

BYLAWS

OF THE

Myositis Support and Understanding Association, Inc.

(A Delaware Not-for-Profit Corporation)

ARTICLE I: NAME

The name of this nonprofit corporation is Myositis Support and Understanding Association, Inc., hereinafter referred to as "MSU."

ARTICLE II: NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes

MSU is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or

(ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

Section 2. General Objectives & Purposes

MSU is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Corporation Act (the "Act"), and such other laws governing not for profit, Delaware corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code").

Section 3. Specific Objectives & Purposes

The specific objective and purpose of this Corporation shall be to solicit, collect, obtain, raise and manage money for charitable purposes consistent with the mission statement of MSU, and to expend, contribute and otherwise disburse such funds received for purposes relating to this mission.

Mission: Myositis Support and Understanding (MSU) is dedicated to improving the lives of Myositis patients through self-advocacy programs, need-based financial assistance for medical-related expenses and to provide education and support for patients, caregivers, healthcare providers and the general public about Myositis. MSU will foster direct involvement with other Myositis organizations to help promote treatment innovation and research with our collective eyes on a cure and provide financial support to organizations that share similar visions.

ARTICLE III: OFFICE

MSU shall maintain an office in a place determined by the Board of Directors, which is not required to be in the State of Delaware. MSU shall have a registered Agent as required by law.

ARTICLE IV: MEMBERSHIP

MSU will not have a Membership outside of the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number. MSU shall have no less than one (1) and no more than twenty (20) voting Board Members, or such other number as may be determined by the Board of Directors from time to time and shall be known as the Board of Directors. Individual Members of the Board of Directors shall be known as Board Members.

Section 2. Qualifications. Board Members shall be the age of majority as defined by the laws of the State of Delaware and shall be residents of the United States of America.

Section 3. General Powers. The property, affairs and business of MSU shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to Officers of MSU and to committees such powers as provided for in these Bylaws.

Section 4. Duties. It shall be the duty of the Board Members to:

- a. Perform all duties imposed on them individually or collectively, by law, by the Articles of Incorporation or these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, specify the duties and fix the compensation, if any, of all Officers, Agents, Volunteers and Employees of MSU;
- c. Supervise all Officers, Agents, Volunteers and Employees of MSU to assure that duties are properly performed;
- d. Meet at such times and places as may be required by these Bylaws;
- e. Register their mailing address, e-mail address, phone and facsimile number with the Secretary of MSU. Notices of meetings sent via U.S. Mail or e-mail to Board Members at their registered addresses shall be valid notices thereof.

Section 5. Compensation. Board Members shall serve without compensation.

Section 6. Meetings. The Board of Directors may provide by resolution the time and place for holding annual meetings, regular meetings or special meetings of the Board. The meetings of the Board of Directors shall be closed except to those persons invited by a Board Member with prior authorization given by the Board President. Regular Board meetings will be held on a quarterly basis.

Section 7. Notice of Meetings Notice of meetings of the Board of Directors shall be sent to each Board Member by either U.S. mail, overnight courier, facsimile, e-mail or other mode of written transmittal, not less than ten (10) days before the time set for such a meeting, and must include the time, date and place of such meeting. Any Board Member may waive notice of any meeting before, at or after such meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Board Members, or by persons specifically authorized to do so under the laws of the State of Delaware to call special meetings of the Board of Directors.

At least 48 hours prior notice shall be given by the President of MSU to each Board Member of each special meeting of the Board of Directors. Such notice may be oral or written and, if written, shall be done by e-mail or facsimile and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of e-mail or facsimile notification, documentation of the notice sent shall be kept by the Secretary.

Section 9. Quorum. A presence of a majority of the voting Members of the Board of Directors in office, whether in person, by telephone, via teleconference or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such Board meetings must be approved by a majority of the total Board of Directors before said decisions become official.

Items that are time-sensitive and cannot wait for a full meeting of the Board may be voted on via e-mail, facsimile or via other means of electronic communication, as permitted by law. These communications shall be kept by the Secretary and shall be clear that a majority of the Board has voted in favor for an item to become official.

Section 10. Manner of Acting.

Section 10a. Majority Vote. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or these Bylaws.

Section 10b. Hung Board Decisions. On the occasion that Board Members are unable to make a decision based on a tied number of votes, the presiding Chair shall have the power to swing the vote based on his or her discretion.

Section 11. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Board President or, in his or her absence, by the Vice President, by rank and order, or, in the absence of each of these persons, by a Chairperson chosen by the majority of the Board of Directors present at the meeting. The Secretary of MSU shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding Chair shall appoint another person to act as Secretary of the meeting.

Section 12. Teleconferencing. Meetings of the Board may be conducted by conference call, teleconference or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the Board Members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the Members of the Board of Directors are physically congregated.

Section 13. Action by Unanimous Written Consent. Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board Members entitled to vote with respect to the subject matter thereof. Writings made through e-mail, or other electronic means, shall be considered official Board Communications when indicated as such. Electronic signatures or indication of agreement by Board Members via e-mail or other electronic means will suffice as an official "signature."

Section 14. Vacancies. Vacancies on the Board of Directors shall exist upon the natural end of a Board Member's term, as well as the death, resignation or removal of any Board Member and whenever the number of authorized Board Members is increased.

Any Board Member may resign effective upon giving of written notice to the President, the Secretary or the Board of Directors, such resignation to be effective upon receipt unless the resignation specifies a later time for the effectiveness of such resignation. No Board Member may resign and no resignation shall be accepted if in doing so MSU would then be left without a duly elected Board of Directors in charge of MSU's affairs, except on notice to the Office of the Attorney General or other appropriate state agency.

Section 15. Term of Office. After the initial creation of the Board, each subsequently elected Board Member shall hold a term of office for a period of three (3) years and may be renewed if continually elected by a majority Board vote.

Section 16. Board Nominations. In the instance of Board vacancies, whether for Officer positions or general Board Member positions, people interested in potentially becoming Board Members can be nominated by two methods. 1) Any current Board Member may nominate a potential Candidate for consideration, either by e-mail or during a Board Meeting. 2) Interested parties may submit an application to the Board for the open position via e-mail, the website or U.S. mail. However, whenever a candidate applies through this manner, the current Board Members will review the application, and in order for the Nomination to become official, a formal Nomination must occur by one (or more) of the current Board Members by e-mail or in a formal Board meeting.

Section 17. Elections. The list of nominees as developed by the Board of Directors shall be compiled for elections at least ten (10) days prior to elections.

Such election of Board Members shall be by the affirmative vote of a majority of the Board Members in attendance. Incoming Board Members shall be elected at the last Board meeting of the outgoing Board Members and shall serve until their successors have been duly elected.

Section 18. Advisors to the Board of Directors. Advisors to the Board shall be appointed by the President and approved by a majority vote of the Board of Directors by email or during any Board meeting and shall serve a two (2) year term. Advisors shall serve without compensation and attend Board meetings as required to make reports and offer counsel.

Section 19. Non-liability of Board Members. The Board Members, and each of them individually, shall not be liable for the debts, liabilities or other obligations of MSU.

Section 20. Removal and Resignation. Any Board Member or Officer may be removed from office at any time by the affirmative vote of the majority of the Board Members in office, whenever in their judgment the best interests of MSU would be served thereby. During any proceedings regarding removal of a Board Member, the Member shall leave the meeting while the Board of Directors deliberate and vote. A Board Member may be removed if:

- a. the Board Member is absent and unexcused from two (2) or more meetings of the Board of Directors in a twelve month period. The Board's President is empowered to excuse Board Members from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him or herself from the Board meeting attendance, and in that case, the Board Vice President shall excuse the President. Or,
- b. for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the Board Member in question is given electronic or written notification of the Board's intention to discuss his or her case and is given the opportunity to be heard at a meeting of the Board of Directors.

ARTICLE VI: OFFICERS

Section 1. Officers. The Officers of MSU shall be President, Vice President, Secretary and Treasurer and such other Officers as may be determined by the Board of Directors. The Board of Directors may decide not to fill all offices and they may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.

DUTIES OF PRESIDENT

1. Direct and be responsible for the overall operation of MSU and the strategic plan.
2. Serve as MSU's official representative and spokesperson on matters of policy and positions.
3. Call, preside and set agenda of meetings.
4. Designate committees, appoint committee chairs and supervise committee activities.

DUTIES OF VICE PRESIDENT

1. Shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President.
2. Designate committees and supervise their activities.
3. Assist the President as requested.

DUTIES OF SECRETARY

1. Record and maintain minutes of all meetings.
2. Keep an official binder or folder that contains signed, hard copies of meeting minutes and reports, as well as all official documents pertaining to the Board and its operations.

3. Maintain copies of all Board e-mail decisions and related discussions.
4. Handle all official mailings and keep the calendar for Board-related information and elections.
5. Assist the President as requested.

DUTIES OF TREASURER

1. Shall be responsible for opening and maintaining bank accounts as well as be responsible for charge and custody of all funds and securities of MSU and shall deposit all such funds in the name of MSU in such banks, trust companies or other depositories as may be selected by the Board of Directors.
2. Receive, and give receipt for, funds received, due and payable to MSU from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of MSU as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of MSU's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Board Member of MSU, or MSU's attorney, on request thereof.
6. Render to the President and Board Members, whenever so requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of MSU.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports or audits.
8. Assist the President as requested.

Section 2. Qualifications. Officers shall be the age of majority as defined by the laws of the State of Delaware, and shall be residents of the United States of America.

Section 3. Election and Term of Office. The Officers shall be elected by the Board of Directors for a three (3) year term. Officers are limited to two (2) three-year (3) terms in any one office.

Officers shall be Members of the Board of Directors having been nominated and elected pursuant to Article V, Sections 16 and 17. At the time of the Board of Director elections, new Board Members can be simultaneously elected to Officer positions on the Official motion of a current Board Member. Once chosen in such manner, they shall hold their offices for such terms as are prescribed by the Bylaws or determined by the Board of Directors. Each Officer shall hold office until such Officer's successor is elected and qualified or until such Officer's earlier resignation or removal. Any Officer may resign at any time upon written notice to the Board of Directors.

Such election of Officers shall be by the affirmative vote of a majority of the Board Members in attendance. Incoming Officers shall be elected at the last Board meeting of the outgoing Officers and shall serve until their successors have been duly elected. When a Board Member assumes an Officer position, his or her term as a Board Member ends and a new term as an Officer begins.

Section 4. Vacancies. Any vacancy occurring caused by the death, resignation, removal, disqualification or otherwise, of an Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment made by the President until such time as the Board of Directors shall take action to fill the vacancy. Vacancies occurring in Officer positions appointed at the discretion of the Board of Directors may or may not be filled, as the Board of Directors deems necessary.

An Officer selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled or new Board Memberships created and filled at any meeting of the Board of Directors.

Section 5. Compensation. Board Members, Officers, Advisors and Committee Members of the Board of Directors shall serve without compensation.

ARTICLE VII: COMMITTEES

Section 1. Creation, Membership, Etc. The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate from among its Members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of MSU between meetings of the Board of Directors as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee shall be appointed annually to serve for one (1) year or until their successors have been appointed. A majority of the Members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the act of a majority of the Members of each committee present at any meeting at which a quorum is present shall be the act of such committee. Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these Bylaws, elect its own Chairman and determine its own rules.

Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate Members of such committees to serve in the temporary absence or disability of any Member. Such designation of a Member or such appointment of an alternate Member may be terminated at any time, with or without cause, and any Member or alternate Member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

Section 2. Prohibited Actions. Anything in Section 1 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- a. Make, alter or repeal any Bylaw of MSU;
- b. Make decisions that affect the full Board, outside of the committee's purpose;
- c. Elect or appoint any Board Member or remove any Officer;
- d. Submit to Board Members any action that requires Members' approval;
- e. Amend or repeal any resolution previously adopted by the Board of Directors; or
- f. Spend money without the approval of a majority of the Board of Directors, such Board approval can be granted through any means allowed under the terms of this document including official verbal communications, electronic communications, etc.

ARTICLE IX: IRC Section 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities. No substantial part of the activities of MSU shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and MSU shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of MSU shall inure to the benefit of, or be distributed to, its Board Members, Trustees, Officers or other private persons, except that MSU shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and mission of MSU.

Section 3. Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of MSU 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. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

Section 4. Conflict of Interest Policy. These Bylaws direct that a conflict of interest policy be adopted to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Board Member or MSU as a whole, or might result in a possible excess benefit transaction. The policy shall supplement but not replace any applicable federal or state law governing conflict of interest applicable to not for profit and charitable organizations.

ARTICLE X: AMENDMENTS

These Bylaws may be amended by a majority vote of the Board Members present and voting at a general or regular meeting, provided notice of such submission of such amendment is given in writing through U.S.mail, overnight courier, facsimile, e-mail or other mode of written transmittal, at least ten (10) days in advance of the meeting at which action is to be taken.

ARTICLE XI: MISCELLANEOUS

Section 1. Execution of Instruments. The Board of Directors may authorize any Officer or Officers, Agent or Agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of MSU, and such authority may be general or confined to specific instances. Unless authorized to do so by these Bylaws or the Board of Directors, no Officer, Agent or Employee shall have any power or authority to bind MSU by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 2. Checks, Drafts, Etc. All checks, drafts or other evidences of indebtedness issued in the name of MSU in excess of the amount of \$200 shall be signed or endorsed by two (2) Officers, Agents or Employees of MSU as shall from time to time be determined by resolution of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. Checks that are used to pay for the day-to-day operations, have prior approval of the Board, and are in amounts up to \$200 can be signed by an individual (single) authorized signer. Additionally, Board Members are empowered to act on behalf of MSU to conduct its normal daily business, including but not limited to, making purchases, paying for services, postage, etc. up to \$50 without prior approval of the Board. All purchases must be substantiated by receipts. Each of such Officers or Employees shall give such bond as the Board of Directors or such Committees may require.

Section 3. Deposits. All funds of MSU not otherwise employed shall be deposited from time to time to the credit of MSU in such banks, trust companies, mutual funds or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any Officer, Agent or Employee of MSU to whom such power may be delegated by the Board of Directors or by either of such Committees, and for the purpose of any such deposit, all checks, drafts and other orders for the payment of money which are payable to the order of MSU may be endorsed, assigned and delivered by any Officer of MSU authorized by, or in such other manner as may from time to time be determined by resolution of the Board of Directors or either of such Committees.

Section 4. Indemnification. MSU shall, and hereby does, indemnify each of its present and former Board Members, Officers and Agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Board Member, Officer or Agent of MSU, provided the Board Member, Officer or Agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of MSU, and provided further that if such indemnity is with respect to a criminal proceeding, the Board Member, Officer or Agent had no reasonable cause to believe the conduct was unlawful.

Section 5. Insurance. MSU may purchase and maintain insurance on behalf of the Board of Directors, Officers, former Board Members and former Officers and all persons who have served at its request or by its election as a Board Member or Officer of another association, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been Board Members or Officers of MSU or Board Members or Officers of such other association, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of

MSU, whether or not MSU would have the power to indemnify them against such liability or settlement under the provisions of this section.

Section 6. Fiscal Year. The fiscal year of MSU shall commence on January 1 and end on December 31.

Section 7. Seal. The Board of Directors shall provide a corporate seal which shall bear the full name of MSU and the year of its incorporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

ARTICLE XII: CORPORATE RECORDS

MSU shall keep at its principal office, or at the office of the Secretary:

1. Minutes of meetings of the Board and Committees of the Board indicating the attendees, time and place of holding such meetings, whether regular or special, how called, the notice given, waivers received, the names of those present and the proceedings thereof.
2. Adequate and correct reporting on the books of account.
3. A record of its Board Members and Officers indicating their names, addresses, e-mail addresses and other contact information, and the election date and termination date of all Board Members.
4. A copy of MSU's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board Members and Officers of MSU at all reasonable times.
5. All other notices and corporate documents required by law, the Articles of Incorporation or by these Bylaws, including e-mail copies of Board resolutions, communications and decisions.

ADOPTION OF BYLAWS

We, the undersigned, the initial Board Members of Myositis Support and Understanding Association, Inc., consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of MSU.

Dated 15th day of July 2015

Gerald L. Williams Jr., President

Sandra M. Block, Vice President

Emily Filmore, Secretary