

Bylaws of Expression Neuroscience Institute

Article I – Name

The name of this organization shall be Expression Neuroscience Institute (hereinafter referred to as the 'Corporation'), a nonprofit public benefit corporation incorporated under the laws of the State of California.

Article II – Purpose and Limitations

Section 1. Purpose

The Corporation is organized exclusively for scientific and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code. Specifically, the Corporation's purpose includes, but is not limited to:

- Increasing scientific literacy among the general public, especially targeting young adults and members of Generation Z;
- Conducting public benefit scientific research, particularly in neuroscience, mental health, and related scientific fields;
- Developing and distributing accessible scientific tools and datasets;
- Creating educational programs and materials to empower future scientists and community leaders;
- Promoting transparency, inclusivity, and ethical practices within scientific research and education.

Section 2. Limitations

The Corporation shall operate exclusively for charitable, educational, and scientific purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not engage, except to an insubstantial degree, in activities or exercise powers that are not in furtherance of its stated purpose.

Article III – Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors (the “Board”). The Board shall have full power to supervise and control the affairs of the Corporation, make rules and regulations not inconsistent with law or these Bylaws, and perform all other acts as are customary for nonprofit public benefit corporations.

Section 2. Number, Tenure, and Qualifications

The Board shall consist of not fewer than three (3) and no more than fifteen (15) directors. Each director shall hold office for a term of one (1) year or until a successor has been elected and qualified. Directors may serve consecutive terms but shall be subject to term limits if adopted by the Board. No two directors related by blood or marriage within the second degree of consanguinity or affinity shall serve simultaneously on the Board.

Section 3. Election and Removal

Directors shall be elected at the annual meeting of the Board by a majority vote of directors present. A director may be removed, with or without cause, by a two-thirds (2/3) vote of the remaining directors then in office.

Section 4. Vacancies

Any vacancy on the Board, whether by death, resignation, removal, or other cause, may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, until the next annual meeting.

Section 5. Meetings of the Board

The Board shall hold an annual meeting each year at a time and place designated by the Board. Regular meetings may be held without notice if the schedule is fixed by resolution. Special meetings may be called by the President or any two directors upon at least five (5) days' notice by mail or forty-eight (48) hours' notice by electronic means.

Section 6. Meeting Decorum and Recordings

Board meetings shall be conducted with common-sense formality and care; strict parliamentary procedure is encouraged but not mandatory, provided that the minutes accurately reflect the actions taken. Meetings will not be video recorded unless approved by a two-thirds (2/3) vote of the Board. Audio recordings may be made solely to facilitate the preparation of meeting minutes, and the Secretary shall be responsible for such recordings. All recordings of any type shall be deleted from the Corporation's records and from any agent's records within forty-eight (48) hours of the respective meeting, unless the Board approves retention by a two-thirds (2/3) vote. This section may be amended or waived only with unanimous approval of the Board at a duly called meeting.

Section 6. Quorum and Voting

A majority of the total number of directors then in office shall constitute a quorum for the transaction of business. The act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board.

Section 7. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing. Such written consents shall be filed with the minutes of the proceedings and shall have the same effect as a unanimous vote.

Section 8. Compensation

Directors shall not receive any compensation for their services as directors but may be reimbursed for reasonable expenses incurred on behalf of the Corporation. Nothing in these Bylaws shall prevent the Corporation from employing any director in a staff capacity and compensating them for bona fide services rendered, provided that such compensation is approved in accordance with the Corporation's Conflict of Interest Policy and is reasonable under the circumstances.

Article IV – Officers

Section 1. Officer Roles

The officers of the Corporation shall include a President (who also serves as Board Chair), Secretary, and Treasurer. A Vice President may be appointed at the discretion of the Board. The Board may appoint other officers or assistant officers as deemed necessary.

Section 2. Election and Term

Officers shall be elected by the Board at the annual meeting and shall serve for a term of one (1) year or until their successors are duly elected and qualified. Officers may serve consecutive terms.

Section 3. Removal and Vacancies

Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of the full Board. A vacancy in any office may be filled by the Board for the unexpired term.

Section 4. President / Board Chair

The President shall preside at all meetings of the Board, oversee the execution of Corporation policies, and serve as the principal spokesperson. The President shall have general supervision over the affairs of the Corporation.

Section 5. Vice President (Optional)

At the discretion of the Board, a Vice President may be appointed. If appointed, the Vice President shall, in the absence or disability of the President, perform the duties of the

President and such other duties as may be assigned. The Vice President may concurrently hold another officer position.

Section 6. Secretary

The Secretary shall keep or cause to be kept minutes of all Board and committee meetings, maintain the corporate records, and give or cause to be given all notices as required by law or these Bylaws.

Section 7. Treasurer

The Treasurer shall oversee the financial affairs of the Corporation, including oversight of budgets, financial reports, and ensuring proper custody of corporate funds and securities. The Treasurer shall report on the financial condition of the Corporation at each regular Board meeting.

Section 8. Additional Officers

The Board may appoint such other officers and agents as it deems necessary and may prescribe their titles, duties, and terms of office.

Article V – Committees

Section 1. Executive Committee

The Board may establish an Executive Committee composed of the Corporation's officers. The Executive Committee, to the extent provided by Board resolution, shall have and may exercise the authority of the Board in the management of the Corporation between Board meetings, subject to any limitations imposed by law or these Bylaws.

Section 2. Other Standing Committees

The Board may establish standing committees such as Finance, Audit, Governance, or other committees as needed. Each standing committee shall consist of two (2) or more directors appointed by the Board. Standing committees shall report regularly to the Board and shall have only such authority as delegated by the Board.

Section 3. Audit Committee

If required by the California Nonprofit Integrity Act or other applicable law, the Board shall establish an Audit Committee comprised of at least three (3) directors, none of whom shall be officers or employees of the Corporation. The Audit Committee shall oversee the annual audit, financial reporting, and compliance with fiscal policies.

Section 4. Advisory Committees

The Board may establish one or more advisory committees to support the Corporation's mission. Advisory committees may include directors and non-directors and shall have no power to act on behalf of the Corporation. Advisory committees shall make recommendations to the Board, or its standing committees as directed.

Section 5. Committee Meetings and Actions

Unless otherwise specified by the Board, committees may meet and act by majority vote of their members. A majority of the committee members shall constitute a quorum. Minutes of committee meetings shall be kept and filed with the corporate records.

Article VI – Conflict of Interest

Section 1. Purpose

The purpose of this Conflict of Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, or key volunteer, or might result in an excess benefit transaction.

Section 2. Definitions

a. Interested Person: Any director, officer, employee, or key volunteer who has a direct or indirect financial interest, as defined below.

b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 3. Procedures

a. Duty to Disclose: In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and all material facts to the Board or committee.

b. Determination: After disclosure, the Interested Person shall leave the meeting for discussion and vote, and the remaining board or committee members shall decide by majority vote whether a conflict exists.

c. Addressing Conflicts: If a conflict is determined to exist, the Board or committee shall address it by:

- Requesting a disinterested person or committee to investigate alternatives;
- Determining if the Corporation can obtain a more advantageous transaction without conflict;

- If a more advantageous transaction is not reasonably possible, approving the transaction by majority vote of disinterested directors.

Section 4. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain the names of Interested Persons, a description of the financial interest, any action taken to determine whether a conflict existed, and the Board's or committee's decision.

Section 5. Annual Statements

Each director, officer, and key volunteer shall annually sign a statement which affirms that they have received a copy of the conflict of interest policy, read and understood it, and agreed to comply with it.

Section 6. Periodic Reviews

To ensure compliance, periodic reviews shall be conducted to confirm that compensation and transactions are reasonable, in furtherance of the Corporation's mission, and do not result in excess benefit transactions.

Section 7. Use of Outside Experts

When conducting periodic reviews, the Board or committee may, but is not required to, rely on outside experts. Use of outside advisors does not relieve the Board of its responsibility for review.

Article VII – Indemnification and Insurance

Section 1. Definitions

For purposes of this Article, "Agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other entity. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative. "Expenses" includes without limitation attorneys' fees and any expenses incurred in connection with a Proceeding.

Section 2. Indemnification of Agents

To the fullest extent permitted by law, the Corporation shall indemnify any Agent against all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any Proceeding in which the Agent is made a party by reason of being or having been an Agent of the Corporation. This right shall exist whether or not the Agent is a director, officer, employee, or volunteer at the time of the Proceeding.

Section 3. Advancement of Expenses

The Corporation may pay Advances for Expenses incurred by an Agent in connection with a Proceeding before its final disposition, provided that the Agent delivers an undertaking to repay such Advances if it is ultimately determined that the Agent is not entitled to indemnification under these Bylaws or the law.

Section 4. Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in any such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent under this Article.

Section 5. Non-Exclusivity of Rights

The rights conferred on any person by this Article shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, agreement, vote of directors or otherwise.

Article VIII – Records and Reports

Section 1. Corporate Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and its committees, and a record of its members, if any, which shall be kept at the principal executive office of the Corporation.

Section 2. Inspection by Directors

Every director shall have the 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. The inspection may be made in person or by the director's agent or attorney.

Section 3. Annual Reports

The Board shall cause an annual report to be prepared, consisting of a balance sheet and statement of operations as of the end of the Corporation's fiscal year, which shall be distributed to the directors and made available to any member or director upon request, in compliance with law.

Section 4. Maintenance of Records

Records required by these Bylaws may be maintained on electronic media, provided that such records remain accessible and can be reproduced in tangible form.

Section 5. Statement of Information

The President or Secretary shall file any statements of information required by the California Secretary of State and ensure that all corporate filings are current and accurate.

Article IX – Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, or on such other dates as the Board may determine by resolution.

Article X – Amendments

Section 1. Amendments by Board

These Bylaws may be amended, altered, or repealed, or new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the directors present at any regular or special meeting of the Board, provided that at least ten (10) days' written notice is given of the intention to amend, along with a copy or summary of the proposed changes.

Section 2. Amendments by Written Consent

These Bylaws may also be amended by unanimous written consent of all members of the Board without a meeting.

Article XI – Dissolution

Section 1. Dissolution of Corporation

Upon the dissolution or winding up of the Corporation, the Board shall, after paying or making provisions for payment of all liabilities, distribute the remaining assets exclusively for the purposes of the Corporation in such manner, or to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine.

Section 2. Assets Non-Inurement

No part of the net earnings of the Corporation shall inure to the benefit of any private individual or shareholder. All assets remaining shall be distributed in accordance with Section 1 of this Article.