

**BYLAWS**  
**OF**  
**NICK’S BATTLE FOUNDATION, INC.**

**ARTICLE 1**  
**NAME AND PURPOSE**

**1.1 Name**

The name of the corporation is NICK’S BATTLE FOUNDATION, INC. (hereinafter referred to as the “Corporation”).

**1.2 Purpose**

This Corporation is organized exclusively for charitable, educational, scientific, and nonprofit purposes. More specifically, the Corporation is created to raise public awareness about Spielmeier-Vogt-Sjogren-Batten Disease (also known as “Batten Disease”) through educational and charitable initiatives; to provide financial support to families affected by Batten Disease; and to fund research efforts dedicated to the Juvenile form of Batten Disease. Furthermore, the Corporation may undertake other projects, programs and activities that are not inconsistent with applicable state law and Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 2**  
**MEMBERSHIP**

The Directors of the Corporation shall constitute the members of the Corporation.

**ARTICLE 3**  
**BOARD OF DIRECTORS**

**3.1 Classes**

There shall be only one class of Directors.

**3.2 Role, Number**

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors (hereinafter referred to as the "Board") which shall consist of not less than five persons and no more than eleven persons.

**3.3 Term**

Each Director shall hold office for a term of three years or until a successor is duly elected. The initial Board members shall be divided into three approximately equal groups: one-third of the members to serve for an initial term of one year, one-third to serve for an initial term of two years, and one-third for an initial term of three year.

**3.4 Vacancies, Election**

At each annual meeting, the Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors. In case of failure to elect Directors at the designated time, the Directors holding over shall continue to manage the business and affairs of the Corporation until their successors are elected.

### 3.5 Annual Meeting

The annual meeting of the Board shall be held on the first Saturday of February of each year beginning in 2007 at 6:30 o'clock p.m., if not a legal holiday, and if a legal holiday then on the next secular day following at such time, for the election of Directors and officers and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give at least ten days' notice of such meeting to each Director by mail, telephone, e-mail, facsimile, or telegraph.

### 3.6 Regular Meetings

Regular meetings of the Board shall be held on such dates and at such times and places as the Board shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. It shall be the duty of the Secretary of the Corporation to give at least ten days' notice of such meeting to each Director by mail, telephone, e-mail, facsimile, or telegraph.

### 3.7 Special Meetings

Special meetings of the Board shall be held whenever called by the Secretary of the Corporation upon the direction of the President of the Corporation or upon written request of any two Directors. It shall be the duty of the Secretary to give at least 48 hours notice of such meeting to each Director by mail, telephone, e-mail, facsimile, or telegraph.

### 3.8 Quorum for Meetings

For the transaction of business at all meetings of the Board, there must be a quorum of fifty percent of the Directors then serving present at the meeting.

### 3.9 Voting

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except in the case of an election to fill a vacancy in the Board where the number of remaining Directors is less than a quorum, the affirmative vote of a majority of such Directors shall be the act of the Board for such election, and except further, as may be otherwise specifically provided by law, the Corporation's Articles of Incorporation, or these bylaws.

### 3.10 Proxies

A Director may vote at a meeting of the Board by proxy executed in writing by the Director and delivered to the Secretary of the Corporation at or prior to such meeting; however, a Director present by proxy at any meeting of the Board may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

### 3.11 Action by Written Consent

Any action which may be properly taken at any meeting of Board of Directors or a committee of the Board may be taken without a meeting, if a unanimous consent which sets forth the action to be taken is given in writing or by electronic transmission by each Director of the Board and is filed in paper or electronic form with the minutes of proceedings of the Board or committee

### 3.12 Removal of Director

A Director may be removed, without cause, by a two-thirds vote of the Board present at any meeting at which there is a quorum.

### 3.13 Resignation

A Director who is not the President may resign only by submitting a written resignation to the President. If the resigning Director is the President, he or she may resign only by submitting a written resignation to the other Directors.

## **ARTICLE 4 NOTICES**

### 4.1 Form of Notice

Whenever, under the provisions of these bylaws, notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, such notice may be given personally, including, but not limited to, telephone communication, or such notice may be given in writing, including, but not limited to, mail, e-mail, or facsimile addressed to such Director or committee member, as the case may be, at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the notice is deposited, postage prepaid, in the United States mail addressed as aforesaid.

### 4.2 Waiver

Whenever any notice is required to be given to any Director or committee member under the provisions of these Bylaws, a person who is entitled to the notice waives notice if the person before or after the meeting delivers a written waiver or a waiver by electronic transmission which is filed with the records; or is present at the meeting, unless such attendance is for the sole purpose of protesting lack of notice.

## **ARTICLE 5 GENERAL OFFICERS**

### 5.1 Number and Qualifications, Election and Term, Resignation and Removal

(a) Number and Qualifications. The officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be determined by the Board of Directors from time to time.

(b) Election and Term. At the organizational meeting, the Board of Directors shall elect the officers. Each officer so elected shall take office on the date of his or her election and shall hold such office for a lifetime term or until the date such officer resigns or is

removed. Any two or more offices may be held by the same person, except that neither the offices of President and Secretary nor the offices of President and Vice President may be held by the same person.

(c) Resignation. Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Removal. If the Board of Directors in its judgment finds that the best interests of the Corporation will be served, it may remove any Officer, without cause, by a vote of the Board present at any meeting at which there is a quorum.

### 5.2 Attendance at Meetings

The President, and in his or her absence the Vice President, shall call meetings of the Board to order or appoint a chairman of such meetings, and the Secretary of the Corporation shall act as Secretary of all such meetings, but in the absence of the Secretary the chairman of the meeting may appoint any person present to act as Secretary of the meeting.

### 5.3 Duties

The principal duties of the several officers are as follows:

(a) President. The President shall preside at all meetings of the Board. He or she shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general charge and supervision of the administration of the affairs and business of the Corporation. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she shall sign and execute all legal documents and instruments in the name of the Corporation when authorized so to do by the Board and shall perform such other duties as may be assigned to him or her from time to time by the Board. He or she shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board plans and suggestions for the work of the Corporation, shall direct its general correspondence, and shall present his or her recommendations in each case to the Board for decision. He or she shall also submit a report of the activities and business affairs of the Corporation at each annual meeting of the Board and at other times when called upon so to do by the Board.

(b) Vice President. The Vice President shall discharge the duties of the President in the event of his or her absence or disability for any cause whatever and shall perform such additional duties as may be prescribed from time to time by the Board.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President, shall be the custodian of the seal of the Corporation, and shall maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors and the officers of the Corporation. He or she shall give notice of and attend all meetings of the Board. He or she shall take and keep true minutes of all meetings of the Board of which, ex officio, he or she shall be the Secretary. The Secretary shall make available copies of the minutes of the previous meetings and distribute them in advance of each meeting. He or she shall discharge such other duties as shall be assigned to him or her by the President or the Board. The Board may appoint an assistant Secretary to assist the Secretary and to perform the duties of the Secretary during any absence or disability.

(d) Treasurer. The Treasurer shall keep account of all moneys, credits and property of the Corporation which shall come into his or her hands and keep an accurate account of all moneys received and discharged. Except as otherwise ordered by the Board, he or she shall have the custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board shall designate. He or she shall keep proper books of account and other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board. He or she shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board. The Treasurer or President shall, under the direction of the Board, disburse all moneys and sign all checks and other instruments drawn on or payable out of the funds of the Corporation, which checks, however, may also be required by the Board to be signed by the President or Vice President, or in case of their absence or disability, by such member of the Board as the Board shall designate. He or she shall also make such transfers and alterations in the securities of the Corporation as may be ordered by the Board. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board, and shall perform such additional duties as may be prescribed from time to time by the Board. The Treasurer shall give bond only if required by the Board. In case of absence or disability of the Treasurer, the Board may appoint an assistant Treasurer to perform the duties of the Treasurer during such absence or disability.

#### 5.4 Vacancies

Whenever a vacancy occurs in any general office of the Corporation, such vacancy shall be filled by the Board by the election of a new officer who shall take office on the date of his or her election and shall hold such office for a lifetime term or until the date such officer resigns or is removed.

### **ARTICLE 6 APPOINTIVE OFFICERS AND AGENTS**

The Board may appoint such officers and agents in addition to those provided for in Article 5, as may be deemed necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

### **ARTICLE 7 COMMITTEES**

The Board may designate Directors to chair and serve as members of the Finance Committee which shall oversee the investment of the Corporation's funds and related matters. In addition, the Board may designate Directors to chair and serve as members of various other advisory committees and may delegate to such committees such duties as the Board deems appropriate.

The Board may designate persons who are not Directors of the Corporation to serve as members of the committees.

## **ARTICLE 8 AMENDMENTS**

Except as otherwise specifically provided, these Bylaws may be amended by the Board at any meeting of the Board at which a quorum is present by the affirmative vote of a majority of the Directors of the Corporation, provided that notice of the proposed amendment shall have been given to each Director of the Board in writing at least ten days' prior to such meeting, unless such notice is waived by all Directors.

## **ARTICLE 9 GENERAL PROVISIONS**

### 9.1 Fiscal Year

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each calendar year.

### 9.2 Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its Board, the Finance Committee and any other committees, standing or special.

### 9.3 Seal

The Board may adopt a corporate seal in appropriate form, which shall be used in such manner as is prescribed in these Bylaws or as the Board shall direct.

### 9.4 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

### 9.5 Contracts

The Board may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances.

### 9.6 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, brokerage house accounts or other depositories as the Board may from time to time select.

### 9.7 Compensation

The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

**ARTICLE 10**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation may indemnify directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

**ARTICLE 11**  
**NONDISCRIMINATION**

The organizations, officers, directors, employees, and persons served by this Corporation shall be selected in a nondiscriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

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I, the undersigned, being the Secretary of Nick's Battle Foundation, Inc., certify that the above is a true, complete, and accurate copy of the bylaws adopted by the Board of Directors on November 12, 2006.

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Chris Seidel, Secretary

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Date