

Ramsay Hunt Syndrome Foundation

Article I – Organization

Section 1. Name. The name of the corporation shall be Ramsay Hunt Syndrome Foundation (the “Corporation”).

Section 2. Purpose. The Corporation, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code or successor provisions. Net earnings, if any, shall be devoted exclusively to charitable, educational, or other nonprofit purposes so as to qualify the Corporation for any tax exemption under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Mission. Ramsay Hunt Syndrome Foundation promotes patient and physician education to help prevent misdiagnosis and ensure proper treatment. Further, the foundation provides an evidence-based support network for patients and their families.

Article II – Board of Directors

Section 1. Duties and Authority. The Board of Directors (“Board”) shall have control and management of the affairs of the Corporation with all the legal and professional duties allowed under the laws of the State of North Carolina, including but not limited to defining long-term objectives, selecting and assessing the Corporation’s chief executive, and reviewing and approving the Corporation’s budget to ensure sound financials. Directors shall review and respond to Corporation-related communications with reasonable promptness.

Section 2. Number and Qualifications. For convenience, these Bylaws refer to Board members as “Directors.” The number of Directors constituting the Board shall always consist of a minimum of five (5) and a maximum of eleven (11). Directors need not be residents of the State of North Carolina. Directors shall support the Corporation with fundraising efforts, advice and expertise to the best of their abilities, according to Board policies.

Section 3. Elections. When a Director’s term is set to expire, the Board shall elect a successor at the first regularly scheduled Board meeting of the Corporation’s fiscal year (the “Annual Meeting”). Election shall require support from a majority of the Directors then in office, with each Director entitled to cast one vote for each position to be filled.

Section 4. Terms. Each Director shall serve a three-year term (3) and may be re-elected by the Board to serve two (2) additional consecutive terms. Directors shall not serve more than three (3) consecutive terms but shall be eligible for re-election to the Board after one calendar year off the Board. Directors shall hold office until death, resignation, retirement, removal, disqualification, or election and qualification of a successor.

Section 5. Removal. A director may be removed by a majority of all the Directors then in office, with or without cause, at any meeting where Directors received proper notice of a vote on removal. Missing two regular meetings in a calendar year shall provide cause for removal.

Section 6. Vacancies. Any Board vacancy may be filled by a majority vote of the remaining Directors. In the case of a sole remaining Director, that Director may fill one position by appointment. In the case of

two (2) remaining Directors, a majority requires a unanimous vote. A Director filling a vacancy shall serve for the remainder of the predecessor's term, which shall not count toward term limits.

Section 7. Resignation. A Director may resign by giving written notice to the Board. Resignation shall take effect on the date specified in such notice, unless the resignation reduces the number of remaining Directors to fewer than three (3), in which case such resignation shall become effective only upon the election and qualification of a successor Director.

Section 8. Compensation. Directors shall serve without compensation, except that reasonable expenses incurred in furtherance of the Corporation's business—including but not limited to travel and lodging expenses—may be reimbursed with documentation and prior approval by the Board. This section shall not preclude Directors from serving the Corporation in other capacities that may involve compensation or additional reimbursement. A Director may perform other services for the Corporation only after approval from a majority of the other Directors then in office and compliance with the Corporation's conflict-of-interest policy.

Article III – Meetings of the Board of Directors

Section 1. Regular Meetings. The Board shall hold regular meetings at least four (4) times per year, including the Annual Meeting. Directors shall choose the date, time, and place of each meeting.

Section 2. Notice of Regular Meetings. The Secretary or another Officer shall send notice of the date, time, place, and agenda of each regular meeting to all Directors at least ten (10) calendar days before the meeting.

Section 3. Special Meetings. In the Corporation's best interest, the President or any two Directors may call a special meeting at any time.

Section 4. Notice of Special Meetings. Notice of a special meeting shall be sent to each Director at least three (3) calendar days before the meeting, or otherwise as far in advance as circumstances reasonably permit. Such notice shall state the reason for the special meeting; the business to be transacted; the date, time, and place; and the name(s) of the Director(s) who called the special meeting. No other business beyond that specified in the notice shall be conducted at the special meeting except by unanimous consent of all Directors present at that meeting, provided there is a quorum.

Section 5. Waiver of Notice. Any Director may waive notice of any Board meeting. The Secretary shall file written waiver of notice with the corporate records or as part of the meeting minutes. A Director's attendance at a meeting shall constitute waiver of notice unless that Director attends solely for the express purpose of objecting to the transaction of any business because the meeting was not properly convened.

Section 6. Quorum. The presence of a majority (50% plus one) of the Directors then in office shall constitute a quorum necessary to conduct the business of the Corporation. If only two (2) Directors remain in office and they must meet to conduct necessary business such as filling vacancies, the presence of both remaining Directors shall constitute a quorum.

Section 7. Presence. Any Director may participate in, and be regarded as present at, any Board meeting by means of remote communication by which all persons participating in the meeting can hear each other at the same time.

Section 8. Action Without a Meeting. The Board may act without a meeting only with the signed written consent of every Director, whether electronically or in hard copy. Any action approved in such manner shall be included in the next meeting's minutes or otherwise filed with the corporate records.

Article IV – Voting

Section 1. Manner of Acting. Except as otherwise provided in these Bylaws, an act of the Board shall be any act approved by a simple majority (50% plus one) of the Directors present at a meeting at which a quorum is present.

Section 2. Presumption of Assent. If a Director is present at a Board meeting, that Director is presumed to have assented to all acts taken unless the minutes or other record of the meeting confirm a contrary vote or abstention.

Section 3. Manner of Voting. For all actions except electing Officers and Directors, voting shall occur by voice unless a majority of the Directors present requests anonymous written ballots. Officer and Director elections cannot be done by proxy. For all actions, each Director shall have one (1) vote.

Section 4. Votes Requiring a Majority of All Directors Then in Office. The following matters shall require support from a majority of all Directors then in office: (1) dissolution of the Corporation; (2) changes to these Bylaws; (3) amendments to the Articles of Incorporation; (4) election of a Director or Officer; (5) removal of a Director or Officer; and (6) creation or dissolution of a Committee of the Board.

Article V – Committees

Section 1. Committees of the Board. The Board may vote to create one or more committees. Each committee must have at least two Board members to have the authority of the Board on any matter. Committees shall adhere to the same requirements as the Board for meetings, action without a meeting, notice, waiver of notice, quorum rules, and voting. Committees may include non-Director employees, but such non-Directors shall not have a right to vote on any matter.

Article VI – Officers

Section 1. Officers. The Officers of the Corporation shall consist of the President, Secretary, and Treasurer. The Board may elect other Officers as needed, including vice-presidents, assistant secretaries, or assistant treasurers. One person may hold more than one office, other than the offices of President and Secretary. No Officer shall act in more than one capacity for actions that require two (2) or more Officers.

Section 2. Elections. Officer elections shall occur at the Annual Meeting and shall require assent from a majority of the Directors then in office.

Section 3. Terms. Each Officer shall serve a three-year term (3) as Officer. No Officer shall serve more than three (3) consecutive terms. Each Officer shall hold office until death, resignation, retirement, removal, disqualification, or election and qualification of a successor.

Section 4. Removal. Any Officer may be removed by a majority of the Directors then in office.

Section 5. Vacancies. Any Officer vacancy arising between Annual Meetings shall be filled with assent from a majority of the Directors present at a meeting called, either in whole or in part, for the purpose of filling such vacancy. An Officer elected to fill a vacancy shall be elected for the remainder of the unexpired term, which shall not count toward term limits.

Section 6. Compensation. Officers shall serve without compensation, except that reasonable expenses incurred in furtherance of the Corporation's business—including but not limited to travel and lodging

expenses—may be reimbursed with documentation and prior approval by the Board. This section shall not preclude Officers from serving the Corporation in other capacities that may involve compensation or additional reimbursement. An Officer may perform other services for the Corporation only after approval from a majority of the other Directors then in office and compliance with the Corporation’s conflict-of-interest policy.

Section 7. President. The President shall:

- (a) preside over meetings of the Board and serve as Chair of the Board;
- (b) present an update of the work of the Corporation at each regular meeting;
- (c) ensure proper keeping and filing of all books, reports, and certificates required by law;
- (d) have authority to sign checks or contracts of the Corporation pursuant to the Corporation’s established policies;
- (e) have authority to contract for such services, goods, and real or personal property as the Board deems necessary for the operation of the Corporation; and
- (f) have such powers as the Board may deem necessary and proper for the operation of the Corporation.

Section 8. Secretary. The Secretary shall:

- (a) keep the minutes and records of the Corporation in appropriate books or files;
- (b) file any certificates or other documentation required by any federal, state, or local government entity;
- (c) give and serve all notices to Directors;
- (d) act as the official custodian of the records;
- (e) submit to the Board all communications received as Secretary of the Corporation;
- (f) attend to all correspondence of the Corporation;
- (g) have authority to sign checks or contracts of the Corporation pursuant to the Corporation’s established policies;
- (h) provide the most recent meeting minutes of the Corporation to the Board at each regular meeting – where practicable, include the most recent meeting minutes with the notice for the next regular meeting; and
- (i) exercise all duties incident to the office of the Secretary.

Section 9. Treasurer. The Treasurer shall:

- (a) oversee the custody of all funds, securities, and assets of the Corporation;

- (b) open necessary checking, savings, or other financial accounts as determined by the Board;
- (c) place all funds into the designated accounts, except those funds that the Board may choose to otherwise invest as permitted under the North Carolina Nonprofit Corporation Act;
- (d) have authority to sign checks of the Corporation pursuant to the Corporation's established policies;
- (e) provide financial reports of the Corporation to the Board at each regular meeting, which shall be attached to the meeting minutes – where practicable, include these reports attached to the most recent meeting minutes with the notice for the next regular meeting; and
- (f) exercise all duties incident to the office of the Treasurer.

Article VII – Other Provisions

Section 1. Indemnification. The Corporation shall indemnify (i.e., reimburse for any legal expenses arising from service to the Corporation) its Officers and Directors as provided by Sections 52 and 56 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such Officers and Directors shall be deemed to have relied upon these Bylaws.

Section 2. Amendment. These Bylaws may be altered or repealed by assent from a majority of the Directors then in office, provided the notice of the meeting at which such action will be taken includes notice of the proposed change.