to the corporation for inclusion in the minutes.

Article V

Officers

- a) The Board of Directors shall elect persons to hold the following offices for a term of one year or until their successors shall be elected, to wit: a chief executive officer (CEO), secretary, and chief financial officer (CFO) who shall serve as the officers of the Corporation. The positions of secretary and CFO may be held by one person.
- b) Any officer may be removed from office at any time by a majority vote of the Board, as then constituted, notwithstanding the fact that the term for which she/he may have been elected has not expired. No cause need be assigned for any removal under this section.
- c) Any vacancy in any office may be filled by the Board at any regular or special meeting.
- d) The CEO shall preside at all meetings of the Board. The CEO shall execute, or direct in writing that an agent of the board, execute all contracts authorized by the Board and shall perform such other duties as are incident to the office or properly required of him/her by the Board.
- e) The CFO shall maintain the financial records of the corporation and attend to any and all filings required by state law. In addition, the CFO shall have such powers and discharge such duties as may be properly assigned to him/her, from time to time, by the Board.
- f) The secretary shall keep a record of all proceedings at the meeting of the Board, give notices, have custody of the corporate seal, attest when necessary the signature of the CEO, affix the seal to all instruments required to be executed under seal and as authorized by the Board, and maintain the corporation's records. The secretary shall have such other powers and perform such other duties as are incident to the office or properly required of him/her by the Board.

Article VI Meetings

The Board of Directors shall meet at least twice a year, at the call of the CEO, at such times and places as shall be designated in a notice provided to each Board member at a reasonable time prior to the appointed time of the meeting.

A quorum at any Board meeting shall consist of a majority of the Board, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting at which a quorum is present, shall constitute the acts of the Board of Directors, except where a greater than a majority vote is required by state law.

Article VII Amendments

These Bylaws may be amended by a two-thirds vote of the full Board (as then constituted) at any meeting of the Board, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

Article VIII Dissolution

Upon the dissolution of the Corporation, all assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the County in which the principal office of the organization is then located, exclusively for such purposes, or such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Article IX Committees

(a) Committees of the Board of Directors: The Board of Directors may by resolution create one or more committees of the Board and appoint directors or such other persons as the Board shall designate to serve on the committee(s). Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. Each committee of the Board shall have two or more directors as members, and, for standing committees, a majority of its members shall be directors. All committee members shall serve at the pleasure of the Board. Members of a committee of the Board may serve for a term of up to two years, renewable up to five successive terms for a total term of ten years on the same committee. Continued membership is subject to the Committee Chair's discretion based on performance, accountability, and committee responsibilities. Certain committees may be merged for a short time as needed and relevant. The corporation shall have the following standing committees of the Board: Executive Committee, Financial Committee, and Governance Committee. Other committees and advisory boards may be formed from time to time by action of the Board of Directors to act on its behalf for a particular purpose (i.e. a conference planning committee),

(b) Action by Committees of the Board: A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by consent in writing without a meeting, or may participate in and act at any meeting through the use of a conferencing technology, in the manner provided by these Bylaws for written consent and attendance by conferencing technology of the Board of Directors. No member of

such committee may act by proxy. Subject to these Bylaws and action by the Board of Directors, a majority of the members of a committee shall determine the time and place of committee meetings and the notice required for such meetings.

(c) Executive Committee: The Executive Committee shall consist of the CEO, the Secretary, and the CFO. The CEO shall serve as the chair and the Secretary shall serve as the secretary of the Executive Committee. The Executive Committee shall be responsible to and report to the Board and shall execute the plans, policies, mandates, and resolutions of the Board consistent with the mission and the clearly defined field of action established by the Board of Directors. Except for the power to amend the Articles of Incorporation and Bylaws, the power to remove or fill vacancies of directors or officers, and such other powers as may be reserved to the Board by law, the Executive Committee shall manage the affairs of the corporation requiring attention between the meetings of the Board and shall have the power to conduct the current and ordinary business of the corporation while the Board of Directors is not in session to fulfill duties necessary to complete the business and mission of the organization.

(d) Finance Committee. The Finance Committee shall consist of at least three members. Its Chair shall be the CFO. The Finance Committee shall provide leadership and oversight for all of the organization's financial programs and budget. The Committee shall articulate the vision for the various program development plans in collaboration with the CEO and Directors and will be responsible for initiating the approved strategies to reach annual financial goals as approved by the Board of Directors. The Finance Committee shall assist in the development of new and innovative initiatives to enhance appropriate financial stability within the organization. The Finance Committee shall be responsible for working with accountants to provide oversight of activities of the organization.

(e) Governance Committee: The Governance Committee shall consist of at least three members. Its Chair shall be a director and at the Board's discretion may serve as an ex officio non-voting member of the Executive Committee. The Governance Committee shall nominate candidates for election to the Board of Directors. It shall also present a slate of suggested officers for consideration by the Board of Directors. All deliberations of the Governance Committee shall be conducted in executive session. However, the Governance Committee shall have the right to invite nonmembers of the Committee to make presentations to aid the Committee in its deliberations. Additional responsibilities of the Governance Committee shall include Board development activities, annual review of directors, oversight of these Bylaws, oversight of the policies and procedures, and recommendations for Bylaws to the Board of Directors.

Adopted as of the 23rd day of October, 2022.

Signed as of 10/23/2022



Nathan Peck, CEO

Attest



Amy Casey, Secretary