

# **CUREGRIN BYLAWS**

## **ARTICLE 1: FOUNDATIONS**

### 1.1 Legislative framework

CureGRIN Foundation ('the Corporation') shall have such powers as are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Colorado ('the Act'), or any successor legislation; provided that such powers may be exercised only in furtherance of the purposes of the Corporation as stated [below] and consistent with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time to time amended.

### 1.2 Purpose

The Corporation will serve exclusively for charitable and educational purposes consistent within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Corporation is dedicated to improving the lives of people around the world with GRI Disorders, and their families, through research, education, and support. We work closely with scientists and the medical community to drive patient-centered research that will lead to treatments and cures.

The Corporation shall continuously maintain a registered office in the State of Colorado, and in any other locations as its operation requires.

## **ARTICLE 2: GOVERNANCE**

### 2.1 Members

The corporation shall not have members.

### 2.2 Directors

The Board of Directors is that group of persons vested with the management of the affairs of the Corporation. Each Director must be eighteen (18) years old. The majority of directors shall be a family member of an individual with a GRI gene disorder. No more than two (2) Directors without a family connection to GRI gene disorder shall serve on the Board at any one time.

The affairs of the Corporation shall be managed by its Board of Directors which shall be the governing body of the Corporation. The Board of Directors, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation of the Corporation or elsewhere in these Bylaws, shall have all of the powers, authority and duties prescribed or imposed by the Act.

The Corporation shall have no less than five (5) and no more than fifteen (15) Board members at any

one time. Board members shall be appointed for a term of three (3) years, by a majority vote of the Directors then in office. Directors may serve for up to three (3) consecutive terms.

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled only by a majority of the Directors then in office.

A Director may resign at any time by submitting email notice to the Chair or the Secretary of the Corporation. A resignation is effective from the delivery date of that email or at such time thereafter as the resigning Director may specify in the notice.

A director shall be considered an independent director if he or she does not have a material relationship with CureGRIN and is neither part of its management team nor involved in the day-to-day operations of the organization.

A Director may be removed by the affirmative vote of a majority of the Directors then in office.

### 2.3 Meetings

Meetings of the Board of Directors, regular or special, will be held via teleconference or at any other place within or without the State of Colorado, as designated by the Chair.

Regular Meetings of the Board of Directors shall be held via teleconference or at a place designated by the Chair. Meetings shall be held at least four times per year. Notice of such meetings shall be issued by the Secretary of the Corporation, on behalf of the Chair, at least one month (30 days) in advance.

Special Meetings of the Board of Directors may be held via teleconference or at a place designated by the Chair. Special Meetings may be called by the Chair, Chief Executive Officer, or any two (2) members of the Board of Directors. Notice of the date and time of such meetings shall be issued via email by the Secretary of the Corporation at least one week (7 days) in advance.

A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board. 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 of Directors, unless the act of a greater number is required by law. Each Director shall have one vote and such voting may not be done by proxy.

### 2.4 Written consent for action

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may instead be taken without a meeting by a quorum of voting members. All reasonable attempts shall be made to ensure that each voting member has an opportunity to vote.

### 2.5 Compensation

No Director shall receive directly or indirectly any income, profit, compensation or pecuniary benefit from the Corporation unless approved by a vote of the board of directors in which the beneficiary shall abstain. However, the Corporation may pay reimbursement for expenses incurred on behalf of the Corporation, upon submission of proper documentation to the CEO and the Treasurer.

## **ARTICLE 3: OFFICERS**

### **3.1 Officers**

The officers of the Corporation shall be as follows:

- Chair
- Chief Executive Officer (CEO)
- Treasurer
- Secretary
- and such other officers as the Board shall determine

The Chairperson, Treasurer and Secretary must be members of the board of directors and shall be elected by the board for three-year-terms. Nominees shall abstain. Related directors shall abstain from voting for the Chair.

Wherever possible, directors shall remain in office until a successor has been elected and qualified. Such election will take place at the Annual Meeting of the Board of Directors (or at a Special Meeting, to be called as soon as possible in the event of a resignation).

The offices of Chair, CEO, President, and Secretary shall be held by separate individuals.

The office of Treasurer may not be held by the CEO or Secretary.

### **3.2 Chair**

The Chair must be a member of the board of directors and shall be appointed following a majority vote of the Board. Nominees and related directors shall abstain. The Chair shall oversee the Chief Executive Officer; shall chair all Board meetings; shall lead the strategic direction of the Corporation with advice and support from the CEO and other Board members. The Chair will be appointed to serve for a term of three (3) years. The Chair shall not receive compensation for this role apart from expenses reasonably incurred in undertaking it to the best of his or her ability. The chair shall serve as a member of the Executive Committee. The chair may be removed by affirmative vote of a majority independent Directors, exclusive of such officer, whenever in their judgment the best interests of the Corporation will be served by such removal.

### **3.3 CEO**

Subject to the control of the Board of Directors, the CEO will supervise and control the affairs of the Corporation. He or she shall present budgets and plans to the Board of Directors and provide regular updates on operations. He or she shall chair the Executive Committee and, by virtue of his office, be a member of all sub-committees of the Board. He or She shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

The CEO shall be appointed or removed only by a majority vote of independent directors. The CEO's compensation shall be set by independent directors.

### 3.4 Treasurer

The treasurer shall report to the board of directors at regular intervals about the financial health of the organization. He or she will ensure that effective financial measures, controls and procedures are put in place, and are appropriate for the organization. He or she shall ensure other directors are adequately informed of financial-related issues to ensure good decision-making. The Treasurer shall serve as chair of the Finance Committee and as a member of Executive Committee and financial officer of the organization.

The Treasurer will be appointed to serve for a term of three (3) years. The Treasurer shall not receive compensation for this role apart from expenses reasonably incurred in undertaking it to the best of his or her ability. The treasurer may be removed by affirmative vote of a majority of the Board of Directors, exclusive of such officer, whenever in their judgment the best interests of the Corporation will be served by such removal.

### 3.5 Secretary

The Secretary shall keep the minutes and records of the organization in appropriate books, shall give and serve all notices to members of this Corporation, and shall keep track of board members terms. He or she shall assist with the filing of any certificate required by any statute, federal or state. He or She shall submit to the Board of Directors any communications which shall be addressed to the Secretary of the Corporation.

The Secretary will be appointed to serve for a term of three (3) years. The Secretary shall not receive compensation for this role apart from expenses reasonably incurred in undertaking it to the best of his or her ability. The secretary may be removed by affirmative vote of a majority of the Board of Directors, exclusive of such officer, whenever in their judgment the best interests of the Corporation will be served by such removal.

## **ARTICLE 4: DELEGATION**

### 4.1 Committees

The Board of Directors may delegate some of their specified authorities to a Committee. The majority or each such Committee's membership may consist of a combination of Directors and volunteers specifically chosen by the Board for their relevant skillsets. Non-Director committee members may be either specifically recruited to the committee by the Board or selected through an application process. However selected, the Board will approve their committee membership with a majority vote and such Committee Members shall serve at the pleasure of the Board.

The creation of such Committees shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such Directors or otherwise by law.

### 4.2 Action by Committee

A majority of any Committee shall constitute a quorum, and a majority of Committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A Committee may act by unanimous consent in writing without a meeting.

No Committee may:

- (1) Adopt a plan for the distribution or transfer of the assets of the Corporation, or for its dissolution;
- (2) Fill vacancies on the Board or any of its Committees; elect, appoint or remove any Officer or Director or member of any Committee, or fix compensation of any member of a Committee;
- (3) Elect, appoint or remove any Officer or Director or member of any Committee, or fix compensation of any member of a Committee;
- (4) Adopt, amend or repeal these Bylaws or the Articles of Incorporation or this Corporation;
- (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a Committee.

#### 4.3 Executive Committee

The Executive Committee of the Board of Directors shall be composed of the CEO, Chair, Secretary, Treasurer and any other board members or officers appointed by the board of directors. The Executive Committee shall act for the Board of Directors in the day-to-day absence of action by the Board where legally permissible. Subject to the control of the Board of Directors, the Executive Committee shall supervise and control the affairs of the Corporation.

#### 4.4 Advisory Bodies

The Board of Directors may create and appoint persons to one or more advisory bodies which may or may not have Directors as members. Advisory bodies may not act on behalf of the Corporation or bind it in any way but may make recommendations to the Board of Directors or to the Officers or Board committees.

### **ARTICLE 5: OPERATIONS**

#### 5.1 Fiscal year

For accounting, tax and related purposes, the Corporation shall operate and its records shall end on April 30 of each year.

#### 5.2 Execution of documents

The Chief Executive Officer and Chair shall be authorized to enter into contracts or execute any instruments on behalf of the corporation, subject to any limitations established by the Board of Directors. The Board of Directors may also authorize any Officer or Officers or agent or agents of the Corporation to enter into contracts or execute any instruments on behalf of the corporation, and such authority may be general or confined to specific instances.

### 5.3 Books and records

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and any Committee of the Board of Directors, which books, records of account and minutes shall be kept at the Corporation's principal office or at such other place as the Board of Directors shall from time to time determine.

All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time.

### 5.4 Not-For-Profit operation

The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Directors or Officers. However, the Corporation may pay the CEO for services performed.

### 5.5 Loans to management

The Corporation will make no loans to any of its Directors or Officers.

### 5.6 Gifts

The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation.

### 5.8 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine; provided, however, that should the Board of Directors fail to agree upon a distribution then the assets shall be distributed in equal parts to the (Stephen) Traynelis lab at Emory University, the (Amy) Ramsey Lab at University of Toronto, and the (Stuart) Cull-Candy lab at University College London for research into treatments and cures for GRI Disorders.

## **ARTICLE 6: MODIFICATION**

The affirmative vote by a majority of the Board of Directors is required to amend, repeal, alter or adopt new Bylaws. Such action may be taken at a regular or special meeting provided written notice of the purpose shall be given prior to said meeting. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Corporation's stated purpose.

Clauses we have removed, but could add back pending legal review.

## 5.7 Operational limitation

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

## INDEMNIFICATION OF EMPLOYEES AND AGENTS

### **8.01 Claim Brought By Third Party**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an employee or agent of the Corporation, or who is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any 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 did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### **8.02 Claim By or in the Right of the Corporation**

The Corporation shall indemnify any person who is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### **8.03 Successful Defense**

The extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 8.01 or 8.02 of these Bylaws, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.



**8.04 Determination of Conduct**

Any indemnification under Section 8.01 or 8.02 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Section 8.01 or 8.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding.

**8.05 Article Not Exclusive; Change in Law**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Bylaw, agreement, vote of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**8.06 Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of Article VIII.