

BYLAWS of Advocates for Universal DPD/DPYD Testing

ARTICLE I

General

1.1 Name The name of the corporation is Advocates for Universal DPD/DPYD Testing (AUDT), a Michigan nonprofit Corporation (the "Corporation"). It is hereafter referred to as AUDT.

1.2 Office. The principal office and place of business of the Corporation is located at its principal place of business **45 Minges Road West, Battle Creek MI, 49015** or such other place as the Board of Directors ("Board") may designate.

ARTICLE II

Purpose

2.1 Purposes This corporation shall be a nonprofit organized under the laws of the State of Michigan and its purposes are exclusively charitable and educational. AUDT is committed to improving the standard of care for cancer patients undergoing fluoropyrimidine chemotherapy (5-FU and/or Capecitabine) by educating the public and healthcare professionals about DPD Deficiency, emphasizing that pre treatment testing is both best for patient safety and financially, by providing support and information to affected individuals and families, by supporting scientific and medical research to improve standard of care and by raising funds to support AUDT's goals. AUDT works collaboratively with other organizations both national and international.

ARTICLE III

Members

3.1 Members The Corporation has non-voting members, in addition to board members with voting rights.

3.2 Meetings Regular meetings of the members may be held twice during a calendar year via Zoom or other virtual meeting platform.

3.3 Special Meetings Special Meetings may be called by the Board and will be via Zoom or other virtual meeting platform.

3.4 Notice of Meetings Notice of Meetings will be given by email not less than five (5) days prior to the virtual meeting.

ARTICLE IV

Board of Directors

4.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

4.2 Number of Directors. The Board of Directors of this Corporation shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, Vice-President, Secretary, and Treasurer.

4.3 Qualifications. Directors shall have such qualifications as the Board may prescribe by resolution.

4.4 Election of Directors. Directors shall be elected by a majority vote of the Board of Directors at the annual meeting of the Board of Directors.

4.5 Terms. Unless a Director dies, resigns, or is removed (see 4.6.11), he or she will hold office for a term of up to two (2) years or until his or her successor is elected, whichever is later. At the end of the term, Board Members may serve additional three (3) year terms and will follow nominating committee procedures.

4.6 Meetings.

4.6.1 Annual Meeting. The annual meeting will be held in November of each year or on such date as the Board of Directors may determine for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

4.6.2 Regular Meetings. The Board may specify, by resolution, the date, time and place for holding of regular meetings without other notice than such resolution.

4.6.3 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the email request of the President or

any two Directors, or, in the case of a committee meeting, by the Chair or vice-Chair of the committee.

4.6.4 Place of Meetings. All meetings may be held virtually. Participation virtually shall constitute presence in person at a meeting.

4.6.5 Notice of Special Meetings. Notice of special Board or committee meetings may be given to a Director by email not less than 7 days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

4.6.6 Quorum. A majority of the number of Directors on the virtual call shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.6.7 Rules of Procedure. The rules of procedure at meetings of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure.

4.6.8 Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

4.6.9 Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent by email, setting forth the action so taken, shall be acknowledged by email by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

4.6.10 Resignation and Removal. If a Director intends to resign, they shall submit their intent to the Board Secretary in writing (email is accepted).

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

4.6.11 Vacancies. Whenever any vacancy occurs on the Board of Directors, the Nominating Committee will select qualified individuals to present to the Board of Directors to be voted upon at the next Board meeting

ARTICLE V

Officers

5.1 Board Officers. The officers of this Board shall be the President, Vice-President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in accordance with the provision of these Bylaws. Such officers who are elected or appointed by the Board of Directors have such authority and perform such duties as are designated from time to time by the Board of Directors. Any officer may be assigned by the Board any additional title that the Board deems appropriate. The same person may hold one or more offices, however, in the case of authorizing contracts or expenditures two different individuals must sign for the Board.

5.2 President

The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board. If He/She is not present, the Vice-President shall preside at the meeting of the Board.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

5.3 Vice-President

The Vice-President shall attend the majority of the meetings of the Board. The Vice-President shall have the following duties:

- a. He/She shall preside over the Board Meetings when the President is not in attendance.

5.3b Secretary

The Secretary shall attend the majority of the meetings of the Board. The Secretary shall have the following duties:

- a. He/She shall record all votes and minutes of all Board meetings/proceedings in a document to be kept for that purpose.
- b. He/She shall maintain a record system to include proceedings from all committee meetings/actions. Committee chairs will send committee meeting minutes to the Secretary.

5.4 Treasurer

The Treasurer shall attend the majority of the meetings of the Board. The Treasurer shall have the following duties:

- a. He/She shall submit to the Board all expenditures of funds raised by the Corporation for approval. After Board approval, all expenditures shall be signed for by the President and the Treasurer.
- b. He/She shall present a complete and accurate report of the finances raised by this Corporation at each Board meeting.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

5.5 Election of Officers. The Board may submit at the annual meeting the names of those persons for the respective officers of the Board. The election shall be held at the annual meeting of the Board.

Officers of the Board shall be eligible to succeed themselves in their respective offices.

4.5 Terms. Unless an officer dies, resigns, or is removed (see 4.6.11), he or she will hold office for a term of up to two (2) years or until his or her successor is elected, whichever is later. At the end of the term, Board Members may serve additional three (3) year terms and will follow nominating committee procedures.

5.6 Resignation and Removal of Officer. If an Officer intends to resign, they shall submit their intent to the Board Secretary in writing (email is accepted). Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

5.8 Vacancies. Whenever any vacancy of an officer occurs, the Nominating Committee will select qualified individuals to present to the Board of Directors to be voted upon at the next Board meeting.

ARTICLE VI

Committees

6.1. Committee Formation. The board may create committees as needed, such as finance, fundraising/marketing, outreach, nominating, medical advisory. Each committee shall have at least one Board member.

6.2 Executive Committee. The four (4) officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

6.3 Finance Committee. The treasurer is the chair of the Finance Committee, which may include up to two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with the board members as well as reviewing fundraising plans. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the board members and the public.

6.4 Fundraising and Marketing The Fundraising and Marketing Committee oversees the development and implementation of the fundraising plans, identifies and solicits funds from external sources of support, supports special events, sets long and short term fundraising goals and prepares a plan to meet those goals. This may include the maintenance of a presence on the web and social media. This committee works collaboratively with the Executive Committee.

6.5 Outreach & Education

The Outreach & Education Committee shall be responsible for promoting awareness of AUDT's mission, goals, and news. This may include a newsletter and organizing AUDT's participation at conferences.

6.6 Nominating Committee

The Nominating Committee makes recommendations to the Executive Committee for the addition of new Board members and sets the slate of Officers for the Board elections. The Nominating Committee also makes recommendations to the Executive

Committee for the filling of vacancies by election of the Board of Directors. The election may be held at the annual meeting of the Board.

6.7 Medical/Scientific Advisory Committee.

The Medical Advisory Committee may consist of a minimum of two health care professionals. They shall keep the President and the Board apprised of new developments that further the goals of AUDT, identify new opportunities for AUDT to advocate for testing, and recommend potential initiatives to further research and education on the value of testing.

ARTICLE VII

Corporate Staff

7.1 Staff. The Corporation does not intend to have any paid staff at this time. The Corporation may change this with majority vote of the Board.

ARTICLE VIII

Conflict of Interest and Compensation

8.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (AUDT) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. AUDT shall require all Board members to review and document their understanding of the Conflict of Interest Policy annually.

8.2 Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

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

1. An ownership or investment interest in any entity with which **AUDT** has a transaction or arrangement,
2. A compensation arrangement with **AUDT** or with any entity or individual with which the **AUDT** has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which **AUDT** is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

8.3 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 be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting

during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.4 Records of Proceedings The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.5 Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE IX

Indemnification

9.1 General. To the full extent authorized under the laws of the Michigan, the corporation shall indemnify any director, officer, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

9.2 Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of

the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

9.3 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X

Books and Records

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE XII

Dissolution

Upon termination or dissolution of AUDT, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of AUDT hereunder shall be selected by the discretion of a majority of the Board of Directors of AUDT. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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.


ARTICLE XII

Amendments

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by majority vote of the Board of Directors at any regular annual meeting thereof, or at any duly noticed and constituted special meeting thereof.

ADOPTION OF BYLAWS

The undersigned, being the Secretary of the Corporation, hereby certifies that these Bylaws are the bylaws of Advocates for Universal DPD/DPYD Testing (AUDT), adopted by resolution of the directors effective March 23, 2022



Maria Hopkins, Secretary - AUDT, Inc.