

BYLAWS OF
INTERNATIONAL ASSOCIATION OF PARKINSONISM AND RELATED DISORDERS
(IAPRD)

a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

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

ARTICLE II
PURPOSE

The specific purposes of this corporation shall be to promote research into and advance knowledge of parkinsonism and related disorders, including, but not limited to, promoting and stimulating research into Parkinson's disease and other hypokinetic as well as hyperkinetic disorders; stimulating and providing educational activities such as symposia and congresses, medical journals, and online educational materials related to these disorders; collecting funds for activities directed at achieving the corporation’s goals, including scholarships for trainees in the same area of knowledge and research; advising other medical associations, and collaborating with 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. Voting Members. The corporation shall have Members. Membership in the corporation shall be open to all persons interested in the corporation's purposes who meet the requirements set forth in Section 4 herein. Membership entitles each Member to the rights set forth in this Article IV but does not grant any ownership rights in or distribution rights from the corporation. No Member may transfer a membership, by hereditary succession or otherwise, as each membership is personal to the Member.

Section 2. Non-Voting Members. 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 Voting Members, and no such reference shall constitute anyone a Voting Member, as understood 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 Voting 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.

Section 3. Classes of membership. The corporation shall have two classes of Members as follows:

(a) Full Members. Full Members are those Members registered as practicing physicians, allied health professionals or scientists in national registers. These Members are Voting Members and dues-paying members. A subgroup of Full Members are Honorary Members who have been admitted as such in accordance with the provisions of Section 4 below. Honorary Members are Voting Members but do not pay dues.

(b) Junior Members. Junior Members are those under 35 years of age who are training as practicing physicians, allied health professionals, or scientists. Medical students can be accepted as Junior Members provided they are pursuing a program related to the area of interest of the association and have a mentor who is affiliated with the association. These Members are Non-Voting Members and do not pay dues.

When the term “Members” is used herein, it exclusively refers to the Full Members, unless stated otherwise. No one shall be denied membership based on race, religion, age, sex, creed and/or sexual orientation.

Section 4. Requirements of Membership.

(a) Full Members. Full members are professionals who have completed their training in neurology, allied health professions, neuroscience, or related fields. Full Members (except Honorary Members) must pay dues. All Members must endorse the mission of the IAPRD. Some Full Members may be given Fellow status. To qualify for Fellow status, a person must be proposed by at least five (5) Fellows to the chairperson of the board. They are required to demonstrate the importance of the candidate for Fellow status with respect to the work area of Parkinson’s disease and related disorders. The chairperson of the board will introduce the candidate at the general meeting, at which meeting a decision shall be taken concerning Fellow status in the manner stipulated in Section 12 below. If a decision is taken to admit the candidate, the Full Member shall be given Fellow status immediately.

(b) Junior Members. To be admitted as a Junior Member, the candidate must be

undergoing professional training in the general area of parkinsonism and related disorders, be under 35 years of age, and declare that he/she endorses the objectives of the corporation.

(c) Honorary Members. A Full Member can be named an Honorary Member only if said person has held the office of chairperson of the board, the office of editor-in-chief of an official journal of the corporation, or has made exceptionally high contributions to the association or to the field of parkinsonism and related disorders. To qualify for Honorary membership, a person must be proposed by at least five Full Members to the chairperson of the board. They are required to demonstrate the importance of the candidate for Honorary membership with respect to the work area of Parkinson's disease and related disorders. The chairperson of the board will introduce the candidate at the general meeting, at which meeting a decision shall be taken concerning the admission to membership in the manner stipulated in Section 12 below. Honorary Members will be introduced at the very next World Congress of Parkinsonism and Related Disorders. Honorary Members are Members for life, except in the event of expulsion when an Honorary Member acts in violation of these Bylaws, regulations or decisions of the corporation, or harms the corporation in an unreasonable manner. Honorary Members are not required to pay for participation in activities such as congresses and similar events organized by the corporation and are not required to pay dues.

(d) Dues. Full Members, except Honorary Members, are required to pay dues; junior members are not required to pay dues.

(e) General. After receiving permission for such from a general meeting, the board may include or remove obligations to membership except to the extent prohibited the law.

Section 5. Membership Termination. The membership of a Full Member or Junior Member ends in the following circumstances:

(a) Death. Membership in the corporation terminates when such Member dies.

(b) Election by Member. Membership in the corporation terminates when the Member elects to terminate his or her membership, provided that the Member provides the board with four (4) weeks' written notice. Termination under this paragraph shall be effective at the end of the corporation's financial year, unless: (1) the board otherwise reasonably determines the membership cannot continue until the end of the corporation's financial year in which case termination shall be effective no sooner than fifteen (15) days after the board advises the Member of such early termination; or (2) the Member fails to provide the board with four (4) weeks' written notice in which case termination shall be effective fifteen (15) days after the board advises the Member of the corporation's intent to terminate the membership early. Notwithstanding the foregoing, a Member may terminate his/her membership, effective immediately: (i) in the one-month period after the Member has been notified of a decision to transfer the corporation to a different legal form or to merge with another corporation; and (ii) within one month after the Member learns or is notified of a decision which limits the Member's rights or which increases the Member's obligations towards the corporation in which event the Member shall not be subject to the decision.

(c) Election by Corporation. The board may terminate a membership if the Member: (i) has

ceased to meet the requirements for membership established in these Bylaws or the Articles of Incorporation, (ii) breaches these Bylaws, the Articles of Incorporation, or any other obligation owed to the corporation; or (iii) harms the corporation in an unreasonable manner. Termination under this paragraph shall be effective at the end of the corporation's financial year, unless the board otherwise reasonably determines the membership cannot continue until the end of the corporation's financial year in which case termination shall be effective no sooner than fifteen (15) days after the board advises the Member of such early termination. The board shall provide the subject Member with four (4) weeks' written notice prior to the effective date of termination setting forth a statement of the reasons for termination. The Member may appeal the termination to the general meeting pursuant to this paragraph within one (1) month of the Member's receipt of the board's notice to terminate. The Member shall be suspended during the appeal period. The Member shall have the right to defend himself/herself at the general meeting at which the appeal is heard.

Section 6. Annual General Meetings.

The annual general meeting of the Full Members shall be held no later than six (6) months after the end of the corporation's financial year at which meeting, Members shall:

- (a) discuss the annual reports and the rendering of accounts referred to in Article VIII, Section 2 with the report of the committee referred to in the same article;
- (b) appoint the Financial Committee referred to in Article VI, Section 5 for the following financial year;
- (c) fill any vacancies on the Board;
- (d) introduce the Board or the Members/Fellows announced in the notice convening the meeting;
- (e) transact such other business as may come before the meeting.

Regular meetings of the Members shall be held during the World Congress on Parkinson's Disease and Related Disorders and/or other international neurological congresses or meetings to the extent possible, or at such places as may be fixed by the board from time to time by resolution or as specified in the notice of the meeting.

Section 7. Special General Meetings. Special meetings of the Members shall be held whenever called by resolution of the board, by the President, or by a written demand to the Secretary by five percent (5%) of the Members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

Furthermore, at the written request of at least as many Members as are authorized to cast one-tenth of the number of votes in the general meeting, the board is required to convene a general meeting within a period of no more than two (2) months after the submission of the request. If the request is not acted on within fourteen (14) days, the requesters can convene the meeting themselves in accordance with Section 8 below or by running an advertisement in at least one daily newspaper popularly read in the location where the corporation is established, in compliance with the

convocation period referred to in Section 8 below. The requesters can, in that case, have people other than the Members of the board chair the meeting and take the minutes of the meeting.

Section 8. Notice of Meetings.

(a) Notice Required. Written notice of the place, date, and time of any Member meeting where Members are required or permitted to take action shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the Members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) Delivery of Notice. Notice shall be given to each Member at his or her address or contact information as it appears on the records of the corporation or at the address given by the Member to the corporation for purposes of notice by one of the following methods:

- (i) First-class mail, with prepaid postage thereon, or certified mail;
- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Personal delivery of oral or written notice, including by courier service; or
- (iv) Facsimile transmission, email, or other electronic means, if the Member has consented to accept notices in this manner, except that notice by electronic transmission shall not be given if: (A) the corporation is unable to deliver two consecutive notices to the Member by that means; or (B) the inability to so deliver the notices to the Member becomes known to the Secretary or other person responsible for the giving of the notice.

Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a Member's address or contact information does not appear on the books of the corporation or is not given, notice shall be given when addressed to the Member at the corporation's principal office or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) Timing of Notice. Notice shall be given to each Member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) Contents of Notice. The notice shall state:

- (i) The place, date, and time of the meeting;
- (ii) The means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Members may participate in the meeting;
- (iii) In the case of a special meeting, the general nature of the business to be transacted;

- (iv) In the case of a regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the Members; and
- (v) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to Members.

Section 9. Admission to Meetings. Members may be admitted to the general meeting. Suspended Members, suspended Directors, and Junior Members shall not be admitted to general meetings. The board may decide to admit additional individuals.

Section 10. Chair and Minutes of Meetings. The general meetings shall be chaired by the chairperson or by one of the other Directors. If the chairperson and his/her deputy are absent, then one of the other Directors appointed by the board shall act as chairperson. If a person to chair the meeting is not provided in this manner, then the meeting shall choose a Full Member present at the meeting to chair the meeting. Up to that moment, the chair shall be assumed by the oldest person attending the meeting. The Secretary, or another person designated by the chairperson, shall take the minutes of the meeting, which shall be approved and signed by the chairperson and the minutes Secretary. The board can have a notarial record of the proceedings of the meeting drawn up. The minutes or the record of the proceedings shall be accessible to Full Members.

Section 11. Quorum.

(a) At all Member meetings, one-fifth of the Full Members present in person or by proxy shall constitute a quorum for the transaction of business. The Members shall not vote on any matter at a regular meeting beyond those matters included in the notice of the meeting. If a quorum is not achieved, voting can be postponed for an indefinite period. A Member being represented by a proxy in the meeting must inform the chairperson in writing at most thirty days and not later than one week prior to the meeting.

(b) A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members who constitute the required quorum for the meeting, or such greater number as required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

Section 12. Voting.

(a) General. Each Full Member that is not suspended shall be entitled to one (1) vote on each matter submitted to a Member vote provided he/she is in good standing with membership dues. Any Member entitled to vote at a Member meeting may authorize another person to act for such Member by proxy. Every proxy must be in writing and signed by the Member, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. Each Member can hold up to five proxies. No proxies are allowed for online electronic voting. All decisions of the general meeting are taken by absolute majority of the votes cast unless the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws require a greater number. Abstentions and invalid votes shall be considered as not being cast. A tie vote shall mean the matter being voted on is defeated. All votes shall be cast orally or in writing. If the vote concerns the

election of persons, a person in attendance and qualified to vote can require that the votes be cast on written ballots. Written ballots shall be cast on unsigned folded slips of paper or by using a secure online electronic voting platform. A decision may be taken by acclamation, unless a person qualified to vote requires a roll-call vote.

(b) Challenging a Vote. The ruling of the chairperson spoken in a general meeting concerning the results of a vote is final. The same applies to the substance of a decision taken by a vote cast on a proposal not recorded in writing. But if, immediately following the ruling expressed, the accuracy of said ruling is disputed, then a new round of voting shall be held if so desired by the majority of the meeting or, if the original vote did not occur by roll-call or by ballot, a qualified voter. This new vote cancels the legal effect of the original vote.

(c) Elections. If, when voting to elect someone, no one receives an absolute majority of the votes cast, then a second ballot or, in the event of a nomination, a second ballot between the nominated candidates, shall be held. If no one receives an absolute majority at that time, then another ballot shall be held until either one person receives an absolute majority or votes are cast between two people and there is a tie. For the aforementioned extra ballots (which does not include the second ballot), votes shall be cast each time for the persons who received votes in the previous ballot, with the exception of the person who received the least number of votes in the previous ballot. If in this previous ballot, more than one person received the least number of votes, then lots will be drawn to determine which of these persons will not be able to stand in the new ballot. If there is a tie vote on a ballot between two persons, lots will be drawn to decide which of the two is elected.

(d) Decisions Without A Meeting. A unanimous decision of all Members, even if they are not assembled at a meeting, has the same force as a decision of the general meeting, provided it is taken with the prior knowledge of the board.

(e) Action by Written Ballot. Any action that may be taken at a regular or special meeting of Members may be taken without a meeting if the corporation delivers a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting for such action, and the number of approvals equals or exceeds the number required to take such action. A solicitation for votes by written ballot shall include all of the following: (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve each matter other than election of Directors; and (c) the time by which a ballot must be received by the corporation in order to be counted.

Section 13. Records. The board will keep a register in which the names and addresses of all of the Full Members (including Honorary and Fellows) and Junior Members will be recorded.

Section 14. Standing Rules. The general meeting can establish standing rules. The standing rules may not conflict with the law — even when they do not contain any imperative rules of law.

Section 15. Means of Communication at Meetings. All meetings of the Members

shall be telephonic, in person, or via other user-identified means (webcams, digital uplinks, e-mail, etc.).

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 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 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.
- (d) To draft long-term policies and plans for the planning, funding and realization of the corporation's objectives.
- (e) 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, all subject to the approval of the general meeting.

The general meeting is authorized to subject the decisions of the board to its approval. These decisions should be clearly described and announced to the board in writing.

In addition to the powers enumerated above, the board may draft separate board regulations regarding duties of the board, which may include advising the Chairperson 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 and Positions. The board shall consist of nine (9)

directors, as determined from time to time by the Full Members at a general meeting. The Members of the board shall fill the following positions: the president, the president-elect, the past-president, treasurer, secretary and four (4) councilors.

Section 3. Selection and Term of Office.

(a) Election of Directors. The president-elect, treasurer, secretary, and four (4) councilors shall be nominated pursuant to the nomination process set forth in paragraph (b) below.

(b) Nomination of Directors.

- (i) The appointment of seven (7) elected Directors (the president-elect, treasurer, secretary and four (4) councilors) is done from at least two (2) binding nominations per position put forward by the Nominating Committee, in compliance with the provisions in this section.
- (ii) Members of the Nominating Committee, the board, and Full Members 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.
- (iii) The Nominating Committee should notify all Full Members not later than thirty (30) days prior to the start of the annual meeting of the candidates for each 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.
- (iv) All nominations submitted pursuant to this Section 3(b) shall be binding; provided, however, that the binding nature of a nomination may be withdrawn by a decision of the general meeting taken by at least two-thirds of the votes cast in a meeting attended by at least two-thirds of all Members entitled to vote. If no candidate is nominated or if the general meeting decides to withdraw the binding character from the nominations, then the general meeting is free to choose a Full Member at its own discretion to fill the Director position.
- (v) The election and/or appointment of a director does not create any contractual rights.

(c) Term of Office. All Directors shall serve the corporation for a term of two years , or until their applicable successors are elected. After the initial two year term for the president-elect, he/she will replace the actual president, who then replaces the past-president, who will step down. No person can sit on the board for more than ten consecutive years in any position, including councilor, officer president-elect, president and past-president.

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:

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

- (ii) 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.
- (iii) The failure of the Members, at any meeting of the Members 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 V, Section 3(b).
- (iv) The increase of the authorized number of directors.
- (v) The failure of the director to maintain membership with the corporation.

(b) 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. No resignations shall discharge any accrued obligation or duty of a director.

(c) Removal. Any director may be dismissed or suspended, at any time, with or without cause, by the Members in accordance with Article IV, Section 12, even if the director was appointed for a definite period. A suspension that is not followed within three months by a decision to dismiss the Director ends with the expiration of this period.

(d) Filling of Vacancies. If any vacancy is caused by the death, resignation of the director or failure to maintain membership with the corporation, the board shall select a new Director and nominate him/her in the next general meeting. Subsequently, a decision shall be taken to appoint the new Director according to Article IV, Section 12. Notwithstanding the foregoing, anyone appointed to fill an interim vacancy shall take the place of his/her predecessor on the timetable of resignations drawn up by the board. If the number of Directors falls below five (5), the board retains its authority. However, the board must convene a special meeting as soon as possible at which the filling of the vacancy/vacancies must be discussed.

(e) Reelection. Except for the president, the president-elect and the past-president, Directors may be reelected one time for a maximum term of four (4) 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, and virtually or in-person. In the absence of such designation, regular meetings shall be held at international medical/scientific meetings attended by all Directors.

Section 6. Annual Meeting. The board shall hold an annual meeting prior to the general meeting of Full Members. 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. Annual meetings of the board shall be chaired by the Chairperson or by one of the other Directors. If the Chairperson is absent,

then one of the other Directors appointed by the board shall act as chairperson. If a person to chair the meeting is not provided in this manner, then the board shall choose a person to chair the meeting. Up to that moment, the chair shall be assumed by the oldest person attending the meeting.

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 Chairperson at the written request of two Directors. Special meetings of the board shall be held upon at least thirty (30) days' 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.

ARTICLE VI COMMITTEES

Section 1. Committees. The general meeting may appoint one or more committees, each consisting of two (2) or more directors and no persons who are not directors. The board or the general meeting 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 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. Members of any committee are nominated by the board and appointed by the general meeting. The general meeting 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 nominated by the board and appointed by the general meeting. 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 general meeting shall appoint the standing advisory committees described in Sections 4-7 below. Additionally, advisory committees may be appointed from time to time by the general meeting. 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 and to the general meeting.

Section 3. Audit Committee. The general meeting 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 grants and scholarship committee. The Members of a standing committee are designated and —after receiving the approval of the chairperson of the board and ratification by the board — appointed by the chairperson of the 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 general meeting.

(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.

The general meeting shall appoint an accounting professional as external auditor. If the audit of the accounts rendered requires special accounting knowledge, then the financial committee may call in

the expertise of an accounting professional.

The instruction given to the financial committee can be rescinded at any time by the general meeting, but only for the purpose of appointing another financial committee.

(c) Term. Members of the Financial Committee should serve during the two (2)-year term of the board. Members may be reappointed once for a total of four (4) 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.

(b) Duties. The duties of the nominating committee are set forth in Article V, Section 3.b.

(c) Term. Members of the nominating committee should serve during the two (2)-year term of the board. Members may not be reappointed.

Section 7. Grants and Scholarship Committee.

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

(b) Duties. The grants and scholarship committee shall develop rating criteria for applicants to grants and scholarships. They shall announce the availability of the IAPRD grant and scholarship programs, review applications, and determine winners. The numbers and amounts of grants and scholarships awarded each year will be determined by the board.

(c) Term. Members of the grants and scholarship committee should serve during the two (2)-year term of the board. Members may be re-appointed a maximum of once for a total of four (4) 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.

ARTICLE VII OFFICERS

Section 1. Officers.

(a) The officers of the corporation shall be a President, President-Elect, Past President, Secretary, and Treasurer and one or more Councilors. The corporation may also have 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. The authority to represent the corporation is granted to either the

Chairperson or the Secretary and Treasurer, acting jointly.

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 every other year by the Full Members at the general meeting from among Members of the board, subject to the rights, if any, of an officer under any contract of employment. Elections of the secretary, treasurer, and councilors shall take place by electronic online voting every two (2) years by majority vote in accordance with Article III, Section 12. Elections of the president-elect shall take place by electronic online voting every two (2) years by majority vote in accordance with Article III, Section 12.

Section 3. Subordinate Officers. The general meeting may appoint, and may authorize the Chairperson 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 general meeting at any time. In this case, a unanimous decision is required. 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 general meeting 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

(a) The President shall, subject to the control of the board, be the chief executive officer of the corporation and shall supervise, direct and control the business, activities, affairs and the officers of the corporation. 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.

(b) The President shall serve for a period of two (2) years.

Section 7. Secretary. The Secretary shall serve for a two (2)-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 President 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 two (2)-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. The board must retain the documents referred to in this paragraph for seven (7) years.

(b) Deposit and disbursement of money and valuables. The Treasurer shall oversee the deposit of 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 oversee and approve any disbursement of 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 two (2)-year term and 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 Directors 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:

- (i) The assets and liabilities, including trust funds, of this corporation as of the end of the fiscal year;
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (iv) The expenses or disbursements of this corporation, for both general and restricted purposes during the fiscal year;
- (v) 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
- (vi) 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 published by the board at the general meeting within six months after the end of the financial year, barring an extension of this period by the general meeting. Such report shall be accompanied by the paper balance sheet and statement of income and expenditure with notes and shall be submitted to the general meeting for approval. 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. The financial documents referenced in Section 2 of this Article shall be retained by the board for seven (7) years.

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 only by a decision of a general meeting which was convened with notification that a proposal to change the Bylaws or the Articles of Incorporation is to be made at said meeting. The person(s) who has/have convened the general meeting to discuss a proposal to amend the Bylaws or Articles of Incorporation must publish a copy of the proposal at an appropriate place for the Members to read at least fourteen (14) days prior to the meeting and leave it there until after the end of the day on which the meeting is held. The published copy of the proposal must contain the verbatim text of the proposed change. The proposal will also be published on the official website of the corporation. A decision to change the Bylaws or the Articles of Incorporation requires at least two-thirds of the votes cast in a meeting at which at least two-thirds of the Members are in attendance or are represented. If two-thirds of the Members are not in attendance or represented, a second meeting shall be convened after this meeting and be held within twelve (12) months after the first meeting. In this second meeting, the proposal discussed in the previous meeting may be decided on, irrespective of the number of Members present or represented, provided it passes by a majority of at least two-thirds of the votes cast.

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.

ARTICLE XII

PUBLICATIONS

Section 1. The official journals of the corporation will be published in collaboration with Elsevier Publishing (or a legal successor). The journals will focus on clinical and/or general scientific subjects related to Parkinson's disease and related disorders. The corporation is also permitted to publish additional journals, books, discussions and other medical/scientific reports, whether or not in cooperation with Elsevier Publishing, that correspond with the goal of the corporation.

Section 2. The general meeting decides if the official journals are offered free of charge or at cost, and as paper copies or online, to Full Members and/or dues-paying Members, if applicable. Pending the actual decision of the general meeting, online access to the official journals is provided free of charge to Full Members, and Full Members may request mails of paper copies free of charge.

Section 3. Abstracts and proceedings of the lectures of invited speakers during the World Congresses on Parkinson's Disease and Related Disorders shall be published in one of the official publications of the corporation.

Section 4. The secretary of the corporation shall annually publish a report on the different activities and a financial overview in one of the official publications of the corporation.

Section 5. The official on-line educational portal of the corporation will be published under direct supervision of the board. The portal will focus on educational, clinical and/or general scientific subjects related to Parkinson's disease and related disorders.

Section 6. The official on-line portal of the corporation is provided free of charge to Members as well as to the world-wide neurological community. Accreditations, downloads and other services can be provided at cost, pending authorization by the editor-in-chief of the portal.

ARTICLE XIII

DISSOLUTION

Section 1. The corporation may be dissolved by a majority of Full Members.

Section 2. Following dissolution, the board Members shall liquidate the corporation. The board can decide to appoint other persons as liquidators.

Section 3. In the resolution to dissolve the corporation, the destination of the liquidation balance shall also be determined. The credit balance after liquidation will be spent (as much as possible in accordance with the goal of the corporation) to an institution of public utility or in another way with which the public interest is served.

Section 4. After the end of the liquidation, the books, documents and other data carriers of the dissolved corporation shall remain in the custody of the person designated by the liquidators for the period prescribed by 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 (IAPRD), a California nonprofit corporation, and the above Bylaws, consisting of ___pages (including this page), are the Bylaws of this corporation as adopted by the board effective _____2024.

DATED: _____, 2024.
