

BYLAWS OF NEVUS OUTREACH, INC.

A Non-Profit Corporation

ARTICLE 1. INTRODUCTION

Section 1.1. Definition of Bylaws. These Bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

Section 1.2. Purposes. This Corporation is organized, and shall be operated exclusively, to improve awareness and provide support for people affected by congenital melanocytic nevi (CMN) and neurocutaneous melanocytosis (NCM), and to find a cure and/or treatment for CMN and NCM.

Section 1.3. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including but not limited to the following: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Nonprofit Corporation Act, and any successor or amendment to that Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

ARTICLE 2. OFFICES

Section 2.1. Principal Office. The principal office of this Corporation will be located in Oklahoma.

Section 2.2. Location of Registered Office. The location of the initial registered office of this Corporation is Florida. Such registered office will be continuously maintained in Florida for the duration of this Corporation, except that the Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with Florida.

ARTICLE 3. DIRECTORS

Section 3.1. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the

affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Section 3.2. Qualifications. Directors of this Corporation shall be at least sixteen (16) years old, and as specified in Section 3.3. Number and Make-up of Directors.

Section 3.3. Number and Make-up of Directors. The Board of Directors shall be comprised of not fewer than nine (9) nor more than fifteen (15) Directors, with the ideal make-up as follows: 2 or 3 Directors who have CMN and/or NCM, 2 or 3 Directors who are family members of persons who have CMN and/or NCM, 2 or 3 Directors who have non-profit expertise, 1 or 2 Directors who have legal expertise, 1 or 2 Directors who have accounting expertise, and 1 or 2 Directors who work professionally in, or are retired from, scientific research or medicine.

Section 3.4. Terms, Election, and Removal of Directors.

A. Each Director shall have a term of one (1) year. Directors may serve up to three (3) consecutive terms. A director may serve additional terms only after a one year absence from the Board, but may not circumvent the three consecutive term limit.

B. Directors shall be elected by a majority vote of the Board of Directors.

C. A Director may be removed from office by an affirmative vote of at least two-thirds of the Board of Directors.

Section 3.5. Officers of the Board of Directors. Non-staff officers of the Board of Directors will include Chair, Vice Chair, Secretary and Treasurer.

A. Chair. The Chair will provide leadership, chair meetings, assign committees, charge committees, serve ex-officio on committees, provide primary liaison with staff, ensure regular financial reporting, ensure ongoing strategic planning and budgeting, and guide the review of the chief executive officer's performance.

B. Vice-Chair. The Vice-Chair will stand in for the Chair when he or she is not available, and take on other duties assigned by the by-laws or the Chair. The intention will be for the Vice Chair to become the next Chair.

C. Secretary. The Secretary will maintain the records of meetings, committees, and official actions taken by the board.

D. Treasurer. The Treasurer will oversee the finances and budgeting of Nevus Outreach, Inc., oversee audits, ensure adequate resources, oversee investments, and report financial matters to the board.

E. Election of Officers. These officers will be elected annually by the Board, pursuant to the recommendation of the Chair. Each such officer shall hold his or her office until he or she resigns, is removed, is otherwise disqualified to serve, or his or her successor is elected.

Section 3.6. Honorary Directors. The Board of Directors may elect one or more Honorary Directors, who may attend Board of Directors meetings, but who shall not have the right to notice or vote. Each such Ex Officio or Honorary Director shall serve for such term as specified upon his or her election, but if none is specified then the term shall be one year. The other provisions of these Bylaws relative to vacancies and removal of Directors shall be applicable. There shall never be more than fifteen (15) Honorary Directors. Upon achievement of a quorum, a majority vote of the standing board can remove an honorary director at any time.

Section 3.7. Vacancies on the Board. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, death, or in any interval between elections, shall be filled by the Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office. The new Director's service for the unexpired term shall count as one full term toward their limit of serving three consecutive terms. The Chair Person may appoint a Director to satisfy the Quorum requirement.

Section 3.8. Place of Meetings of Directors. Meetings of the Board of Directors, regular or special, will be held at such place or places as the Board of Directors designates by resolution duly adopted. In the absence of such a resolution, a meeting shall be held at the place specified in the notice of the meeting.

Section 3.9. Regular Meetings of Directors. Meetings of the Board of Directors shall be held at least four (4) times a year. One meeting each year shall be conducted in person. Written notice stating the place, day and hour of each regular meeting will be delivered to each Director not less than ten (10) days before the date of the meeting via email. Each Director has an affirmative duty to keep their email address and other contact information updated with the principal office.

Section 3.10. Notice of Special Meetings of Directors. Notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days before the date of the meeting via email. Each Director has an

affirmative duty to keep their email address and other contact information updated with the principal office.

Section 3.11. Call of Special Meetings of Directors. A special meeting of the Board of Directors may be called by any of the following:

- A. The Executive Director
- B. The Chair of the Board
- C. A majority of the Directors

Section 3.12. Quorum of Directors. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

Section 3.13. Directors' Meetings By Communications Equipment. Meetings of the Directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

Section 3.14. Action By Directors Without A Meeting. Any action that may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting and without notice by the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors. Any such writing shall be filed with or entered upon the records of the Corporation.

Section 3.15. Ratification. Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute presence at such meeting.

Section 3.16. News Media and Others. The Executive Director should be the initial media contact. In the absence of the Executive Director, the Chair shall be the media contact.

Section 3.17. No Compensation. Directors shall serve without compensation.

ARTICLE 4. COMMITTEES

Section 4.1. Appointment of Committees. The Board of Directors, by resolution or the Executive Director may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority.

ARTICLE 5. OPERATIONS

Section 5.1. Fiscal Year. The fiscal year of this Corporation shall follow the calendar year unless it is otherwise changed by act of the Board of Directors.

Section 5.2. Books and Records. This Corporation will keep correct and complete books and records of account, the minutes of the Board of Directors meetings, a copy of the Bylaws including amendments to date, and a register of the names, addresses and contact information of the Directors at the principal office.

Section 5.3. Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director, the Executive Director, or their agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Section 5.4. Nonprofit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed.

Section 5.5. Individual expenses over \$500 must be approved by two of the following persons: The Executive Director, the Chair Person, or the Treasurer.

ARTICLE 6. INDEMNIFICATION

Section 6.1. Indemnification. The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

A. Third Party Actions. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

B. Derivative Actions. By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director, employee, or agent of the Corporation, against the reasonable expenses, including attorney fees through appeal, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that that tribunal shall deem proper.

Section 6.2. Mandatory Indemnification. To the extent that a Director, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above, or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.

Section 6.3. Procedure for Indemnification. If a determination is made that indemnification of the Director, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above, unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

Section 6.4. Expenses. The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, 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 as authorized in this section. This provision shall not be deemed to constitute a loan to such person.

Section 6.5. Insurance. The Corporation may purchase and maintain liability insurance on behalf of any person who is or was a

Director, employee, or agent of the Corporation against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such. The Corporation may purchase and maintain other insurance on behalf of the Corporation to provide a fund from which to pay the indemnification provided for herein. The Corporation may purchase and obtain such insurance whether or not the Corporation would have the power to indemnify against such liability.

Section 6.6. Scope of Article. The Corporation shall indemnify any person, if the requirements of the above sections are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

ARTICLE 7. IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 7.1. Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code.

Section 7.2. Private Foundation Requirements and Restrictions. In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation:

- 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

- 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 8. AMENDMENTS

Section 8.1. Amendment of Bylaws. These Bylaws may be amended, altered or repealed by either of the following methods:

A. Written action without a meeting signed by all of the Directors; or

B. The affirmative vote of at least 2/3 of the Directors present at a meeting of the Board of Directors, the notice for which meeting shall include the substance of the proposed changes.