

**BYLAWS**  
**OF**  
**INTERNATIONAL ASSOCIATION FOR MUSCLE GLYCOGEN STORAGE DISEASE**  
A California Nonprofit Public Benefit Corporation

**ARTICLE 1**  
**NAME**

The name of this corporation is International Association for Muscle Glycogen Storage Disease (the “Corporation”).

**ARTICLE 2**  
**OFFICES**

2.1 Principal Office. The principal office for the transaction of the activities and affairs of the Corporation is located at 746 4th Ave. San Francisco, CA, 94118. The Board of Directors of the Corporation (the “Board”) may change the principal office at any time by resolution or by amendment of this paragraph to state a new location. Any such change of location by resolution shall be noted by the Secretary on these Bylaws opposite this paragraph.

2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE 3**  
**CORPORATION WITHOUT MEMBERS**

The Corporation shall not have any members within the meaning of Section 5056 of the Corporations Code of the State of California (the “Corporations Code”), and shall be governed by the Board in accordance with these Bylaws. Any action that otherwise requires approval of the members under the Corporations Code shall require only the approval of the Board. The Corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the Corporations Code.

**ARTICLE 4**  
**DIRECTORS**

4.1 Powers.

(a) General Corporate Powers. Subject to the provisions of the Corporations Code and any limitations in the Articles of Incorporation of the Corporation (the “Articles”) and

these Bylaws, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations and compliance with applicable law, the Board shall have the power to:

(1) Adopt, amend, and repeal these Bylaws.

(2) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them and authorize them to take actions on behalf and in the name of the Corporation that are consistent with law, the Articles, and these Bylaws; and fix their compensation.

(3) Change the principal office of the Corporation.

(4) Cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or foreign country.

(5) Assume obligations, enter into contracts, including contracts of guarantee or suretyship, incur liabilities, borrow or lend money or otherwise use the Corporation's credit, and secure any of its obligations, contracts or liabilities by mortgage, pledge or other encumbrance of all or any part of its property and income.

(6) Make contributions in furtherance of the Corporation's purposes.

(7) Participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.

(8) Pay pensions, and establish and carry out pension, deferred compensation, saving, thrift and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its directors, officers, employees, and persons providing services to it.

(9) Transact all other business as is necessary or advisable to carry out the activities of the Corporation.

4.2 Number of Directors. The number of directors shall be not less than three and not more than fifteen, with the exact number of directors to be fixed by a resolution duly adopted by the Board. Each director in office shall have one vote on each matter presented to the Board for action.

#### 4.3 Election and Term of Office of Directors.

(a) Term of Office. Each director shall be elected as described in this Section 4.3 for a one (1) year term. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected or designated and until a successor has been elected and qualified, or until an earlier vacancy in such director's office arises. There shall be no term limits.

(b) Election. Directors up for election shall be elected or appointed, as appropriate, at a meeting of the Board. Directors need not be residents of the State of California.

(c) Required Vote. Directors up for election shall be elected by a majority vote of the directors then in office, even if the number of directors then in office is less than a quorum, including the vote(s) of any director whose term of office expires with that meeting of the Board.

#### 4.4 Vacancies.

(a) Events Causing Vacancy. A vacancy on the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any director, or an increase in the authorized number of directors.

(b) Resignation. Except as provided in this paragraph, any director may resign, which resignation shall be effective upon receipt of written notice by the President, unless the notice specifies a later time for the resignation to become effective. No director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

(c) Removal. Any director may be removed, with or without cause, by the vote of a majority of the directors of the Corporation then in office at a meeting of the Board, subject to all applicable notice requirements contained in this Article 4.

(d) Filling Vacancies.

(1) Any vacancy or vacancies on the Board for any reason, including newly created seats resulting from any increase in the authorized number of directors or the removal of a director, may be filled at any time by a vote of a majority of the directors then in office, even if the number of directors then in office is less than a quorum, or by a sole remaining director.

(2) If the resignation of a director is effective at a future time, the Board may at any time elect a successor to take office when the resignation becomes effective.

(3) If there are no directors in office after following the above procedures, then an appointment of director(s) shall be held in the manner provided by the Corporations Code.

(e) No Removal on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

4.5 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be Interested Persons. An "Interested Person" is (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director for service as a director, or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. The provisions of this section (including any violation thereof) shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.6 Regular Meetings. Regular meetings of the Board shall be held on a quarterly basis for the purpose of transacting any proper business which may be brought before the meeting. One such regular meeting of the Board shall be held each year for the purpose of conducting elections of directors or the appointment of officers, if applicable, and transacting any other proper business which may be brought before the meeting. Regular meetings may be held at such time and place within or outside the State of California as (i) has been designated from time to time by resolution or written consent of the Board, in which case notice of any such meeting is not required or (ii) as has been designated in the notice of the meeting.

4.7 Special Meetings.

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by (i) the President, (ii) any two of the Secretary, Treasurer, Vice Presidents, or Assistant Secretaries, or (iii) any two directors.

(b) Notice.

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (A) personal delivery of written notice; (B) first-class mail, postage paid; (C) telephone communication, including a voice messaging system, either directly with the director or with a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (D) electronic transmission, or (E) facsimile with confirmation of receipt thereof. All such notices shall be given or sent to the director's address, telephone number, electronic mail address, or facsimile number as shown on the records of the Corporation.

(2) Time Requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, electronic transmission, or facsimile shall be delivered, telephoned, transmitted, or facsimiled at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the time, place and purpose for the meeting.

4.8 Quorum. The greater of (i) a majority of the number of directors then in office, (ii) one-fifth the number of directors authorized pursuant to the bylaws, or (iii) two directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 4.10. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless otherwise prohibited by the Corporations Code.

4.9 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after the regular call and notice otherwise required, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of such meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting is not required to be given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice to such director. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by electronic transmission addressed to the electronic address of the Corporation as contained on the records of the Corporation as of the date of the protest.

4.10 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

4.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.12 Meetings by Telecommunication. Any director may participate in any meeting of the Board by conference telephone or electronic video screen communication. The Corporation shall ensure that each director attending the meeting through use of telephone conference or electronic video screen communication can hear all others present at the meeting and can be heard by them.

4.13 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors of the Board, individually or collectively, consent in writing to that action and if, subject to Section 5224(a) of the Corporations Code, the number of directors then in office constitutes a quorum. Any such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section only, the term “all directors of the Board” does not include an “interested director” as defined in Section 5233(a) of the Corporations Code or a “common director” as described in

Section 5234(b) of the Corporations Code, in each case who abstains in writing from providing consent, where (A) the facts described in Section 5233(d)(2) or (3) are established or the provisions of Section 5234(a)(1) or (2) are satisfied, as appropriate, at or prior to execution of the written consent or consents; (B) the establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the Corporation; and (C) the noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

4.14 Fees and Compensation of Directors. The Board may fix by resolution the compensation of a director as a director or officer, and no obligation, otherwise valid, to pay such compensation shall be voidable merely because the persons receiving the compensation participated in the decision to pay it, unless it was not just and reasonable as to the Corporation at the time it was authorized, ratified or approved.

## **ARTICLE 5** **COMMITTEES**

5.1 Committees of Directors. The Board may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which, under the Corporations Code or these Bylaws, also require approval of the members of a corporation (regardless of the fact that the Corporation does not have members);
- (b) fill vacancies on the Board or in any committee which has the authority of the Board;
- (c) fix the compensation of the directors for serving on the Board or on any committee;
- (d) amend or repeal the Articles or these Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any committees of the Board or the members of such committees;
- (g) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(h) approve any transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the Corporations Code.

Any committee exercising any powers of the Board must be comprised solely of directors then in office, *provided, however*, that any such committee may consult such non-voting advisors and permit the attendance of such non-voting observers as it may deem necessary or beneficial.

5.2 Advisory Committee. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or nondirectors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation, but may make recommendations to the Board or the Board's authorized representatives and implement Board decisions and policies. Advisory Committees shall be subject to the supervision and control of the Board.

5.3 Meetings and Action of Committees. Subject to action by the Board, a committee shall determine by majority vote of its members the time and place of meetings and the notice required therefor. 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. Minutes shall be kept of each meeting of any committee and shall be filed with the records of the Corporation.

## **ARTICLE 6**

### **OFFICERS**

6.1 Officers. The officers of the Corporation shall be a President (also known as the Chief Executive Officer), Secretary, and, Treasurer. The Corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 6.3. Any number of offices may be held by the same person, except that no person serving as the Secretary, the Treasurer may serve concurrently as the President. Officers (other than the President) may, but need not be, directors.

6.2 Election of Officers. The officers of the Corporation, except those appointed in accordance with the provisions of Section 6.3, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment, such contact of employment to be approved by the Board.

6.3 Subordinate Officers. The Board may appoint, and may authorize the President or another officer to appoint, any other officers that the activities of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

6.4 Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular

or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal has been conferred by the Board.

6.5 Resignation of Officers. Any officer may resign at any time upon written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

6.6 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

6.7 Responsibilities of Officers.

(a) President. The President (also known as the Chief Executive Officer) shall: be the chair of the Board; be the chief executive officer of the Corporation; preside at meetings of the Board, subject to the control of the Board; generally supervise, direct and control the activities of the other officers; and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board, prescribed by these Bylaws, or recognized by law.

(b) Secretary.

(1) Custodian of Records. The Secretary shall be the custodian of the full and complete records of proceedings of the Board and any committees thereof, and the minute books of all meetings and actions of the Board and committees thereof. The Secretary shall keep a register of the mailing address, telephone numbers, facsimile numbers, and email address provided to the Corporation by each director.

(2) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws and the Corporations Code. The Secretary shall, in the absence of the President, or if that office be vacant, preside at all meetings of the Board. The Secretary shall have such other powers and duties as may be prescribed by the Board, these Bylaws, or the President or recognized by law.

(c) Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall supervise the charge and custody of all funds and accounts of the Corporation, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of the Corporation's property and business transactions. The Treasurer shall render reports and accountings as required, and shall have such other powers and responsibilities as may be prescribed by these bylaws, the Board, or the President. The books of account shall be open to inspection by any director at all reasonable times.



**ARTICLE 7**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

7.1 Indemnified Parties. To the fullest extent allowed by law, the Corporation shall indemnify a person who was or is a party or is threatened to be made a party to any proceeding by reason of that fact that the person is or was an agent of the Corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, in accordance with Section 5238 of the Corporations Code. For purposes of this Article VII, the terms “agent,” “proceedings,” and “expenses” shall have the meanings assigned to such terms in Section 5238(a) of the Corporations Code. The term “proceedings” shall also include any threatened, pending, or completed action by or in the right of the Corporation, brought under Section 5233 of the Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust.

7.2 Approval of Indemnification. On written request to the Board by any agent seeking indemnification under Section 7.1, the Board shall promptly decide under Section 5238(e) of the Corporations Code, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether (i) the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) of the Corporations Code has been met and (ii) no provision in Section 5238 of the Corporations Code otherwise prohibits indemnification, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Corporation shall apply for (or cause to be applied for) approval of such indemnification from the court in which such proceeding is or was pending.

7.3 Advancement of Costs. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, reasonable expenses incurred by an agent seeking indemnification under these Bylaws in defending any proceeding or other action covered by this Article VII shall be advanced by the Corporation prior to the final disposition of the proceeding, upon receipt by the Corporation of a written undertaking by or on behalf of that agent satisfactory to the Board that the advance will be repaid unless it shall be determined ultimately that the person is entitled to be indemnified by the Corporation for those expenses. The Board may deny any advancement of expenses under this Section 7.3 to the extent the Board finds that the requested advances are unreasonable in amount under the circumstances. The Board may require the agent seeking any advancement under this Section 7.3 to provide the Corporation with security to secure the performance of the undertaking and may require the agent to pay interest on the obligation.

7.4 Nonexclusive Remedy. The indemnification provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.5 Insurance. The Corporation shall have the right to purchase and maintain insurance on behalf of an agent of the Corporation to the fullest extent permitted by law.

**ARTICLE 8**  
**RECORDS AND REPORTS**

8.1 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep in written form or in any other form capable of being converted into clearly legible tangible form the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

8.2 Maintenance and Inspection of Other Corporate Records. The Corporation shall keep (a) adequate and correct books and records of account, and (b) minutes of the proceedings of the Board and any committee(s) of the Board. The minutes, accounting books, and records shall be kept in written or any other form capable of being converted into clearly legible tangible form, or in any combination of the foregoing.

8.3 Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations (if any). This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

8.4 Annual Report. The Corporation shall provide to the directors, within one hundred twenty (120) days after the close of its fiscal year, a report containing the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of such fiscal year;

(b) The principal changes in assets and liabilities, including the trust funds, of the Corporation during such fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for such fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year;

(e) Any information required by 6322 of the Corporations Code; and

(f) An independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

The Corporation may send the annual report and any accompanying material to the directors by electronic transmission.

8.5 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to the directors, the Corporation shall, within one hundred twenty (120) days after

the end of the Corporation's fiscal year, annually furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (1) in which the Corporation, its parent or its subsidiary was a party, (2) in which an “interested person” had a direct or indirect material financial interest, and (3) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is any director or officer of the Corporation or its subsidiary (excluding a mere common directorship). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article 9 of these Bylaws.

8.6 Financial Audit. In any tax year in which the Corporation receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting of the funds received, the Corporation shall prepare (or cause to be prepared) annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. Any such audited financial statements shall be made available for inspection by the Attorney General of the State of California and by members of the public no later than nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the Corporation’s principal office during regular business hours, and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the Corporation’s website.

## **ARTICLE 9**

### **CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS**

#### 9.1 Transactions with Directors and Officers.

(a) Interested Party Transactions. Except as provided in Section 9.1(b) and except for excluded transactions described in Section 5233(b) of the Corporations Code, the Corporation shall not be a party to any “self-dealing” transaction as defined in Section 5233(a) of the Corporations Code.

(b) Requirements to Authorize Interested Party Transactions. The Corporation may be a party to any transaction described in Section 9.1(a) if any of the following applies:

(1) The Attorney General of California, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated.

(2) The Board determines that (i) the Corporation entered into the transaction for its own benefit and (ii) the transaction was fair and reasonable to the Corporation at the time the Corporation entered into the transaction. Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Prior to consummating the transaction or any part thereof, the Board authorized or approved the transaction in good faith by a vote of the majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's interest in the transaction.

(3) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in Section 9.1(b)(2) and it was not reasonably practicable to obtain approval of the Board prior to entering into the transaction; provided that, at its next meeting, the Board (i) determines in good faith that the requirements permitting the committee or person authorized by the Board to approve the transaction were satisfied and (ii) ratifies the transaction by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

The Secretary, or in the Secretary's absence, a person authorized to prepare minutes of the meetings, shall cause the minutes of the Board meeting or committee meeting at which such authorization, approval or ratification of a self-dealing transaction occurred to reflect that the Board considered and made the findings and determinations required to be made by the Board or committee pursuant to this section.

(c) Common Directorship Transactions. No contract or other transaction between the Corporation and any domestic or foreign corporation, firm or association of which one or more of its directors are directors of the Corporation is either void or voidable because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors or (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

9.2 Loans to Directors and Officers. Except as permitted by Section 5236 of the Corporations Code, the Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer of the Corporation; *provided, however*, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer,

provided that in the absence of such advance such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

9.3 Employees. The Corporation is authorized to pay reasonable compensation to officers and employees for services actually rendered.

## **ARTICLE 10**

### **GENERAL PROVISIONS**

10.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year unless otherwise determined by resolution of the Board.

10.2 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property (real, personal, or otherwise) or stocks, bonds, or other securities as the Board may deem desirable, subject to applicable law.

10.3 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

10.4 Irrevocable Dedication. The property of this Corporation is irrevocably dedicated to any exempt purpose set forth in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. No part of the net earnings or assets of this Corporation shall ever inure to the benefit of any director, officer or member (if any) of this Corporation, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

10.5 Dissolution. Upon the dissolution or winding up of this Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for one or more charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE 11**

### **AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws may be adopted, by the approval of a majority of the members of the Board in office at such time, at any regular meeting

of the Board, or at any special meeting of the Board if notice of such alteration, amendment, repeal, or adoption of new Bylaws be contained in the notice of such special meeting.

*[Remainder of this page intentionally left blank]*

## CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected, qualified and acting Secretary of International Association for Muscle Glycogen Storage Disease, a California nonprofit public benefit corporation (the "Corporation"); and

2. That the foregoing Bylaws of the Corporation were duly adopted as the Bylaws thereof by the written consent of the board of directors as of November 28, 2016, and that the same do now constitute the Bylaws of the Corporation.

Executed this 7. th day of December, 2016.

  
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Jeremy Michelson, Secretary