

BYLAWS

The Order of the SWNs Foundation

A Washington State Nonprofit Corporation

*Governing law: Washington Nonprofit Corporation Act, RCW Chapter
24.03A*

ARTICLE I — NAME AND OFFICES

SECTION 1.1 — NAME

The name of this corporation is **The Order of the SWNs Foundation** (the “Order” or “Organization”).

SECTION 1.2 — PRINCIPAL OFFICE

The principal office of The Order shall be located in Washington State at such address as the Board of Directors may from time to time designate. The Order may maintain additional offices as the Board deems appropriate.

SECTION 1.3 — REGISTERED AGENT

The Order shall maintain a registered agent in Washington State as required by RCW 24.03A.085. The registered agent and registered office may be changed by the Board of Directors at any time by filing the appropriate notice with the Washington Secretary of State.

ARTICLE II — PURPOSES AND LIMITATIONS

SECTION 2.1 — PURPOSES

The Order is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the following purposes:

- (a) To find schwannomatosis patients — particularly those who are undiagnosed, misdiagnosed, or isolated from appropriate care — through public awareness campaigns, clinician education, patient-facing tools, and medical curriculum advocacy;
- (b) To raise and steward financial resources that support The Order’s programs and provide direct assistance to schwannomatosis patients through the FIND Fund;
- (c) To build and sustain the schwannomatosis patient community by connecting patients to each other, to research opportunities, and to advocacy resources, and by amplifying the collective voice of the community; and
- (d) To advance the quality of clinical care for schwannomatosis patients by developing, publishing, and advocating for evidence-based standards of clinical expertise — and by evaluating whether providers and facilities that claim schwannomatosis expertise actually meet those standards.

These purposes are implemented through The Order’s four missions: FIND the Lost SWNs, FUEL with Coin, FLOCK & Raise a Squawk, and FORGE the Standards.

SECTION 2.2 — LIMITATIONS

- (a) The Order shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- (b) No part of the net earnings of The Order shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that The Order shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (c) No substantial part of the activities of The Order shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Order shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

What this means in plain terms: The Order is explicitly authorized to lobby government for funding and policy — including advocating

to Congress for DoD CDMRP schwannomatosis research appropriations, meeting with legislators about rare disease funding, urging the public to contact their representatives, submitting regulatory comments, and testifying before legislative bodies. Advocating for the schwannomatosis patient community through legislative and regulatory channels is a core activity of The Order. The only restriction is proportion: lobbying may not become the primary activity of The Order. As long as the majority of The Order's time, money, and effort goes to patient education, clinical standards, community programs, and research support, lobbying for funding and policy is well within bounds.

The Order shall never endorse, oppose, or campaign for any political candidate. That prohibition is absolute. Advocating for funding and policy is permitted. Campaigning for candidates is not.

501(h) Election — Required Action After Determination Letter:

Once 501(c)(3) status is granted, the Board of Directors shall promptly file IRS Form 5768 (the 501(h) election). The 501(h) election replaces the vague "no substantial part" standard in this section with a specific, calculable expenditure safe harbor: The Order may spend up to 20% of its exempt purpose expenditures on lobbying, with no more than 25% of that amount on direct lobbying of legislators. Filing Form 5768 does not change what The Order is permitted to do — it provides legal certainty about exactly how much. The Secretary is responsible for ensuring Form 5768 is filed with or before The Order's first Form 990.

SECTION 2.3 — DISSOLUTION

Upon the dissolution of The Order, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the superior court of the county in which the principal office of the Organization is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECTION 2.4 — CORE VALUES

The Order shall conduct all of its activities in accordance with the following core values. These are not aspirational statements — they are governance commitments that bind the Board, officers,

staff, advisors, and volunteers in every decision, program, partnership, and publication.

(a) Evidence Over Assumption. Every clinical claim is sourced. Every standard The Order cites already exists in the published literature. The Order does not make up the rules — it measures the field against the rules the field already agreed to follow. When evidence is uncertain, The Order says so. When The Order is wrong, it corrects the record.

(b) Patient First. Patients' interests precede institutional comfort, organizational convenience, and clinician defensiveness. When any decision must be made — what programs to run, what standards to publish, what partnerships to accept, what findings to release — the question is: what serves patients? That question ranks above what is comfortable for existing institutions, above what is convenient for The Order's relationships, and above what is politically easy. This value governs decision-making when institutional interests conflict with patient interests — it does not displace scientific expertise. When clinical or scientific questions are at issue, "Evidence Over Assumption" governs The Order's methodology, and the Medical Advisory Board is The Order's check on the accuracy of its clinical claims. "Patient First" means The Order will publish solid, MAB-reviewed findings even when those findings are uncomfortable for clinical institutions — not that The Order claims scientific authority it does not have.

(c) All Patients. The Order's mission encompasses the full schwannomatosis spectrum as classified under the 2022 international consensus — including SMARCB1-SWN, LZTR1-SWN, SMARCE1-SWN, DGCR8-SWN, gene-negative (SWN-NEC), unclassified (SWN-NOS), and NF2-SWN.

SWN-NEC (Not Elsewhere Classified) designates patients whose genetic workup is complete but no causative mutation has been identified — reflecting that the full set of schwannomatosis-causing genes has not yet been discovered. These patients have schwannomatosis; their causative gene is simply unknown to current science. SWN-NOS (Not Otherwise Specified) designates patients whose genetic classification is incomplete or pending. Patients without a known gene mutation are fully within The Order's mission and are among those The Order serves with the greatest urgency.

No person shall be denied access to The Order's programs, assistance, or community resources on the basis of their schwannomatosis subtype or the presence or absence of an identifiable genetic mutation.

The Order directs its programs and resources with primary emphasis toward schwannomatosis subtypes where unmet need is greatest — those with the largest documented diagnostic delays, fewest designated clinical programs, and least developed research and advocacy infrastructure. This prioritization reflects The Order's commitment to reaching patients who remain most underserved. It does not constitute a restriction on the population The Order may serve, the educational content The Order may publish, or the community events The Order may promote.

(d) Accountability Without Malice. The FORGE the Standards mission holds the clinical community accountable to standards the science already demands. The Order is not in the business of punishing individuals. It is in the business of surfacing the structural conditions that allow failure to persist — and giving patients, advocates, and oversight bodies the tools to correct them.

(e) Radical Transparency. The Order's finances are public. Its methodology is public. Its findings are public. Its sources are cited. The Order operates without hidden agendas because the patients who trust it deserve to know exactly what it is doing and why.

(f) Flock Over Individual. A single schwannomatosis patient is a medical curiosity. The community together is a dataset, a constituency, and a voice. The Order builds the community because the community is more powerful than any of us alone.

(g) Dignity in Every Encounter. SWN patients have spent years in medical offices being disbelieved, dismissed, and misdiagnosed. The Order meets every patient where they are — in their pain, in their anger, in their uncertainty — without requiring them to be inspiring, optimistic, or grateful.

ARTICLE III — MEMBERSHIP

SECTION 3.1 — NO VOTING MEMBERS

The Order shall have no voting members. All rights and powers ordinarily vested in members under the Washington Nonprofit Corporation Act (RCW Chapter 24.03A) are vested in the Board of Directors.

What this means: Under RCW 24.03A, a nonprofit corporation may choose not to have a voting membership class. The Order makes that choice. No person holds “membership” in the corporate governance sense — there are no member votes, no member elections, and no membership rights under RCW 24.03A. All governance authority vests in the Board of Directors.

SECTION 3.2 — COMMUNITY PARTICIPANTS

The Order may establish categories of supporters, community members, patient community members, volunteers, and other non-voting participants in Order programs and activities. These categories are programmatic designations — they define someone’s relationship to Order programs, not their corporate governance status. They carry no voting rights, no governance authority, and no corporate membership rights under Washington law.

ARTICLE IV — BOARD OF DIRECTORS

SECTION 4.1 — POWERS

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Washington Nonprofit Corporation Act, the Board of Directors shall manage the affairs of The Order, exercise all corporate powers, and direct all Order activities.

SECTION 4.2 — NUMBER

The Board of Directors shall consist of no fewer than five (5) directors. The Board may by resolution increase the authorized number of directors above five. Directors shall be natural persons.

Transitional period: During the initial organizational period — from The Order’s date of incorporation through the earlier of (a) the date of The Order’s IRS determination letter or (b) one hundred eighty

(180) days after incorporation — the Board may operate with as few as one (1) director (the Founder) while actively recruiting to the minimum of five (5). During this transitional period, all Bylaw provisions requiring a specific minimum number of directors shall be interpreted based on the actual number of directors then seated. The Order shall seat at least five (5) directors before applying for NORD affiliate or Platinum membership.

Note on NORD: The minimum of five (5) satisfies the requirement for NORD Platinum membership, which requires a minimum of five directors meeting at least twice annually.

SECTION 4.3 — QUALIFICATIONS

Directors shall be committed to the mission of The Order. No particular professional credential, educational background, or financial capacity is required. Directors should collectively bring a diversity of skills, perspectives, and experiences relevant to The Order's four missions — including patient experience, medical expertise, scientific and clinical knowledge, legal knowledge, financial acumen, communications experience, and advocacy experience. The Order values board composition that bridges the patient community and the scientific community, recognizing that both are essential to the mission.

SECTION 4.4 — TERMS

Directors shall serve three-year terms. Terms shall be staggered so that approximately one-third of the Board rotates each year. Directors may serve a maximum of three (3) consecutive terms (nine years). After sitting out at least one full term, a former director is again eligible for election.

SECTION 4.5 — STAGGERED TERM SCHEDULE

At the first meeting of the Board at which directors are formally seated, the Board shall by lot or agreement divide directors into three classes:

- Class I: initial term of one year
- Class II: initial term of two years
- Class III: initial term of three years

Thereafter all terms are three years. The purpose of this initial division is to establish the stagger; Class I and Class II directors are eligible for full three-year terms upon re-election at the end of their initial short terms.

SECTION 4.6 — ELECTION

Directors shall be elected by the affirmative vote of a majority of directors then in office. Nominations may be made by any director or by the Board's Governance Committee. The Board will seek diverse nominees reflecting the qualifications and diversity of perspective described in Section 4.3.

SECTION 4.7 — REMOVAL

Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of all directors then in office. The director subject to removal shall receive written notice of the proposed removal and shall have the right to address the Board before the vote is taken.

SECTION 4.8 — RESIGNATION

Any director may resign by delivering written notice to the President or Secretary. Resignation is effective upon delivery unless the notice specifies a later date. Resignation from the Board does not terminate any other role the director may hold (such as an officer position, advisory body membership, or volunteer status) — those must be separately resigned if the director wishes to end them.

SECTION 4.9 — VACANCIES

Vacancies on the Board, including vacancies created by an increase in the number of directors, shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the vacant term and is then eligible for a full three-year term.

SECTION 4.10 — COMPENSATION

Directors shall serve without compensation for their service as directors. The Order may, however, reimburse directors for reasonable expenses incurred in connection with their service under The Order's Expense Reimbursement and Accessibility Policy. Nothing in this section prevents The Order from paying a director for other services rendered to The Order outside their director role, provided the compensation is approved by the Compensation Committee under The Order's Conflict of Interest Policy, Section 8.2.

ARTICLE V — MEETINGS OF THE BOARD

SECTION 5.1 — REGULAR MEETINGS

The Board of Directors shall hold at least four (4) regular meetings per year. The Board may establish a regular meeting schedule by resolution.

SECTION 5.2 — SPECIAL MEETINGS

Special meetings of the Board may be called by the President or by any two directors. Notice of special meetings shall be delivered to each director at least forty-eight (48) hours before the meeting by any reliable means of communication.

SECTION 5.3 — NOTICE OF REGULAR MEETINGS

Notice of regular meetings shall be delivered to each director at least seven (7) days before the meeting. Notice may be delivered by email, text, or other electronic communication accepted by the director.

SECTION 5.4 — QUORUM

A quorum for the transaction of business shall be a majority of directors then in office. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise required by law or these Bylaws.

SECTION 5.5 — ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all directors then in office consent in writing to such action. Consent may be given by email. Written consent shall be filed with the minutes of the Board.

SECTION 5.6 — REMOTE PARTICIPATION

Directors may participate in any Board meeting by telephone, video conference, or other electronic communication by which all participants can simultaneously hear each other. A director participating remotely is considered present at the meeting for quorum and voting purposes. Remote participation is the default option for any director who requests it, without requiring justification.

SECTION 5.7 — PATIENT HEALTH ACCOMMODATION

The Board recognizes that director health may vary due to schwannomatosis and related conditions. Directors experiencing health challenges are encouraged to participate remotely,

submit written comments for inclusion in the record, or designate another director to represent their position on a specific matter. A director who is unable to participate in a meeting due to health shall not be penalized, provided the director otherwise meets attendance expectations of their Board Member Agreement.

SECTION 5.8 — MINUTES

The Secretary shall keep minutes of all Board meetings and distribute them to all directors within fourteen (14) days of each meeting.

ARTICLE VI — OFFICERS

SECTION 6.1 — OFFICERS

The officers of The Order shall be a President, a Secretary, and a Treasurer. The Board may create additional officer positions as needed. Officers need not be directors, except that the President shall be a member of the Board of Directors.

SECTION 6.2 — ELECTION AND TERMS

Officers shall be elected by the Board of Directors at the first Board meeting of each calendar year. Officers shall serve one-year terms and may be re-elected without limit.

SECTION 6.3 — REMOVAL

Any officer may be removed by a majority vote of the Board of Directors, with or without cause. The officer subject to removal shall receive written notice at least five (5) business days before the Board's vote, except in urgent circumstances where immediate removal is necessary to protect The Order.

SECTION 6.4 — PRESIDENT

The President shall be the principal executive officer of The Order and shall, subject to the direction of the Board, have general supervision and control of the business and affairs of The Order. The President shall preside at all meetings of the Board, may execute contracts and other instruments on behalf of The Order when authorized by the Board, and shall perform such other duties as are assigned by the Board.

SECTION 6.5 — SECRETARY

The Secretary shall keep the minutes of all Board meetings; give notice of meetings as required; maintain The Order's corporate records; file required reports and notices with state and federal agencies; and perform such other duties as are assigned by the Board.

SECTION 6.6 — TREASURER

The Treasurer shall have custody of The Order's funds; maintain accurate financial records; present a financial report at each regular Board meeting; prepare or oversee preparation of the annual budget and financial projections; ensure preparation and timely filing of all required tax returns and financial reports; and perform such other duties as are assigned by the Board.

SECTION 6.7 — EXECUTIVE DIRECTOR

The Board may hire an Executive Director who is not a member of the Board. The Executive Director shall be responsible for the day-to-day management of The Order under the supervision of the Board and shall have such authority and duties as the Board may designate. The Executive Director shall be accountable to and may be terminated by the Board.

SECTION 6.8 — FOUNDER

The designation of "Founder" is an honorary title that may be conferred by the Board upon the person or persons who established The Order. The Founder designation does not confer additional governance rights, voting rights, or veto power beyond those that attach to the Founder's elected role (if any) as a director or officer.

SECTION 6.9 — RESIGNATION OF OFFICERS

Any officer may resign from their officer position by delivering written notice to the President or Secretary. If the resigning officer is the President, notice shall be delivered to the Secretary or, if the Secretary is unavailable, to any director. Resignation from an officer position is effective upon delivery unless the notice specifies a later date. Resignation from an officer position does not constitute resignation from the Board of Directors — a director who resigns as an officer remains a director unless they separately submit a director resignation under Section 4.8.

ARTICLE VII — COMMITTEES AND ADVISORY BODIES

SECTION 7.1 — STANDING COMMITTEES

The Board of Directors may establish standing committees to assist in carrying out The Order's work. The Board shall define each committee's scope and membership by resolution. Standing committees shall include at least one director.

SECTION 7.2 — COMPENSATION COMMITTEE

The Board shall maintain a Compensation Committee consisting of at least two disinterested directors. The Compensation Committee is responsible for reviewing and recommending to the Board all compensation paid to The Order's officers, directors, and the Executive Director, in accordance with The Order's Conflict of Interest Policy. No person may participate in the Compensation Committee's deliberations regarding their own compensation.

Startup period: While the Board has fewer than five directors seated, the Compensation Committee shall consist of all disinterested directors then in office (excluding any director whose compensation is under review). For any given compensation matter, all directors except the affected individual collectively constitute the committee. The committee shall document its deliberations — including any comparability data reviewed — in the Board minutes, regardless of how many directors serve as the committee for that matter.

SECTION 7.3 — FINANCE COMMITTEE

The Board shall maintain a Finance Committee, chaired by the Treasurer, to oversee The Order's financial controls, budget, investments, and annual financial review. The Finance Committee shall consist of the Treasurer and at least one other director. During The Order's startup period, the Finance Committee may consist of the Treasurer and the President if no additional director is available to serve.

SECTION 7.4 — GOVERNANCE COMMITTEE

The Board may maintain a Governance Committee responsible for board development, director recruitment, and annual governance self-assessment.

SECTION 7.5 — ADVISORY BODIES

The following advisory bodies are established pursuant to these Bylaws. Advisory bodies are not committees of the Board and have no governance authority. They advise the Board and advance The Order's programs.

(a) Medical Advisory Board (The Consular Circle) — provides scientific, clinical, and medical expertise. Governed by the MAB Charter adopted by the Board.

(b) Patient Advisory Council (The Pathfinders) — provides patient community voice and lived experience. Governed by the Patient Advisory Council Charter adopted by the Board.

(c) Volunteer Council (The Bevy of SWNs) — coordinates The Order's volunteers. Governed by the Volunteer Council Charter adopted by the Board.

(d) Industry Partner Program — The Order may enter into formal Industry Partnership Agreements with pharmaceutical companies, medical device companies, and clinical research sponsors whose work is relevant to schwannomatosis patients, including facilitating patient access to clinical trial information and connecting patients to existing patient assistance programs. The Industry Partner Program is not an advisory body and does not confer governance rights, voting rights, or Board access. Industry partners operate under the specific terms defined in their Partnership Agreements and are at all times subject to The Order's Industry Partnership Policy, Gift Acceptance Policy, and Conflict of Interest Policy, each as adopted by the Board.

Anti-Kickback Statute Compliance. All Industry Partnership arrangements shall comply with the federal Anti-Kickback Statute (42 U.S.C. § 1320a-7b(b)), which prohibits offering, paying, soliciting, or receiving remuneration — directly or indirectly — to induce or reward referrals of items or services covered by federal healthcare programs including Medicare and Medicaid. Specifically: (i) The Order shall not receive funding from an industry partner that is conditioned on, or tied to, patient enrollment in a specific clinical trial or the purchase of a specific product; (ii) the FIND Fund patient assistance program shall be administered independently of industry partner funding, with patient eligibility determined solely by patient need and not by the products a patient uses or trials a patient joins; (iii) financial support from industry partners shall not be earmarked for assistance to patients using a specific company's product; and (iv) industry partner contributions shall be structured to qualify for

applicable safe harbor protections under 42 CFR § 1001.952, including the charitable donation safe harbor where applicable. The Industry Partnership Policy adopted by the Board shall include written procedures for identifying and avoiding Anti-Kickback Statute violations and shall require annual compliance review. No Industry Partnership Agreement shall be executed without determination by the Board that the arrangement complies with these requirements.

(e) Academic and Research Partnership Program — The Order may enter into formal collaboration agreements, memoranda of understanding, data sharing agreements, and other partnership arrangements with academic medical centers, research universities, and government and nonprofit research institutions — including institutes and centers of the National Institutes of Health, university research programs, NF clinical network partners, and similar organizations. Academic and research partnerships may include joint research projects, patient registry participation, clinical trial coordination, co-investigator roles on grant applications, conference co-sponsorship, patient navigation collaboration, and any other activity consistent with The Order's exempt purposes. Academic and research partners are subject to The Order's Conflict of Interest Policy and applicable privacy and data-sharing laws. Academic and research partnerships do not confer governance rights or Board access.

The Board may establish additional advisory bodies as needed. Each advisory body shall be governed by a charter adopted by the Board.

SECTION 7.6 — DUAL SERVICE

A person may simultaneously serve as a member of the Board of Directors and as a member of one or more advisory bodies, provided the person is attentive to which role they are acting in at any given time. Dual service is not a conflict of interest.

ARTICLE VIII — CONFLICT OF INTEREST

The Board of Directors shall adopt and maintain a Conflict of Interest Policy that meets the requirements of IRS Form 1023. All directors, officers, and members of committees with board-

delegated powers shall comply with the Conflict of Interest Policy. Each such person shall complete the annual disclosure statement required by the policy. The Conflict of Interest Policy is incorporated into these Bylaws by reference and shall be treated as an exhibit to these Bylaws.

ARTICLE IX — FINANCIAL MANAGEMENT

SECTION 9.1 — FISCAL YEAR

The fiscal year of The Order shall be the calendar year, January 1 through December 31.

SECTION 9.2 — FINANCIAL CONTROLS

The Board shall adopt and maintain a Financial Controls Policy establishing procedures for authorization of expenditures, signing authority, reimbursement of expenses, and financial oversight. No single person shall control both authorization and payment of any transaction.

SECTION 9.3 — SIGNING AUTHORITY

Contracts, checks, notes, and other instruments shall be signed by the President, Treasurer, or Executive Director as authorized by the Board. The Board may by resolution designate additional signing authority. Any expenditure exceeding \$5,000 shall require approval by the President or Treasurer. Any expenditure exceeding \$10,000 shall require approval by the Board.

SECTION 9.4 — ANNUAL FINANCIAL REVIEW

The Board shall ensure that The Order's financial statements are reviewed annually by an independent accounting professional. When The Order's annual gross receipts exceed \$500,000, the Board shall obtain a full independent audit.

SECTION 9.5 — THE FUEL FUND AND SUB-FUNDS

The Order shall maintain the **FUEL Fund** as its master organizational fund, receiving all donations and revenue and distributing to three designated sub-funds:

FIND Fund — patient access grants; covers travel, lodging, caregiver costs, and care gaps after insurance for schwannomatosis patients reaching an NF clinic, SWN specialist, or clinical trial site, or needing more assistance at

home. This fund is designated for any work that will Find a Lost SWN, aid them in accessing treatment, connecting with the greater SWN community, and receiving any other assistance they need with their rare disorder.

FLOCK Fund — community building, conference presence, advocacy event costs, legislative and Congressional engagement, and activities that amplify the SWN community's collective voice. This fund is designated for any work that will Raise a Squawk in the SWN community.

FORGE Fund — clinical accountability work, physician education materials, EHR alert development, medical school and residency curriculum advocacy, and research co-investment across all schwannomatosis subtypes. This fund is designated for any work that will Forge the Standards in the SWN community.

Operational and administrative costs not attributable to a specific sub-fund are covered directly from the FUEL Fund. The Board may establish additional restricted or board-designated sub-funds within this structure by resolution. Each sub-fund shall be maintained in a separate account from general operating funds.

SECTION 9.6 — PROHIBITION ON PRIVATE INUREMENT

No part of the net earnings of The Order shall inure to the benefit of any private individual. Directors and officers may receive reasonable compensation for services rendered and reimbursement for expenses incurred in connection with The Order's business, but only as authorized under the Conflict of Interest Policy and the Expense Reimbursement and Accessibility Policy.

SECTION 9.7 — FISCAL SPONSORSHIP AUTHORIZATION

The Board of Directors is authorized to enter into fiscal sponsorship arrangements with organizations exempt under Section 501(c)(3) of the Internal Revenue Code, under which the sponsoring organization provides tax-exempt umbrella status for donations received in support of The Order's programs — during the period before The Order receives its own IRS determination letter or at any other time the Board determines fiscal sponsorship is in The Order's interest. All fiscal sponsorship arrangements shall be documented in a written agreement approved by the Board and shall comply with all applicable IRS requirements and The Order's Gift Acceptance Policy. The

Order's relationship with NORD (National Organization for Rare Disorders), if established as a fiscal sponsorship, constitutes such an arrangement under this Section.

ARTICLE X — INDEMNIFICATION

SECTION 10.1 — RIGHT TO INDEMNIFICATION

The Order shall indemnify each director, officer, and employee of The Order who is made a party to any proceeding by reason of the fact that they are or were a director, officer, or employee of The Order, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted by Washington law.

Applicable statute: RCW 24.03A.630 incorporates by reference RCW 23B.08.500 through 23B.08.603 (Washington Business Corporation Act — indemnification provisions as applied to nonprofit corporations). Under RCW 23B.08.510 (permissive indemnification), a corporation may indemnify a director against liability incurred in a proceeding if: (a) the director acted in good faith; (b) in their official capacity, the director reasonably believed their conduct was in the corporation's best interests; and (c) in any criminal proceeding, the director had no reasonable cause to believe their conduct was unlawful. Under RCW 23B.08.520 (mandatory indemnification), a corporation shall indemnify a director who was wholly successful on the merits in the defense of any proceeding against reasonable expenses incurred. Under RCW 23B.08.570, these protections extend to officers, employees, and agents. The Order's indemnification obligation is coextensive with the protections available under RCW 24.03A.630 and the incorporated provisions of RCW 23B.08.500–23B.08.603, as those statutes may be amended from time to time to expand protections.

SECTION 10.2 — LIMITATION

Indemnification shall not be available if the person acted in bad faith, received improper personal benefit, knowingly violated the law, or voted for or assented to a distribution in violation of Washington law.

SECTION 10.3 — INSURANCE

The Order may purchase directors and officers liability insurance on behalf of its directors and officers. The purchase of such

insurance is authorized even if The Order could not otherwise indemnify such persons.

ARTICLE XI — RECORDS

SECTION 11.1 — CORPORATE RECORDS

The Order shall keep at its principal office, or at such other location as designated by the Board:

- Articles of Incorporation and all amendments
- Bylaws and all amendments
- Minutes of all Board and committee meetings
- Annual financial statements and tax filings
- A list of all current directors and officers with addresses
- All adopted policies

SECTION 11.2 — RETENTION

Corporate records shall be retained in accordance with The Order's Document Retention and Destruction Policy.

SECTION 11.3 — INSPECTION

Any director may inspect and copy The Order's records for a purpose reasonably related to the director's duties. The Board may adopt a written policy governing inspection of records by other parties, consistent with Washington law.

ARTICLE XII — AMENDMENTS

SECTION 12.1 — AMENDMENT BY THE BOARD

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of all directors then in office at any meeting of the Board at which a quorum is present, provided that written notice of the proposed amendment has been delivered to all directors at least fourteen (14) days before the meeting.

SECTION 12.2 — CONSISTENCY WITH ARTICLES

No amendment to these Bylaws shall be valid if it is inconsistent with The Order's Articles of Incorporation or with applicable law.

SECTION 12.3 — ADVISORY BODY INPUT

Before amending any provision of these Bylaws that directly affects the rights, role, or structure of an advisory body, the Board shall notify the affected advisory body and provide a reasonable opportunity for comment.

ARTICLE XIII — ADOPTION AND CERTIFICATION

These Bylaws were adopted by the Board of Directors of
The Order of the SWNs Foundation on:

Date: _____

Signed by the initial director:

Sherry Kinkade,
Director President / Founder

[Address on file with WA Secretary of State]

Certified by:

Sherry Kinkade,
Secretary