

**Bylaws of Center for Disease Analysis Foundation, Inc.  
(doing business as CDA Foundation)**

**ARTICLE I**

**NAME**

The name of the corporation (which hereinafter referred to as the "Corporation") shall be Center for Disease Analysis Foundation, Inc. doing business as the CDA Foundation.

**ARTICLE II**

**PURPOSE**

Corporation is a private foundation organized exclusively for charitable, educational, and scientific purposes. Specifically, the Corporation is organized to support studies and projects that increase the knowledge of human diseases, forecast future trends, promote disease prevention, enhance access to treatment and vaccines, and provide healthcare education around the world.

**ARTICLE III**

**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IV**

**DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, which shall have charge, control and management of the property, affairs and funds of the Corporation; and shall have the power and authority to do and perform all acts.

**Number.** The number of Directors may be increased, or decreased from time to time by a vote of the members of the Board, but in no case shall the number of Directors be less than three (3).

**Election of Directors.** Directors for the coming year shall be elected by a majority vote of the Board of Directors then serving at each annual meeting.

**Resignation.** A Director may resign at any time by giving written notice of resignation.

**Vacancies.** Any vacancy on the Board of Directors, whether by death, resignation, inability to serve, or resulting from an increase in the number of Directors, shall be filled by majority vote of the remaining member or members of the Board of Directors. Directors so appointed shall hold office for the remainder of the term of the Director being replaced.

**Term of Office.** Each Director shall serve for a term of two (2) years, and may succeed himself or herself for an unlimited number of terms. The Board shall be self-perpetuating, electing directors at its annual meeting.

**Compensation.** No Director shall receive compensation for his or her services as a Director; provided, however, that expenses incurred by a Director on account of the Corporation in the course of the performance of his or her duties shall be reimbursed.

In no event shall any part of the net earnings of the Corporation inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any other individual, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent internal revenue laws. A Director may be a salaried officer of the Corporation.

**Voting.** Each Director shall have one vote, and a majority vote shall be necessary for the exercise of the powers of the Board of Directors hereunder, unless otherwise required by these Bylaws or State law.

**Removal.** A Director may be removed from office without assigning any cause by a majority vote of the remaining directors, even though less than a quorum, so long as there are at least two directors other than the one being removed.

## **ARTICLE V** **MEETINGS**

**Annual Meetings.** The Board of Directors shall meet once a year in accordance with a resolution of the board of directors. The meeting shall be held in or out of the state.

**Special Meetings.** Special meetings of the Board of Directors shall be held upon the call of any member of the Board and at such reasonable date, time and place, in or out of the state, as may be fixed in any such call, and written notice stating the date, time, place and the matters to be acted upon at such meetings shall be delivered to each member of the Board at least five (5) days prior to the date fixed for such meeting in accordance with the Bylaws. Only matters set forth in the notice of the meeting may be acted upon at the special meeting. Any Director may waive notice of a meeting and a Director's presence at a meeting shall constitute a waiver of notice. By unanimous consent in writing of all Directors, special meetings of the Board may be held at any time and place without notice.

**Quorum.** The presence in person of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of any and all business at any meeting of the Board of Directors. Action authorized by vote of a majority of the Directors present at a duly convened meeting of the Board shall be the action of the Board, unless a larger number of Directors is required for such action by these Bylaws, the Articles of Incorporation or the laws of the State of Colorado.

**Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting and/or without prior notice if a written

consent in lieu of such meeting, which sets forth the action so taken, is signed either before or after such action by all Directors. All written consents shall be filed with the minutes of the Board's proceedings.

**Meeting by Telephone or Similar Communications.** The Board of Directors may participate in meetings by means of conference telephone or similar communications equipment, whereby all directors participating in the meeting can hear each other at the same time, and participation in any such meeting shall constitute presence in person by such Director at such meeting. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or similar communications equipment.

**Action without Meeting.** Any action required by the Board of Directors, according to these bylaws, may be taken without a meeting if notice is transmitted in writing (including email) to each member of the Board of Directors. The notice shall include:

1. The action to be taken.
2. Stated deadline for the vote.
3. That failure to respond by the time states shall have the same effect as abstaining in writing.

## **ARTICLE VI** **OFFICERS**

**Designation.** The officers of the Corporation shall consist of a president, a secretary, and a treasurer, and may include one (1) or more vice presidents, and such other officers, assistant officers, and agents as may be deemed necessary, each to have such duties and authorities as are provided by these Bylaws, or as the Board of Directors may from time to time determine. Any two (2) offices may be held by the same person, except the offices of the president and secretary.

**Election.** The officers shall be elected by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

**Term.** Officers shall serve for a term of one (1) year or until the next annual meeting of the Board of Directors, and until their successors are elected and qualified, or until their earlier resignation, removal, or death.

**Resignation.** Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

**Removal.** Officers may be removed from office at any time, with or without cause, upon a majority vote by the Board of Directors at any regular or special meeting.

**Vacancies.** A vacancy in any office caused by resignation, removal, or death may be filled for the unexpired term of the predecessor in the office by the Board of Directors at any regular or special meeting.

**President.** The president shall have general supervision over the affairs of the Corporation, and shall perform all duties incident thereto and have such power as any from time to time be assigned by the Board of Directors.

**Vice President.** The vice president, if any, or if there shall be more than one (1), shall, in the absence or disability of the president, perform the duties and exercise powers of the president, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Secretary.** The secretary shall: (i) act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; (ii) keep the minutes thereof; (iii) see that reports, statements, and other documents required by law are properly kept and filed; and (iv) in general, perform all the duties incident to the office of the secretary and such related duties as may from time to time be assigned by the Board of Directors of the president. The books, records, and papers in hands of the secretary shall at all times be subject to inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the secretary shall turn over to his or her successor in the office all books, records, papers, and other properties of the Corporation.

**Treasurer.** The treasurer shall: (i) collect and keep an account of all moneys received and expended for the use of the Corporation; (ii) deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; (iii) present reports of the finances of the Corporation at each annual meeting and when called upon by the president; and (iv) perform such related duties as shall be directed by the Board of Directors or the president. The funds, books, and vouchers in the hands of the treasurer shall at all times be subject to inspection, supervision and control of the Board of Directors and president. At the expiration of his or her term of office the treasurer shall turn over his or her successor in office all books, records, monies, and other properties of the Corporation.

**Other Officers.** Other officers elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the president.

**Compensation of Officers.** Salaries or other compensation of the officers may be fixed from time to time by the Board of Directors, provided that such salaries and compensation shall not be excessive in the amount and shall be for services which are reasonable and necessary for performance of the Corporation's purposes.

**ARTICLE VII**  
**FISCAL YEAR**

Corporation shall keep its books and accounting records with the fiscal year commencing on January 1<sup>st</sup>, and all required returns shall be filed on such basis.

**ARTICLE VIII**  
**PRINCIPLE OFFICE**

The place in this state where the principal office of the Corporation is to be located is the City of Lafayette, Boulder County.

1120 W South Boulder Rd  
Suite 102  
Lafayette, CO 80026-8952

The principal office of the Corporation shall be at such place as the Board of Directors may by resolution designate from time to time. The Corporation may also maintain additional offices at other places as the Board of Directors may from time to time designate.

**ARTICLE IX**  
**DURATION**

The period of Corporation's duration is perpetual.

**ARTICLE X**  
**DISSOLUTION AND DISTRIBUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax 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 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.

Provisions for the voluntary dissolution of the Corporation and for distribution of assets on dissolution or termination of the Corporation are as follows:

- A. Although the period of duration of the Corporation is perpetual, voluntary dissolution may be accomplished upon the approval of a majority of the votes cast at a regularly scheduled meeting of the Board of Directors of the Corporation at which a quorum is present. If for any other reason the Corporation must be

dissolved or terminated, such shall be accomplished according to the provisions of the Colorado Revised Nonprofit Corporation Act of 2011, as amended from time to time.

- B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying for making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or such charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 510(c)(3) of the Code, or the corresponding provisions of any future Internal Revenue Law, as the Board of Directors shall determine. 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 XI** **INDEMNIFICATION**

The Corporation shall indemnify each Director, officer, and employee of the Corporation to the fullest extent permitted under the laws of the state of Colorado.


#### **ARTICLE XII** **LIABILITY OF OFFICERS AND DIRECTORS**

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his fiduciary duty as a director or officer, provided, however, the forgoing shall not eliminate or limit the liability of a director or officer if the director or officer engaged in willful misconduct or a knowing violation of the criminal law. The provision shall eliminate or limit the liability of directors or officers only to the maximum extent permitted from time to time by the Colorado Revised Nonprofit Corporation Act of 2011, or any successor law or laws. Any repeal or modifications of the foregoing protection shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE XIII** **AMENDMENTS**

These Bylaws may be modified, altered or amended by the Board of Directors at any meeting thereof by an affirmative vote of the majority of the Board of Directors. No Bylaw may be amended, altered, repealed or adopted in contravention or derogation of the Articles of Incorporation of the Foundation.

Adopted on this 2<sup>nd</sup> day of January, 2016.



Homaune A. Razavi  
Incorporator