

**BYLAWS**  
**OF**  
**RISE & RALLY INCORPORATED**

*A CALIFORNIA BASED NON-PROFIT ORGANIZATION*

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OF  
RISE & RALLY**

The name of the organization is Rise & Rally Incorporated. The organization is organized in accordance with the Nonprofit Corporation Act of California, as amended. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Rise & Rally: Chronic, Complex And Rare Disease Advocacy And Healthcare Reform is a 501(c)(3) non-profit organization on a mission to fix the broken systems and break down the barriers that impede the care of individuals with chronic, complex, or rare conditions and those trying to help them.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I  
MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings may be requested by the President or the Board of Directors. Notice of special meetings shall be provided by email to all directors at least 5 days prior to the meeting. The notice shall specify whether the meeting will be held online or in person, along with the relevant details for participation. If the meeting is held online, the necessary instructions for accessing the meeting will be included in the notice. If held in person, the location will be provided.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be given to all directors at

least 5 days prior to the meeting via email. Such notice shall be deemed effective when sent electronically.

**Section 4. Place of Meeting.** Meetings shall be held online unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

## **ARTICLE II DIRECTORS**

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 3 directors.

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of two (2) years and may be reelected with no limit on the number of terms they can serve. If a director decides not to seek reelection at the end of their term, or if they leave before their term ends, a new director will be elected to fill the position for the remaining term or for the next two-year term. In either case, the organization will hold an election to select a new director.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** The Board of Directors shall meet as needed, but at least once a year, immediately after the election for the purpose of electing its new officers, appointing new

committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by email, effective when sent. The notice shall specify whether the meeting will be held online or in person, along with the necessary details for participation. The minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the organization 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 their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

### **ARTICLE III OFFICERS**

**Section 1. Number of Officers.** The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person. The President/Chairman may not concurrently serve as the Secretary or Treasurer/CFO. The President may not serve concurrently as a Vice President.

**President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors immediately following the annual meeting. Each officer shall serve a two-year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice President. Notwithstanding the preceding provisions of this section, the Board of Directors may, from time to time, delegate the authority to execute certain types of documents or instruments.

#### **ARTICLE V FINANCES**

**Section 1. Fiscal Year.** The fiscal year of the organization shall be from January 1 to December 31.

**Section 2. Budget.** The organization shall prepare an annual budget to be approved by the Board of Directors. The budget shall be presented at the first Board meeting of the fiscal year.

**Section 3. Funds.** The funds of the organization shall be deposited in such bank or banks as the Board of Directors may designate. The Board of Directors shall determine the authority for signatories on the bank accounts and investment accounts.

## **ARTICLE VI DIVERSITY AND INCLUSION**

The organization is committed to fostering a diverse and inclusive environment. We believe that diversity and inclusion strengthen our organization and its mission. All decisions regarding hiring, promotion, and operations shall be made with respect for diversity and inclusion, reflecting our commitment to creating an equitable environment for all employees, volunteers, and community members.

## **ARTICLE VII CODE OF CONDUCT**

All directors, officers, and employees of the organization are expected to conduct themselves in a professional and ethical manner. The Code of Conduct includes:

- Integrity and honesty in all dealings.
- Respect for others and their viewpoints.
- Compliance with all applicable laws and regulations.
- Confidentiality regarding sensitive information.
- Avoidance of conflicts of interest.

## **ARTICLE VIII CONFLICT RESOLUTION**

The organization is committed to resolving conflicts in a fair and equitable manner. Any disputes or disagreements among directors, officers, or members should first be addressed through open communication and mediation. If informal resolution is unsuccessful, a formal process involving a neutral third party may be initiated. All parties involved will be expected to cooperate with the resolution process and abide by its outcome.

## **ARTICLE VIII AMENDMENTS**

These bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting. The amendment shall be effective immediately unless otherwise specified.

## **ARTICLE IX DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.