

SECOND  
AMENDED AND RESTATED  
BYLAWS  
OF  
FIBROUS DYSPLASIA FOUNDATION, INC.  
*A Florida Not For Profit Corporation*

Dated as of May 18, 2023

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BYLAWS  
OF  
FIBROUS DYSPLASIA FOUNDATION, INC.

*A Florida Not For Profit Corporation*

ARTICLE 1  
PURPOSE AND RESTRICTIONS

1.1 Purpose. The Fibrous Dysplasia Foundation, Inc. (the “Corporation”) is a Florida not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future United States tax laws (the “Code”), and not for pecuniary profit, and more specifically, to carry out the following purposes:

To improve the quality of life for peoples with fibrous dysplasia (FD) and McCune Albright Syndrome (MAS), and related diseases, through mutual support, awareness, advocacy, research and education.

1.2 Restrictions.

(a) No part of the earnings of the Corporation shall inure to the benefit of any member, director (“Director”) or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

(b) The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an “action organization” as defined in Treasury regulations promulgated under the Code.

(c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

(d) In the event that the Corporation shall be a “private foundation” within the meaning of Section 509 of the Code, the Corporation’s income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a “private operating foundation”, in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business

holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

(e) Upon the dissolution of the Corporation, the Board of Directors of the Corporation (the “Board of Directors” or the “Board”) will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

## ARTICLE 2 MEMBERS

The Board of Directors may create a membership program for the Corporation. Membership in the Corporation shall be an honorary designation for purposes of acknowledging a member's affiliation with and support of the Corporation. Members shall have no voting or other rights with respect to the Corporation. The Board of Directors may terminate a member's membership for any reason or for no reason, and all the rights and privileges of a member shall cease upon termination of membership. The Corporation shall keep a membership book containing, in alphabetical order, the name and address of each member.

## ARTICLE 3 DIRECTORS

3.1 Number, Tenure and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors composed of at least five (5) members and no more than fifteen (15) members. The powers of the Board of Directors shall specifically include the right to select and remove all officers, agents and employees of the Corporation and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation of the Corporation (the “Articles of Incorporation”) and with these Bylaws and fix their compensation. The Corporation shall operate on a fiscal year which commences on July 1 of each year and ends on June 30 of the following year. Each Director shall serve for a term of three (3) years or until his or her earlier resignation, removal from office, or death. Such period shall begin on July 1 of the initial year and end on June 30 of the final year. The number of Directors may be increased or decreased from time to time as the Board of Directors may determine, subject to the limitations set forth in the first sentence of this paragraph. Directors need not be residents of the State of Florida.

3.2 Election. The Nomination and Governance Committee shall nominate persons to serve on the Board of Directors. The Directors shall then elect each nominated Director by a vote of the majority Directors present at the annual meeting in which a quorum is present. A current-serving Director may not vote on his or her nomination. If Directors are not elected at the annual meeting, each incumbent Director shall continue in office until his or her successors are qualified and elected.

3.3 Removal of Directors. Any member of the Board of Directors may be removed from office with or without cause at any time by the vote or written consent of two-thirds of all of the members of the Board of Directors. If removal is effected at a meeting, any vacancies created thereby may be filled by the members at the same meeting. Any Director removed from office shall turn over any and all records of the Corporation in his or her possession to the Board of Directors within 72 hours of such Director's removal.

3.4 Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors. A resignation is made effective when notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A determination that any Director acting hereunder is incapacitated shall be deemed a resignation by that Director as of the date of the determination. A Director is considered to be incapacitated if the Director is under a legal disability or is unable to give prompt and intelligent consideration to financial matters by reason of illness, mental or physical disability, disappearance, unaccountable absence, or detention under duress. The determination that a Director is incapacitated shall be made by two-thirds of all of the Members of the Board of Directors, excluding the individual under consideration.

3.5 Vacancies on Board of Directors. Except as otherwise provided in this Section 3.5, whenever any vacancies shall occur on the Board of Directors by death, incapacity, resignation, or removal, the same may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors, and the Director(s) so elected shall hold office only until the next annual meeting of the Board of Directors. Whenever vacancies shall occur on the Board of Directors as a result in the increase in the number of Directors, such vacancies shall be filled by a majority vote of the Board of Directors.

3.6 Annual Meeting. An annual meeting of the Board of Directors shall be held at the time and place designated by the Board of Directors for the purpose of the election of Directors and officers and the transaction of such other business as may come before the Board of Directors. The President shall preside at the annual meeting of the Directors. The Board of Directors may, at any time and from time to time, provide by resolution, the time and place, either within or outside of the State of Florida, for the holding of the annual meeting of the Board of Directors without the need for any other notice.

3.7 Regular Meetings. In addition to the annual meeting, the Board of Directors may hold other regular meetings at such times as shall be fixed by the Board of Directors. The Board of Directors may publish a schedule of regular meetings to be held during the course of the ensuing year, and notwithstanding Section 3.10, such additional regular meetings may be held without any additional notice. The President shall preside at any regular meeting of the Directors.

3.8 Special Meetings. Special meetings of the Board of Directors may be called by the President or two-thirds of the members of the Board of Directors. The person or persons

authorized to call special meetings of the Board of Directors may designate any place as the place for holding any special meeting of the Board of Directors called by them. If no designation is made, the place of meeting shall be the principal office of the Corporation. The President of the Corporation shall preside at any special meeting of the Directors.

3.9 Meetings of the Board of Directors by Means of a Conference Telephone or Similar Communications. Members of the Board of Directors may participate in any meeting of the Board of Directors by means of a conference telephone, video conference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. For the avoidance of doubt, this Section 3.9 shall apply to Section 3.6, Section 3.7, and Section 3.8.

3.10 Notice of Meetings. Notice of all meetings shall be given at least ten (10) days before the time of the holding of the meeting. Notice of a meeting may be sent by mail, telephone, courier service, electronic mail or hand delivery, directed to each Director at his address or contact information as it appears on the records of the Company. Notice in each case shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the special meeting, provided that these Bylaws may be neither amended nor repealed nor may new Bylaws be adopted at any meeting unless the notice of such meeting shall contain a description of the proposed changes. Notice shall be given by the Secretary, or in his or her absence or upon his or her failure to act, by the President or an officer designated by the President. Notice may be given electronically.

3.11 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at meetings of the Board of Directors, except to adjourn as hereinafter provided. Except as otherwise set forth in these Bylaws, 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 of Directors, unless a greater number shall be required by the Articles of Incorporation or these Bylaws, or the provisions of the Florida Not For Profit Corporation Act. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

3.12 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Board of Directors held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such 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 shall also be deemed given to any Director who attends the meeting without protesting, before or at its commencement, the lack of notice to that Director.

3.13 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.14 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 before the time of the adjourned meeting, in the manner specified in Section 3.10, to the Directors who were not present at the time of the adjournment.

3.15 Fees and Compensation of Directors. Directors and officers shall serve without compensation, except as otherwise determined by the Board of Directors.

3.16 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing prior to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

#### ARTICLE 4 COMMITTEES

4.1 Committees of the Board of Directors. The Board of Directors may designate from among its members such committees as the Board of Directors may determine (each, a “Committee” and collectively, the “Committees”). Each Committee shall consist of such number of Directors as from time to time may be fixed by the Board, and any Committee may be abolished or re-designated from time to time by the Board of Directors. Each member of any such Committee (whether designated at an annual meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold office until his or her successor shall have been designated or until he or she shall cease to be a Director, or until his or her earlier death, resignation or removal.

4.2 Powers. Any Committee, to the extent provided in a resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the, but no Committee shall have power or authority to (a) fill vacancies or the Board of Directors or (b) adopt, amend or repeal the By-Laws of the Corporation.

4.3 Proceedings. Each Committee may fix its own rules of procedure and may meet at such place (within or without the State of Florida), at such time and upon such notice, if any, as it shall determine from time to time, provided that the Board of Directors may adopt other rules and regulations for the governance of any Committee not inconsistent with the provisions of these Bylaws. Each such Committee shall keep minutes of its proceedings and shall report such proceedings to the Board of Directors at the meeting of the Board of Directors following any such proceedings.

4.4 Quorum and Manner of Acting. Except as may be otherwise provided in the resolution creating such Committee, at all meetings of any Committee the presence of members constituting a majority of the total authorized membership of such Committee shall constitute a quorum for the transaction of business. The act of the majority of the members present at any meeting at which a quorum is present shall be the act of such Committee. Any action required or

permitted to be taken at any meeting of any such Committee may be taken without a meeting, if all members of such Committee shall consent to such action in writing.

4.5 Meetings of Committees by Means of a Conference Telephone or Similar Communications. Members of a Committee may participate in a meeting of such Committee by means of a conference telephone, video conference, or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.6 Resignations. Any member of any Committee may resign at any time by delivering a written notice of resignation to the President or the Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

4.7 Removal. Any member of any Committee may be removed from his or her position as a member of such Committee at any time, either for or without cause, by the Board of Directors.

4.8 Vacancies. If any vacancy shall occur in any Committee, by reason of disqualification, death, resignation, removal or otherwise, the remaining members shall continue to act, and any such vacancy may be filled by the Board of Directors.

## ARTICLE 5 OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, and such other officers as determined by the Board of Directors.

5.2 Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting. If the appointment of officers does not occur at this meeting, the appointment shall occur as soon thereafter as practicable. Each officer shall hold office for a three (3) year term, or until an earlier resignation, removal from office, or death.

5.3 Removal of Officers. The Board of Directors may remove any officer of the Corporation from his or her office or position at any time, with or without cause.

5.4 Resignation of Officers. Any officer of the Corporation may resign at any time from his or her office or position by delivering notice to the President or the Secretary. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

5.5 Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, shall be filled by the Board of Directors.

5.6 President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Corporation. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall preside at all meetings of the Board of Directors at which he or she is present.

5.7 Vice Presidents. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the President.

5.8 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and a record of the proceedings. The Secretary shall give, or cause to be given, notice of all meetings required by the Bylaws or by law to be given, and he shall keep the seal of the Corporation if one is adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

5.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounting records of all transactions of the Corporation including accounting for its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall prepare, or have prepared, financial statements on a periodic basis including a statement of financial position, statement of activities, statement of cash flows and such other statements as requested by the President and the Board of Directors or those that are required to be in compliance with not-for-profit accounting. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws.

## ARTICLE 6 BOOKS AND RECORDS

The Corporation shall maintain accurate and complete accounting records and shall keep records of minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall keep a copy of the following records: (a) the Articles of Incorporation and all amendments and restatements thereof; (b) its Bylaws and all amendments and restatements thereof; (c) a list of the names and business street addresses of its current members, Directors and officers; and (d) its most recent annual report delivered to the Department of State. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.



ARTICLE 7  
INDEMNIFICATION

This Corporation shall indemnify its current and former Directors and officers to the fullest extent permitted by the provisions of the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as the same may be amended or supplemented from time to time, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE 8  
CONFLICT OF INTEREST POLICY

The Corporation shall adopt and maintain a Conflicts of Interest Policy.

ARTICLE 9  
MISCELLANEOUS

9.1 Corporate Seal. The Board of Directors may provide for a corporate seal which may be facsimile, engraved, printed, or an impression seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the words “Seal” and “Not for Profit, Florida” and the year of incorporation.

9.2 Execution of Contracts. The Board of Directors, except as may be otherwise provided in these Bylaws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws, the Board of Directors, or any Committee, no officer or agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

9.3 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 may be designated from time to time by the Board of Directors or Committee of the Board of Directors to which it may delegate such power, or any officer or officers, employee or employees, or agent or agents of the Corporation to whom such power may be delegated by the Board of Directors or by such Committee, and for the purpose of such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation, may be endorsed, assigned and delivered by any officer of the Corporation or in

such other manner as may from time to time be determined by resolution of the Board of Directors or of such committee.

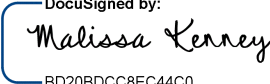
9.4 Pronouns and Terms. In this Agreement, the use of any gender shall be deemed to include all genders, and the use of the singular shall include the plural and vice versa, wherever it appears appropriate from the context. For all purposes of this Agreement, unless otherwise expressly stated to the contrary, the words “include,” “includes” and “including” shall be deemed to be followed by the words “without limitation”; the terms “hereby,” “hereto,” “hereof,” “hereunder,” and “herein” shall refer to this entire Agreement; and reference to the “business” of any person shall also be deemed to include the operations, financial condition, properties and prospects of such person.

#### ARTICLE 10 AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors.

FIBROUS DYSPLASIA FOUNDATION, INC.  
SECRETARY'S CERTIFICATE

I, Malissa J Kenney, Secretary of Fibrous Dysplasia Foundation, Inc. , hereby certify that the foregoing is a true and correct copy of the Second Amended and Restated Bylaws adopted by the Board of Directors by unanimous written consent dated May 18, 2023.

Signed:  DocuSigned by:  
Malissa Kenney  
Name: Malissa J Kenney BD20BDCC8EC44C0...  
Title: FD/MAS Alliance Secretary