

**FOURTH AMENDED AND RESTATED BYLAWS  
OF  
RELAPSING POLYCHONDritis AWARENESS AND SUPPORT  
FOUNDATION INC.  
(a Minnesota nonprofit corporation)**

**ARTICLE I  
OFFICES**

Section 1.1 Principal Office. The principal office of the Relapsing Polychondritis Awareness and Support Foundation Inc. (the “RP Foundation” or the “Corporation”) shall be located at 1202 Lexington Avenue, Box 112, New York, NY 10028. The Corporation may change its principal office, and may have such other offices, either within or without Minnesota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered agent of the Corporation is Corporate Creations Network, Inc. and the registered office of the Corporation is Corporate Creations Network Inc., 5200 Willson Road #150, Edina, MN 55424 but may be changed from time to time by the Corporation as permitted by applicable law.

**ARTICLE II  
PURPOSES AND POWERS**

Section 2.1 Nonprofit Corporation. The Corporation has been organized and shall be operated as a nonprofit corporation under the provisions of the Minnesota Nonprofit Corporations Act (the “MNCA”).

Section 2.2 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation as filed with the Secretary of State of the State of Minnesota (the “Articles of Incorporation”), and these Amended and Restated Bylaws, as they may be amended (the “Bylaws”).

Section 2.3 Purposes. The Corporation has been organized exclusively to:

- (a) facilitate awareness, education, and research to improve the quality of life for patients with relapsing polychondritis (RP) and advance a cure for this disease, and
- (b) engage in such other activities in connection therewith that the Board of Directors may authorize, in all cases subject to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the “Code”).

Section 2.4 Powers. The Corporation shall have all powers necessary to carry out its purposes, including but not limited to, all powers now or hereinafter enumerated in the MNCA.

## **ARTICLE III BOARD OF DIRECTORS**

### Section 3.1    General Powers.

(a)     The Board of Directors (sometimes referred to herein as the “Board”) shall be the governing body of the Corporation, responsible for overall policy and direction of the Corporation. All corporate powers of the Corporation conferred by the Articles of Incorporation, the Bylaws, the MNCA, or otherwise, shall be exercised by or under the authority, and the business and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board of Directors. The Board of Directors shall delegate responsibility for day-to-day operations to the officers of the Corporation.

(b)     By majority vote of the Directors then in office, the Board of Directors may adopt such rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board of Directors deems advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one or more committees or advisory bodies as provided in Article V below,

(c)     The affairs of the Corporation at all times shall be conducted in such a manner as to assure and preserve the Corporation’s status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Code.

Section 3.2    Number.    The number of Directors of the Corporation shall be fixed by resolution of the Board of Directors, from time to time, but in no event shall such number be less than three (3) or more than twelve (12). Such range for the number of Directors may be changed by an amendment to these Bylaws; provided, however, that no decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director. Any increase in the number of Directors shall be considered a vacancy to be filled by the remaining Directors in accordance with these Bylaws.

Section 3.3    Directors.    Each Director of the Corporation (along with their respective term information), is shown in Exhibit A.

Section 3.4    Tenure.     Each Director shall serve a two-year term, subject to his or her earlier death, resignation, disqualification or removal. A Director may not serve more than 10 consecutive years.

Section 3.5    Resignations and Removal.    Any Director may resign at any time by providing written notice thereof to the Chairman of the Board or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or if not specified, upon its acceptance by the Board of Directors. A Director may be removed, with or without cause, by the affirmative vote of a majority of the remaining Directors entitled to vote.

Section 3.6    Qualifications.    Directors shall be persons who are 18 years of age or older, but need not be residents of the State of Minnesota or the United States. No person elected to serve as a Director shall assume such office and commence such service unless and until such person shall be duly qualified therefor. Such a Director-elect shall not be deemed to be duly

qualified to assume the office of and serve as a Director if such assumption or service by the person would violate or would cause the Corporation to be in violation of, any applicable federal or state law or regulation.

Section 3.7 Vacancies. Unless otherwise provided by law and except as provided in Section 3.3 hereinabove, any vacancy occurring in the Board of Directors at any time and for any reason may be filled only by the affirmative, unanimous vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Board of Directors.

Section 3.8 Annual Meetings. Unless otherwise determined by the Board of Directors, regular meetings of the Board of Directors shall be held annually at the time and place as determined by resolution of the Board without other notice than such resolution. The annual meeting shall be convened for the purposes of appointing officers, electing Directors, if necessary, and conducting such other annually recurring business or special business as the Board of Directors may determine or the Chairman of the Board may request.

Section 3.9 Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President, or one-third of the Board of the Directors. The person or persons properly calling a special meeting of the Board of Directors may fix the time and place for holding the special meeting. If the special meeting is not held at the registered office of the Corporation, then directors must be able to attend by telephone. Special meetings may be called no more often than once every thirty days unless approved by two-thirds of the Board of Directors.

Section 3.10 Notice. Except as otherwise permitted by Section 3.8 for regular meetings, notice of any meeting of the Board of Directors shall be provided at least two (2) weeks prior thereto by written notice delivered to each Director at his or her business address (or other specified address on record with the Secretary of the Corporation) by personal delivery or by mail, facsimile transmission or other electronic transmission, provided that notice of a special meeting may be given only forty-eight (48) hours prior thereto. If mailed, such notice shall be deemed to be delivered on the third business day after being deposited in the United States mail so addressed, with postage thereon prepaid. If given by facsimile transmission, such notice shall be deemed to be delivered when transmitted to a facsimile number at which the person has consented in writing to receive notice, if sent by facsimile before 5:00 p.m., Eastern Time, on a business day, or otherwise on the next business day. If given by electronic mail transmission, such notice shall be deemed to be delivered when transmitted to an email address at which the person has consented in writing to receive notice, if sent by email before 5:00 p.m., Eastern Time, on a business day, or otherwise on the next business day.

Section 3.11 Waiver of Notice. A Director may waive notice of a meeting by submitting to the Corporation a written, signed waiver of notice for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.12 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. If less than a majority of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.13 Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the Directors at a meeting at which a quorum is present shall be an authorized action of the Board of Directors, unless a greater number is required by these Bylaws or applicable law to take the action.

Section 3.14 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a majority of the Board of Directors, or a majority of the members of a committee thereof (or as a greater vote for approval is otherwise provided herein or in the charter for such committee adopted by the Board of Directors), consents thereto in writing. All written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent shall have the same effect as a unanimous vote at a meeting of the Board or of the committee for all purposes.

Section 3.15 Meetings Held Via Conference Call. A member of the Board of Directors or of a committee thereof may participate in a meeting by means of conference telephone or similar communications equipment by means of which all participants in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

Section 3.16 Compensation and Expenses. By resolution of the Board of Directors, each Director may be paid his or her expenses, if any, for attendance at meetings of the Board of Directors or any committee thereof, and may be paid a stated fee for service as a Director or for attendance at meetings, so long as such payments are reasonable. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.17 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) his or her contrary vote is recorded or his or her dissent or recusal therefrom is otherwise entered in the minutes of the meeting, or (b) he or she shall file his or her written dissent to such action with the Chairman of the Board (or other presiding officer of the meeting) or the Secretary of the Corporation at or promptly following the meeting.

## **ARTICLE IV OFFICERS**

Section 4.1 Number. The officers of the Corporation shall be a Chairman of the Board, a President, a Treasurer and a Secretary, all of whom shall be appointed by the Board of Directors, and may include such other officers and assistant officers as may be deemed necessary or advisable and created by the Board of Directors. Any two or more offices may be held by the same person, except for the offices of President and Treasurer, which may not be held by the same person. A person holding two offices shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged or verified by two or more officers.

Section 4.2 Appointment and Term of Office. The officers of the Corporation shall be appointed by the Board of Directors at the annual meeting of the Board of Directors, or at such other times as may be necessary to fill a vacancy. Unless otherwise determined by the Board of Directors, and subject to Section 4.3, each officer shall hold office for a two-year term, or until a successor (if there is to be one) is elected and qualified, or until his or her earlier death, resignation, removal or disqualification. Each officer of the Corporation (along with their respective term information) is identified in Exhibit A.

Section 4.3 Removal. The officers of the Corporation shall serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer shall not of itself create contract rights, and such appointment shall be terminable at will. An officer's authority to act may be suspended by vote of a majority of the Board for cause.

Section 4.4 Vacancies. A vacancy in any office for any reason may be filled for the unexpired portion of the term by the affirmative vote of a majority of the Board of Directors then in office.

Section 4.5 Compensation. Any compensation of the officers shall be reasonable and shall be fixed or determined from time to time by the Board of Directors in accordance with the Corporation's conflicts of interest policy. No officer shall be prevented from receiving compensation as such by reason of the fact that he or she is also a Director of the Corporation.

Section 4.6 President.

(a) Notwithstanding the establishment of the position of Chairman of the Board as an officer of the Corporation, the President shall be the principal executive officer of the Corporation and shall be responsible for the day-to-day operations of the Corporation, unless the Board of Directors shall determine to establish separate positions for a chief executive officer, on the one hand, and the President, on the other hand. The responsibilities and authority of the President shall be subordinate to those of a chief executive officer, if any, and shall include such matters as the Board may direct consistent therewith.

(b) Without limiting the foregoing, the President shall have power to appoint or discharge employees, agents or independent contractors, and to determine the duties and compensation, if any, which shall be reasonable for such persons or entities. The President shall be authorized to sign all corporate documents and agreements on behalf of the Corporation, unless the Board expressly instructs that the signing be done with or by some other officer, agent or employee, or shall be required by law to be otherwise signed or executed.

(c) The President shall perform his or her duties subject to the oversight of the Board of Directors and shall attend all Board of Director meetings to report on the progress of the Corporation, answer questions of the members of the Board of Directors, and carry out such other duties as may be necessary. The President shall see that all actions taken by the Board of Directors are executed, subject to the President's right and the right of the Board of Directors to delegate any specific power or action to any other officer of the Corporation.

(d) The President may be, but is not required to be, a member of the Board of Directors, based on the sole discretion of the Board of Directors.

Section 4.7 Chairman of the Board.

(a) The Chairman of the Board shall be required to be a Director, and his or her position may be referred to simply as "Chairman" or "Chair". The Chairman shall preside at all of the meetings of the Board of Directors and, in consultation with the President, shall establish the agenda for all such meetings. Subject to the authority of the full Board of Directors as provided in Section 5.1, and except for the Grant Committee, the Chairman shall have authority to appoint the members of any committee of the Board of Directors. The Chairman shall be an ex officio member of all of the committees of the Board of Directors and shall have such other duties, and such other authority and powers, as the Board of Directors may from time to time prescribe.

(b) The same person may be appointed to serve as the Chairman and the President of the Corporation.

Section 4.8 Secretary. The Secretary shall attend and keep minutes of all meetings of the Board of Directors (and any committees thereof); be responsible for providing notice to each Director as required by law, the Articles of Incorporation, or by the Bylaws; be the custodian of corporate records, including a register of the names and addresses of each Officer and Director; be responsible for keeping in safe custody the seal of the Corporation (if any) and authenticating records of the Corporation when authorized by the Board of Directors or otherwise required; and perform all other duties incident to the office and such other duties as may be lawfully assigned by the President or by the Board of Directors.

Section 4.9 Treasurer. The Treasurer shall be the principal financial officer of the Corporation and, in such capacity, shall: review the bookkeeping and records regarding corporate funds and other assets; keep accurate books and records of corporate receipts and disbursements; deposit all moneys and other funds received by the Corporation at such depositories in the Corporation's name as may be designated by the Board of Directors; disburse the funds of the Corporation as authorized by the Board of Directors, including, without limitation, pursuant to properly delegated authority to the President or another officer; be authorized to sign checks, drafts

and other orders for the payment of money; cause to be prepared financial statements and other financial records and reports of the Corporation at such intervals as the Board of Directors shall direct or as may be required by applicable law; and perform all other duties incident to the office and such other duties as may be lawfully assigned by the President and by the Board of Directors.

Section 4.10 Vice Chairman of the Board. If the Board shall determine to have a position of Vice Chairman of the Board, the person appointed thereto shall be required to be a Director, and his or her position may be referred to simply as “Vice Chairman” or “Vice Chair”. Unless otherwise determined by the Board of Directors, the Vice Chairman shall perform the duties of the Chairman in the event of the absence of the Chairman or in the event of the Chairman’s inability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.

## **ARTICLE V COMMITTEES; ADVISORY BODIES**

### Section 5.1 Committees.

(a) In addition to committees established by these Bylaws, the Board of Directors, in its discretion, by resolution(s) adopted by the Board from time to time, may designate one or more standing or special committees to have and exercise such authority of the Board of Directors with respect to the governance and direction of the Corporation as may be set forth in the resolution establishing any such committee, subject to the limitations set forth below. A committee may be established or dissolved by the action of a majority of Directors present at a meeting at which a quorum is present; provided, however, that the Grant Committee, which is established pursuant to Section 5.8 of these Bylaws, may only be dissolved by both the action of a majority of Directors at a meeting at which a quorum is present (whether present at the meeting or not) and the unanimous action of the Officers. Notwithstanding the foregoing, no committee may be empowered to authorize distributions; approve dissolution, merger or sale, pledge or transfer of all or substantially all of the Corporation’s assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the Articles of Incorporation or these Bylaws; provided, however, that the Grant Giving Committee shall have such power and authority as is set forth below.

(b) Each committee established hereby or so designated shall be chaired by a Director and include two or more additional members who may or may not be a Director and shall have, to the extent provided in these Bylaws or in the resolution or resolutions establishing such committee, all or any portion of the authority of the Board of Directors, except as otherwise provided in the MNCA. Except as otherwise provided in such resolution or the committee’s charter or otherwise provided herein or adopted by the Board of Directors, members of each committee, and the chair of such committee, shall be appointed by the Chairman.

Section 5.2 Term of Appointment. Unless otherwise provided in the resolutions of the Board of Directors designating a committee or a committee charter adopted by the Board of Directors or as provided herein, each member of a committee shall serve at the pleasure of the Board of Directors.

Section 5.3 Vacancies. Unless otherwise provided in the resolutions of the Board of Directors designating a committee or a committee charter adopted by the Board of Directors or as provided herein, vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.4 Quorum and Action. Unless otherwise provided in the resolution of the Board of Directors designating a committee or a committee charter adopted by the Board of Directors or as provided herein, a majority of the then-serving members thereof shall constitute a quorum. The act of a majority of the then-serving members present at a meeting at which a quorum is present shall be the act of such committee.

Section 5.5 Charters. The Board of Directors, whether as part of its resolutions establishing a committee or in subsequent action, may adopt a charter to set forth the scope and manner of activities delegated to or permitted by such committee, and otherwise to specify the purposes and limitations of the committee, which in all cases shall be consistent with the provisions of these Bylaws.

Section 5.6 Other Rules. A committee may adopt rules or guidelines for itself, so long as such rules or guidelines are not inconsistent with these Bylaws or other rules, resolutions or a charter adopted by the Board of Directors and are approved by the affirmative vote of a majority of the Board of Directors.

Section 5.7 Advisory Bodies. The Board of Directors may provide, from time to time, for the establishment of one or more advisory bodies consisting of persons who are Directors and not Directors, as it deems necessary or desirable, and may discontinue any such advisory body at its pleasure. The sole function and purpose of any such advisory body shall be to provide informal and unofficial advice, insight or other assistance to the Board of Directors with respect to ways to enhance the implementation of the purposes of the Corporation, and no such advisory body (and no member thereof in such capacity) shall have any power or authority with respect to the governance or direction of the Corporation or to perform or act on behalf of or in the name of the Corporation or the Board of Directors. Appointments to, and the chair of, any such advisory body may be made by the Chairman (or his or her designee), unless the Board of Directors otherwise provides, and a charter or other rules or guidelines consistent with the foregoing may be established for the advisory body by the Board of Directors or the Chairman (or his or her designee).

Section 5.8 Grant Committee. There is hereby established a permanent committee that shall be known as the “Grant Committee.” The Grant Committee shall assist the Board of Directors in fulfilling its duties regarding determining entities which should receive either grants or charitable donations from the Corporation. The Grant Committee is responsible for identifying and recommending to the Board of Directors recipients for grants or charitable donations to be made by the Corporation subject to the guidelines in the Corporation’s Grant Policy (the “Policy”).

The Grant Committee’s responsibility is one of oversight, evaluation and recommendation, provided, however, that although its duties are advisory in nature it is not subject to Section 5.7 of these Bylaws. It will review applications and requests for grants and charitable donations otherwise identify suitable recipients for grants and charitable donations, oversee the application and review process for such grants and charitable donations, and conduct follow-up to ensure any



such donated funds are used in furtherance of the Corporation's charitable purposes and mission. The Board of Directors shall have primary responsibility for setting the aggregate amount of funds available annually for grant recipients and charitable donations, and for approving the recommendations of the Grant Committee as to disbursement of such grants or charitable donations.

Each member of the Grant Committee is identified in Exhibit B.

(a) Organization and Membership

Subject to the provisions of this Section 5.8, members of the Grant Committee shall serve at the pleasure of the Board. The Grant Committee will be chaired by a Grant Committee member designated by the vote of a majority of the Grant Committee members (the "Grant Committee Chair").

Each member of the Grant Committee shall serve until such member of the Grant Committee becomes legally incapacitated or disabled, dies or voluntarily resigns, or is otherwise removed by the Board of Directors in the same manner as removal from the Board under Section 3.5 of these Bylaws. Any vacancy on the Grant Committee resulting from a Succession Event shall be filled by the Board of Directors. A member of the Grant Committee may recommend additional Grant Committee members and successor Grant Committee members to the Board for appointment on the Grant Committee; however, such recommendations must have the approval of all the members of the Grant Committee.

Any member of the Grant Committee may voluntarily resign at any time by giving written notice to all the then-serving members of the Grant Committee and the Board, setting forth the effective date of such resignation.

(b) Meetings; Quorum; Act of Committee

The Grant Committee will meet at least annually to finalize and report its recommendations to the Board. The Chairman or any other member of the Grant Committee may also call for an ad hoc meeting at any time to address specific matters or issues relevant to the Grant Committee. Notice of, and procedures for, meetings of the Grant Committee shall otherwise be as prescribed by the Grant Committee. Procedures for the conduct of meetings of the Grant Committee, and any additions, modifications or deletions to those procedures (the "Procedures"), will be established by unanimous approval of the Board of Directors.

The Grant Committee may invite to its meetings, as non-voting participants, additional individuals, including, but not limited to, Corporation management, internal or external auditors, and legal advisors or consultants, as it deems necessary or appropriate to further the operations of the Grant Committee.

A majority of the then-serving members of the Grant Committee shall constitute a quorum. The act of a majority of the then-serving members present at a meeting at which a quorum is present shall be the act of the Grant Committee.

## **ARTICLE VI INDEMNIFICATION**

Section 6.1 General. The Corporation shall indemnify its past and present directors, officers, employees and agents, in accordance with the Articles of Incorporation, against any liability asserted against any such person and incurred by him or her in such a capacity or arising out of his or her status as such a person, including reasonable expenses incurred by such person in connection with a proceeding relating to such liability; all to the fullest extent permitted by law and in accordance with the provisions of the MNCA. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, or former officer or director may be entitled.

Section 6.2 Insurance. The Corporation shall purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify him or her against the same liability under Section 6.1 or Section 6.2.

Section 6.3 Amendments. If the MNCA hereafter is amended to authorize broader or less broad indemnification of directors, officers, agents and employees, then the indemnification of such directors, officers, agents and employees of Corporation shall be expanded or reduced, as the case may be, to the fullest extent then permitted by the amended MNCA.

## **ARTICLE VII CONFLICT OF INTERESTS POLICY**

The Corporation shall adopt a conflict and disclosure of interests policy that complies with (a) the disclosure, approval and other requirements the MNCA regarding conflicting interest transactions and (b) the Internal Revenue Service guidelines for conflicts of interest policies applicable to nonprofit corporations that are exempt from federal income taxation. The Board of Directors, from time to time as necessary or advisable, shall revise or modify such policy (or adopt a new or additional policy) to ensure ongoing compliance with such laws or as may be prudent in light of prevailing best practices and the best interests of the Corporation.

## **ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 8.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation (and in such manner) as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE IX GENERAL MATTERS**

Section 9.1 Members. The Corporation shall have no members.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March each year.

Section 9.3 Corporate Seal. The Board of Directors may, in its discretion, provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of its incorporation and the words "Corporate Seal".

Section 9.4 Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws, the Articles of Incorporation or applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.5 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the vote of a majority of all the Board of Directors as provided therein.

**ARTICLE X**  
**TAX-EXEMPT NONPROFIT CORPORATION**

Section 10.1 Pecuniary Gain or Profit. The Corporation shall not be operated for pecuniary gain or profit.

Section 10.2 Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or employee 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 the Articles of Incorporation.

Section 10.3 Corporate Acts. The Corporation has full power and authority to perform all other acts necessary or incidental to its purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the MNCA (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, as amended).

As adopted by the Board of Directors

By:   
Michael J. Linn, Vice Chair

Date: June 17, 2020

**EXHIBIT A**  
**RP FOUNDATION DIRECTORS**  
**November 6, 2019**

NAME	TERM EXPIRATION
David Bammert	November 6, 2021
David DeRosa	November 6, 2021
Michael J. Linn	November 6, 2021
Nancy Linn	November 6, 2021

**RP FOUNDATION OFFICERS**

NAME	TERM EXPIRATION	OFFICE
Nancy Linn	November 6, 2021	Chair
Michael J. Linn	November 6, 2021	Vice Chair
David Bammert	November 6, 2021	President
David DeRosa	November 6, 2021	Secretary, Treasurer

**EXHIBIT B**  
**RP FOUNDATION GRANT COMMITTEE MEMBERS**  
**November 6, 2019**

NAME	OFFICE
Nancy Linn	Chair
Michael J. Linn	Vice Chair
David Bammert	President
David DeRosa	Secretary, Treasurer