

EXHIBIT C

Bylaws

International Association of Parkinsonism and Related Disorders North America (IAPRD-NA)

[Attached]

BYLAWS OF
INTERNATIONAL ASSOCIATION OF PARKINSONISM AND RELATED DISORDERS –
NORTH AMERICA (IAPRD-NA)

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

The name of this corporation shall be International Association of Parkinsonism and Related Disorders – North America (IAPRD-NA) (the “corporation”).

ARTICLE II
PURPOSE

The specific purposes of this corporation shall be to promote research into and advance knowledge of Parkinson's disease and other movement disorders, including, but not limited to, promoting and stimulating research into Parkinson's disease and other movement disorders; stimulating and providing educational activities such as symposia and congresses, medical journals, and online educational materials related to Parkinson's disease and other movement disorders; collecting funds for activities directed at achieving the association's goals, including scholarships for trainees in the area of parkinsonism and related disorders; and collaborating with the IAPRD and other associations having similar goals.

The corporation shall be values-driven in pursuing its specific purposes and internal governance.

ARTICLE III
OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the corporation (“principal executive office”) shall be fixed and located at 9940 Talbert Avenue #100, Fountain Valley, California 92708, or at such other place as the board of directors (“board”) shall determine. The board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 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 do business.

ARTICLE IV
MEMBERSHIP

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board. All rights which would otherwise vest in the members shall vest in the board.

Section 2. Associates. Nothing in this Article IV shall be construed as limiting the right of the corporation to refer to persons associated with it as members, even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE V DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation 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, one or more managers, or committees, 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. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to the other powers enumerated in these Bylaws or statute:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage as a tax exempt corporation. No part of such profits shall inure to the benefit of any of its directors, trustees, officers, members, or to individuals.

(f) To draft long-term policies and plans for the planning, funding and realization of the corporation's objectives.

(g) To enter into agreements to acquire, sell and encumber registered property, and to conclude agreements in which the corporation undertakes to commit itself as surety or joint and several debtor, to warrant performance by a third party or to provide security for a debt of a third party and to represent that corporation in the matter of these actions.

In addition to the powers enumerated above, the board may draft separate board regulations regarding duties of the board, which may include advising the President with respect to changes to the Bylaws, the selection of one or more editors (in chief) of the journals of the corporation, decisions concerning the sponsoring of scientific and/or educational gatherings, congresses, published educational material, as well as the support of scientific projects and (trade) organizations. Further, additional rules regarding the convening of board meetings and the decision-making of the board may be established in standing rules.

Section 2. Number of Directors. The board shall consist of five (5) directors, as determined from time to time by the board. The initial board shall consist of five (5) directors, and shall be those individuals appointed by the Incorporator of the corporation whose names are listed on Exhibit A hereto.

Section 3. Selection and Term of Office.

(a) Initial Directors. The members of the board as of the initial meeting of the board shall be those persons whose names are attached to these Bylaws as Exhibit A, who were appointed by the incorporator.

(b) Election of Directors. Subsequent directors shall be nominated pursuant to the nomination process set forth in paragraph (c) below and shall be elected by a majority vote of the board at a meeting of the corporation, including the vote(s) of any director whose term of office expires with such meeting.

(c) Nomination of Directors.

(1) Members of the Nominating Committee may nominate board candidates, which must be submitted in writing to the Nominating Committee not later than sixty (60) days prior to the start of the annual meeting.

(2) The Nominating Committee should notify all members of the board not later than thirty (30) days prior to the start of the annual meeting of the board position. The members should be reminded at that time that if they are unable to attend the annual meeting, they might indicate their vote by proxy to the chair of the Nominating Committee.

(3) All nominations submitted pursuant to this Section 3(c) shall be binding; provided, however, that the binding nature of a nomination may be withdrawn by a decision taken by at least two-thirds of the votes cast in a meeting attended by at least two-thirds of all board members entitled to vote.

(4) The election and/or appointment of a director does not create any contractual rights.

(c) Term of Office. Initial members of the board shall each serve until the annual meeting designated beside his or her name in Exhibit A, or until his or her successor is elected, arranged so that the terms of subsequent directors will be staggered. Subsequent directors shall serve four (4)-year terms, or until their applicable successors are elected.

Section 4. Vacancies.

(a) Events Causing Vacancy. A vacancy on the board shall be deemed to exist at the occurrence of any of the following:

(1) The death, resignation, or removal of any director.

(2) The declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

(3) The failure of the board, at any meeting of the board at which any director(s) is to be appointed or elected, to appoint or elect the director(s) to be elected at such meeting pursuant to the provisions of Article 5, Section 3(b).

(4) The increase of the authorized number of directors.

(a) Resignation. Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Each director must resign not later than four (4) years after his or her appointment in accordance with a timetable of resignations to be drawn up by the board; provided, however, that no director may resign if the corporation would then be left without a duly elected director or directors. The resigning board member may be reelected.

(b) Removal. Any director may be removed, with or without cause, by the vote of at least two-thirds of the board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the potential removal are given as provided in Article V, Section 8.

(d) Suspension. Any board member may, at any time, be dismissed or suspended at a meeting of the corporation, even if he/she was appointed for a definite period. A suspension that is not followed by a decision to dismiss the board member within three (3) months shall end following such three (3)-month period.

(c) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a director shall be filled in accordance with the provisions of Article V, Section 3.

(d) Reelection. Board members may be reelected one time for a maximum term of eight (8) years.

Section 5. Place of Meetings. Meetings of the board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at international medical/scientific meetings attended by all Board members.

Section 6. Annual Meeting. The board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the board shall be held during the first half of each year, or at such time as established by resolution of the board.

Section 7. Other Regular Meetings. Other regular meetings of the board shall be held on such dates and at such times as may be fixed by the board.

Section 8. Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by the President or any two directors acting together. Special meetings of the board shall be held upon 48 hours' notice given personally, by telephone (including a voice messaging system or other system of technology designed to record and communicate messages), electronic mail or other electronic means of communication. Any such notice shall be addressed or delivered to each director at such director's electronic address or telephone number as it is shown upon the records of the corporation by the director for purposes of notice.

Notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. Subject to the requirements of Section 5211(a)(7) of the California Corporations Code, a majority of the directors then in office shall constitute a quorum for the transaction of business (except to adjourn as provided in Section 12 of this Article V). 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 a greater number is required by law, the Articles of Incorporation, or specific provision in these Bylaws, except as provided in the next sentence. 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.

Section 10. Participation in Meetings by Conference Telephone. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting, without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Adjournment. A majority of the directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or 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. Such notice may be waived in the same manner as set forth in Section 11 of this Article V.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. 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.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books records, and documents of every kind and to inspect the physical properties of the corporation.

Section 15. 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 compensated by the corporation for services rendered to it other than those performed as a director within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

Section 16. Fees and Compensation. Directors and members of committees may not receive compensation for their services as directors or members of committees. Reimbursement for reasonable and necessary expenses incurred in performance of duties may be fixed or determined by the board. The board shall establish an annual budget for this purpose.

ARTICLE VI COMMITTEES

Section 1. Committees of the Board. The board may appoint one or more committees, each consisting of two (2) or more directors and no persons who are not directors. The board may delegate to such committees any of the authority of the board except with respect to:

- (a) the filling of vacancies on the board or on any committee;

- (b) the fixing of compensation of the directors for serving on the board or on any committee;
- (c) the amendment or repeal of bylaws or adoption of new bylaws;
- (d) the amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;
- (e) the appointment of any other committees of the board or the members of these committees;
- (f) the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law; or
- (g) the amendment or repeal of corporate values or adoption of new corporate values.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the board shall specify. The board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. Every committee shall have a chairperson that is appointed by the President. The chairperson of the committee is authorized to set up subcommittees and/or workgroups in order to achieve his/her objective. The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article V applicable to meetings and actions of the board. Minutes shall be kept of each meeting of each committee.

Section 2. Advisory Committees. The board shall appoint the standing advisory committees described in Sections 4-7 below. Additionally, advisory committees may be appointed from time to time by the board. Advisory committees' membership may consist of both directors and nondirectors or nondirectors only. Advisory committees have no legal authority to act for the corporation but shall report their findings and recommendations to the board.

Section 3. Audit Committee. The board shall establish an audit committee as and when required by Section 12586(e) of the California Government Code.

Section 4. Standing Committees. There shall be three (3) standing committees: the financial committee, the nominating committee, and the scholarship committee.

Section 5. Financial Committee.

(a) Composition. The financial committee shall be composed of at least two (2) members who may not be members of the board. Members are appointed by the board.

(b) Duties. The financial committee shall audit the documents named in the second sentence of Article VIII, Section 2 and shall report its findings at the general meeting. The board is required to (1) provide the financial committee, for the purpose of its audit, with all information the financial committee requests, and (2) make the books, documents and other data carriers of the corporation available for review.

(c) Term. Members of the Financial Committee should serve during the four (4)-year term of the board. Members may be reappointed a maximum of once for a total of eight (8) years.

Section 6. Nominating Committee.

(a) Composition. The nominating committee shall be composed of five (5) members who may not be members of the board. Members are appointed by the board.

(b) Duties. The nominating committee shall produce at least two (2) nominations for each open position which might include nominations from the members.

(c) Term. Members of the nominating committee should serve during the four (4)-year term of the board. Members may be appointed a maximum of once for a total of eight (8) years.

Section 7. Scholarship Committee.

(a) Composition. The scholarship committee shall be composed of four members, with at least two (2) of these members not being members of the board. Members are appointed by the board.

(c) Duties. The scholarship committee shall develop rating criteria for scholarship applicants. They shall announce the availability of the IAPRD-NA scholarship program, review scholarship applications, and determine scholarship winners. The numbers and amounts of scholarships awarded each year will be determined by the Board.

(c) Term. Members of the scholarship committee should serve during the four (4)-year term of the board. Members may be appointed a maximum of once for a total of eight (8) years.

Section 8. Fees and Compensation. Members of committees may not receive compensation for their services as members of committees. Reimbursement for reasonable and necessary expenses incurred in performance of duties may be fixed or determined by the board. The board shall establish an annual budget for this purpose.

ARTICLE VII
OFFICERS

Section 1. Officers.

(a) The officers of the corporation shall be a President, President-Elect, Past President, Secretary, Treasurer and one or more Councilors. 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 3 of this Article VII. Any number of offices may be held by the same person, except as provided in the Articles of Incorporation or in these Bylaws and except that neither the Secretary, the Treasurer nor any Councilor may serve concurrently as the President.

(b) The initial officers of the corporation shall be:

- (1) Daniel Truong – President
- (2) Elena Moro – Treasurer
- (3) Ryan Uitti – Secretary
- (4) Erik Wolters – Councilor
- (5) Pramod Pal – Councilor

Section 2. Election. The officers of the corporation, except those appointed in accordance with the provisions of Section 3 or Section 5 of this Article VII, shall be chosen annually 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. Elections shall take place in writing every four (4) years.

Section 3. Subordinate Officers. The board may appoint, and may authorize the President or another officer to appoint, any other officers that the business 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 the Bylaws or determined from time to time by the board.

Section 4. Removal and Resignation. Any officer may be removed, with or without cause, by the board at any time or, except in case of an officer, chosen by the board, by an officer on whom such power of removal may be conferred by the board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment with the corporation of the officer.

Any officer may resign at any time by giving written notice to the board, the President, or the Secretary. 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.

Section 5. Vacancies. If a vacancy occurs in any office because of death, resignation, removal, disqualification, or any other cause, the board shall appoint an officer to fill the vacancy. Each officer so appointed shall hold office until the expiration of the term of the replaced officer. Anyone appointed to fill an interim vacancy shall take the place of his/her predecessor on the timetable of resignations to be drawn up by the board.

Section 6. President

(1) The President shall, subject to the control of the board, be the general manager of the corporation and shall supervise, direct and control the business, activities, affairs and the officers of the corporation. If the individual serving as the President is a director, he or she shall preside at all board meetings. The President shall have such other powers and duties as the board or the Bylaws may prescribe.

(2) The President shall serve for a period of four (4) years.

Section 7. Secretary. The Secretary shall serve for a four (4)-year term and shall attend to the following:

(a) Book of minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the board 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 at such meetings, and the proceedings of such meetings. Such meeting minutes shall be confirmed and signed by the chairperson and Secretary.

(b) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the board required by the Bylaws to be given. The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the board or the Bylaws.

Section 8. Treasurer. The Treasurer shall serve for a four (4)-year term and shall attend to the following:

(a) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(b) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board; shall disburse the funds of the corporation as may be ordered by the board, shall render to the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the board or the Bylaws.

Section 9. Councilors. The Councilor(s) shall serve for a four (4)-year term and shall attend to the following:

(1) Participation in Board Decisions. Councilors shall attend Board meetings and participate in Board decisions.

Section 10. Compensation. Officers shall not receive compensation for their services. The board shall, however, reimburse the costs reasonably incurred by such board members in the exercise of their office. The board shall establish an annual budget for this purpose.

ARTICLE VIII RECORDS AND REPORTS

Section 1. Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of accounts;
- (b) Written minutes of the proceedings of its board and committees of the board; and
- (c) The original or a copy of the Articles of Incorporation and Bylaws, as amended, to date.

Section 2. Annual Report.

(a) Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year;

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(3) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(4) The expenses or disbursements of this corporation, for both general and restricted purposes during the fiscal year;

(5) Any transaction during the previous fiscal year involving Fifty Thousand Dollars (\$50,000.00) or more to which this corporation or a subsidiary was a party and in which any directors or officers of the corporation or subsidiary had or has a direct or indirect material financial interest. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and

(6) The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any officer or director of the Corporation.

(b) When required by law or determined by the board to be advisable, such financial statements shall be accompanied by any report thereon of independent accountants, or, if

there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

(c) A report including the financial statements prescribed above, the state of affairs of the corporation and the policy followed by the corporation shall be furnished to the board at the annual meeting. Such report shall be accompanied by the paper balance sheet and statement of income and expenditure. Such documents shall be signed by the board. If one or more signatures is missing from such documents, this fact shall be mentioned with a statement of the reasons for its absence.

(d) The financial documents of the corporation shall be inspected annually by an independent financial consultant or accountant.

ARTICLE IX OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, and the Secretary or the Treasurer shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any of the President, Secretary or Treasurer acting alone if authorized from time to time by the board, or by any other person or persons and in such manner as from time to time shall be determined by the board, and, unless so authorized by the board, no officer, 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 for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the President or the board are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws and the corporation's Articles of Incorporation may be amended or repealed by the vote of two thirds of the directors then in office.

Section 5. Fiscal Year. The fiscal year of this corporation shall be January 1 through December 31.

Section 6. Corporate Seal. This corporation may have a seal which shall be specified by resolution of the board.

Section 7. In Writing, Written. When the terms 'in writing' or 'written' are used in this charter, it means - without prejudice to the provisions in Article V - by letter, fax or e-mail, or in a message transferred by a common means of communication that can be received in writing, provided the identity of the sender can be established with sufficient certainty.

ARTICLE X INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(d) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met 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 court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation, shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the court shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XI CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 1. Contracts with Directors and Officers. No director or officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (i) the material facts regarding such director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the board prior to consideration by the board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote or votes of such interested director(s); (iii) prior to authorizing or approving the transaction, the board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) the corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the corporation at the time the transaction is entered into.

The provisions of this Section 1 do not apply to a transaction which is part of a charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or officers or their families because they are in the class of persons intended to be benefited by the charitable program of the corporation.

Section 2. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of California; provided, however, that the corporation may (i) 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, and (ii) the corporation may make loans of money to provide financing for the purchase of a personal residence pursuant to Section 5236 of the California Nonprofit Public Benefit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of International Association of Parkinsonism and Related Disorders – North America (IAPRD-NA), a California nonprofit corporation, and the above Bylaws, consisting of 15 pages (including this page), are the Bylaws of this corporation as adopted by an the Board effective June __ 2019.

DATED: June 26, 2019.



Ryan J. Uitti, M.D.

Initial Directors

1. Daniel Truong ([_4_] -year term)
2. Elena Moro ([_4_] -year term)
3. Ryan Uitti ([_4_] -year term)
4. Erik Wolters ([_4_] -year term)
5. Pramod Pal ([_4_] -year term)