# AMENDED AND RESTATED BYLAWS
# OF
# NATIONAL TUBEROUS SCLEROSIS ASSOCIATION

## ARTICLE I
## NAME AND OFFICES

SECTION 1. NAME

The name of the corporation is National Tuberous Sclerosis Association (the "*Corporation*"), d/b/a TSC Alliance. The Corporation's name can be changed only by amending the Corporation's Articles of Incorporation filed with the California Secretary of State.

SECTION 2. REGISTERED OFFICE AND AGENT

The Corporation shall maintain a registered agent in the State of California and shall have a principal office in a place determined by the Board of Directors.

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places both within and outside the State of California as the Board of Directors of the Corporation (the "*Board*") may from time to time determine and the business of the Corporation may require or make desirable. The Board may designate any of its offices as the Corporation's principal office.

## ARTICLE II
## PURPOSES AND GOVERNING INSTRUMENTS

SECTION 1. PURPOSES

The purposes of the Corporation are set forth in its Articles of Incorporation. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in its Articles of Incorporation, including all power and authority granted by the California Nonprofit Public Benefit Corporation Law within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("*Section 501(c)(3)*").

SECTION 2. GOVERNING INSTRUMENTS

The Corporation is governed by its Articles of Incorporation and these Bylaws.

ARTICLE III
**ORGANIZATION AND MEMBERSHIP**

SECTION 1. ORGANIZATION

A. California, Nonprofit Membership Corporation. The Corporation is a membership corporation organized, existing, and operating pursuant to the Nonprofit Public Benefit Corporation Law of the State of California.

B. Related Organizations. The Corporation shall organize and control all related entities, including, but not limited, to affiliates, chapters, or councils organized and existing pursuant to procedures and policies which may be established from time to time by the Board.

SECTION 2. MEMBERSHIP

A. Classification of Members. This corporation shall have one class of members with voting rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law. The Board may, by resolution, establish one or more categories of non-voting associates who may be referred to as members, and provide for their rights and obligations (including the obligation to pay dues); however, the terms member and membership, as used in these Bylaws, shall refer only to voting members.

B. Membership File and List. The Corporation shall maintain a membership file, containing the name, address, and other pertinent information on each member of the Corporation, including but not limited to a member's designation as a Lifetime Member if applicable. Termination of the membership of any member of the Corporation shall be recorded in the file, together with the date of termination of such membership. The membership file shall be maintained electronically at the Corporation's principal office and shall be available for inspection by any director or member of the Corporation on a confidential and restricted basis, in all cases subject to the provisions, restrictions, and limitations contained in Cal. Corp. Code §§ 6330 - 6338, during regular business hours and upon reasonable notice to the President and Secretary. Any request for inspection shall state the purpose for the inspection. The contents of a Membership Application (as defined below) or a membership file may not be disclosed by the Corporation to third parties without the applicant or member's prior written consent, unless mandated by applicable law or as described in this Section.

C. Membership Policy. Membership in the Corporation is available to any person who subscribes to the purposes and objectives of the Corporation, without regard to race, religion, gender, sexual orientation, age, color, national origin, or mental or physical handicap or disability. There is no limit to the number of members in the Corporation.

D. Establishment of Membership by a Membership Application, by Election to the Board, by Appointment to a Committee, and Lifetime Members.

1. An individual may apply for membership by submitting to the Corporation at any time, an application for membership on a form designated by the Corporation ("*Membership Application*"). Membership shall commence upon the Corporation's receipt of the Membership Application and upon payment of any dues if so required by the Corporation. Membership shall terminate automatically on December 31 of the calendar year following the year in which membership commenced, unless the member elects to renew the membership in accordance with Section 2 below. Members with Lifetime Member status are not required to renew their membership.

2. From December 1 through December 31 of the year in which a member's membership would otherwise terminate in accordance with Section 1 above (the "*Renewal Period*"), such member, in order to maintain his or her membership with the Corporation, must confirm in writing as directed by the Corporation his or her intention to remain a member, in a form provided by or otherwise acceptable to the Corporation (a "*Membership Confirmation*"). If the member submits a Membership Confirmation within the Renewal Period, his or her membership shall extend an additional two (2) years from the prior termination date and shall terminate automatically on the calendar year end when the additional two (2) years have elapsed, unless the member elects to renew the membership again in accordance with this Section.

3. Any person who is elected to the Board is, by virtue of that election and for the period he or she is serving as a director, a member of the Corporation, regardless of whether such person has followed the procedures described in Sections 1 and 2 above.

4. Any person who is appointed to a committee of the Board, including, but not limited to, any advisory or ad hoc committee, is, by virtue of such appointment and for such period as that person continues to serve as a committee member, a member of the Corporation, regardless of whether such person has followed the procedures described in Sections 1 and 2 above.

5. Any member who establishes membership by virtue of subsections 3 or 4 above shall remain a member of the Corporation for the remainder of the calendar year in which his or her service on the Board or on a committee of the Board terminates. In order to remain a member of the Corporation following December 31, the member must submit a Membership Confirmation in accordance with Section 2 above during the Renewal Period.

6. The date of commencement for such member going forward, for purposes of determining when the individual's membership will terminate if not renewed, will be deemed to be

December 31. Except for Lifetime Members, all members need to renew their membership application, regardless of whether they have renewed it in the past.

7. Notwithstanding any of the foregoing, any member designated as a Lifetime Member by the Corporation and recorded as such in the membership file of the Corporation is not required to submit a Membership Application or Membership Confirmation at any time after being designated a Lifetime Member, and his or her membership will not automatically terminate after any set period of time.

E. Attributes of Membership. Membership is characterized by the following:

1. No individual member of the Corporation, as such, is personally liable for the debts, liabilities, or obligations of the Corporation.

2. Membership is not transferable or assignable.

F. Rights of Membership. Subject to procedures set forth by these Bylaws, the Corporation's policies, and applicable law, the Corporation's members have the following rights:

1. To elect directors.

2. To change (a) the number of directors if fixed in the Bylaws, (b) the maximum or minimum number of directors, if a range is stated in the Bylaws, or (c) the number of directors set forth in the Bylaws from a fixed number to a range or vice versa.

3. To remove any directors without cause.

4. To fill any vacancy caused by the removal of a director.

5. To attend meetings, activities, and events organized by the Corporation for all of its members.

6. To vote on all proposals that are subject to approval by the Corporation's membership under the Articles of Incorporation, the Bylaws, or applicable law, including:

a) any amendment to the Bylaws that materially and adversely affects member rights to vote or to transfer their memberships or as further provided under the California Nonprofit Public Benefit Corporation Law;

b) any amendment to the Articles of Incorporation of the Corporation, except for amendments permitted to be adopted by the Board alone under Section 5812(b) of the California Nonprofit Public Benefit Corporation Law;

c) the disposition of all or substantially all of the assets of the Corporation;

d) any merger of the Corporation;

e) any voluntary dissolution of the Corporation; and

f) any other matters that may properly be presented to members for a vote, pursuant to the Corporation's Articles, Bylaws, or action of the Board, or by operation of law.

7. To submit proposals for consideration at meetings of the Corporation's membership and the Board.

8. To stand for nomination as a director.

9. To inspect the membership records, to the extent and in the manner and for the proper purposes provided for Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

SECTION 3. MEETINGS OF MEMBERS

A. Annual Member Meeting. One regular meeting of the members shall be held annually at a date, time, and place designated by the Board.

B. Special Meetings of Members. Special meetings of members for any lawful purpose may be called by the Chairperson, the Board, or not less than five percent (5%) of the members and shall be held at a place designated by the Board.

C. Notice of Meetings.

1. Notices Provided by the Secretary of the Corporation. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation, not less than ten (10) days nor more than ninety (90) days before the date of the meeting, to each member who, on record date of the notice of the meeting, is entitled to vote thereat. The notice shall be delivered to the last address provided by the member to this corporation for purposes of notice, either personally or by telegram, facsimile transmission, electronic transmission, or first-class, registered, or certified mail not less than ten (10) nor more than ninety (90) days before the date of such meeting, or by other mail not less than twenty (20) nor more than ninety days (90) before the date of such meeting. Notice is deemed to have been given at the time when delivered

personally, deposited in the mail, or sent by telegram or other means of written communication, including electronically.

2. Contents of Notice. Notice of meetings shall state the meeting date, hour, and place and at whose direction the meeting is being called. Pursuant to Section 5512(b) of the California Corporations Code, in cases where a quorum is less than one-third (1/3) of the voting power of the members, then the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, are matters for which notice of the general nature was given. In the case of the annual regular meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the members. In the case of special meetings, the general nature of the business to be transacted and no other business may be transacted. A certification of the Secretary or an Assistant Secretary of the Corporation that the notice has been given is, in the absence of fraud, prima facie evidence of the facts stated therein.

3. Notice of Meetings Called by Members. If a special meeting is called by members, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President or Secretary of the Corporation. The officer receiving the request shall promptly give notice to the members entitled to vote that a meeting will be held, stating the date, time, place, and purpose of the meeting. The date of such meeting shall be fixed by the Board and may not be less than thirty-five (35) days nor more than ninety (90) days after the receipt by the officer of the request for the meeting. If notice is not given within twenty (20) days after receipt of the request, persons calling the meeting may give notice themselves. A certification of the Secretary or an Assistant Secretary of the Corporation that the notice has been given is, in the absence of fraud, prima facie evidence of the facts stated therein.

4. Waiver of Notice of Meetings or Consent by Members.

   a) Generally. Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting signs (i) a waiver of notice; (ii) a consent to holding the meeting; or (iii) an approval of the minutes, in any case in writing, which may include electronic mail or facsimile transmitted by a member. The waiver of notice, consent to holding the meeting, or approval of minutes need not specify the purpose or general nature of business to be transacted at such meeting, unless action is taken or proposed to be taken on matters specified in Paragraph 5 below, in which case the waiver, consent, or approval must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.

b) Effect of Attendance at Meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Paragraph 5 below, if that objection is expressly made at the meeting.

5. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken at a meeting of members with respect to the following proposals, such action is invalid unless approved by a two thirds (2/3) super-majority of those entitled to vote or unless the general nature of the proposal is stated in the notice of the meeting:

A. Removing a director or directors without cause.

B. Filling of a director vacancy or vacancies on the Board by members caused by removal of a director.

C. Amending the Articles of Incorporation.

D. Electing to voluntarily wind up and dissolve the Corporation.

D. Quorum.

1. A quorum shall consist of ten percent (10%) of the members of the Corporation.

2. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business, even though loss of a quorum at the meeting is experienced due to withdrawal of members from the meeting. However, any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

3. In the absence of an initial quorum, any meeting of the members shall be adjourned and no business may be transacted at such meeting.

4. When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, of the time, date, and place of the adjourned meeting. However, if, after adjournment, a new record date is fixed for notices or voting, a notice of the adjourned meeting shall be given to each

member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 4. MANNER OF MEMBER VOTING

A. Act of the Members. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number. Notwithstanding the foregoing, directors may be elected by a plurality of the votes of the members voting at a duly held meeting at which a quorum is present.

B. Voting at a Meeting. Voting at meetings may be by voice vote, by show of hands, or by secret ballot, provided that any vote requested by a majority of the voting power present at the meeting, shall be conducted by secret ballot. Each member has one vote. Subject to any guidelines and procedures that the Board may adopt, members not physically present in person at a face-to-face membership meeting may, by electronic transmission in compliance with Section 5 of this Article, or by electronic video screen communication, participate in the meeting, or by valid unrevoked proxy, be deemed present in person and vote at the meeting.

C. Proxy Voting. Members entitled to vote have the right to vote by written proxy, executed by such person or by his or her duly authorized agent and filed with the Secretary of the Corporation. Proxies are a qualified vote if in writing, signed by the member and received at the Corporation's headquarters at least one business day prior to the date of the meeting. A member may also authorize another person or persons to act for such member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, facsimile telecommunication or other means, method or form of electronic transmission to the person who will be the holder of the proxy, provided that any such telegram, cablegram, facsimile telecommunication or other means, method or form of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram, facsimile telecommunication or other form, means or method of electronic transmission was authorized by the member.

1. All proxy forms prepared by the Corporation shall state the general nature of the matter to be voted on, and in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy that is marked by a member withhold, or otherwise marked in a manner indicating the authority to vote for the election of directors is withheld, said proxy shall not be voted either for or against the election of a director.

2. Proxy forms prepared by the Corporation shall afford an opportunity for the member to specify a choice between approval or disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

D. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

E. Action by Written Ballot Without a Meeting.

1. Generally. Any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

2. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

3. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to this corporation and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

4. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

5. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. This corporation may send the ballot and any related materials, and the member may return the ballot, by electronic transmission, in compliance with the California Nonprofit Public Benefit Corporation Law. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

6. Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Secretary of this corporation in writing prior to close of the balloting period and casts a new ballot within the balloting period.

7. Election Ballots. Any ballot used in the election of directors shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

F. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members at a meeting, may be taken without a meeting if all members shall individually or collectively consent to such action in writing. If action is taken by written consent, the consent(s) shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance with the California Nonprofit Public Benefit Corporation Law. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 5. MEETINGS BY ELECTRONIC TRANSMISSION

A meeting of the members may be conducted, in whole or in part, by electronic transmission or by electronic media screen communication, in compliance with the California Nonprofit Public Benefit Corporation Law, so long as all of the following apply:

A. the member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by Article X, Section 1;

B. if the member is a natural person, prior to or at the time of consenting, the member received a clear written statement informing him or her of:

1. any right or option to have the transmissions provided or made available on paper or in non-electronic form;

2. whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and

3. the procedures the member must use to withdraw consent.

## ARTICLE IV
## BOARD OF DIRECTORS

The business and affairs of the Corporation are conducted by, and all corporate powers are exercised under the ultimate direction of, the Board. The Board has the general power to manage and control the business, affairs and property of the Corporation. The Board has full power to manage and direct the Corporation, to enable it to accomplish its purposes and objectives. In particular, but not by way of limitation, the Board has the power to elect officers, to employ staff, and retain professional services (e. g., financial and legal) to the extent required. The Board may adopt such

rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board deems advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one or more committees as provided in Article V below. The Board may not permit any part of the net earnings, capital, or other property of the Corporation to inure to the benefit of any director, officer, or other individual. However, the Corporation may employ such person or persons, including officers, attorneys, agents, and assistants, as it deems necessary or desirable for the administration and management of the Corporation, and may pay reasonable compensation for the services performed and expenses incurred by any such person.

SECTION 1. NUMBER AND QUALIFICATION

A. Number of Directors. The number of directors shall be between fifteen (15) and thirty-one (31) directors, the precise number being set by resolution adopted by the Board from time to time, provided the number of directors may not be reduced in a manner that would cause the elimination of a director during his or her term. Any amendment of the preceding sentence shall require the approval of the members as required under Article XII.

B. Eligibility and Diverse Representation. The Corporation shall strive to have the Board be broadly representative of the Corporation's diverse membership. Directors must be members in good standing of the Corporation at the time of their election. At least fifty percent (50%) of the Board shall consist of individuals who either have tuberous sclerosis complex or are related by blood or affinity to a person with the condition.

C. No Salaries. Directors shall not receive a salary for their services as directors, but nothing herein precludes the Corporation from reimbursing a director for authorized, out-of-pocket expenditures incurred by the director.

SECTION 2. LIMITATION ON INTERESTED PERSONS

At all times, not more than forty-nine percent (49%) of the directors of this corporation may be interested persons. An interested person means either:

A. any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

B. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 3. EXECUTIVE COMPENSATION REVIEW

The Board (or a Board committee) shall review any compensation packages (including all benefits) of the President or the Chief Executive Officer and the Treasurer or Chief Financial Officer, regardless of job title, if such position is to be paid, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

SECTION 4. NOMINATION

A. Nomination Process. Nominations for director shall be made by a nominating committee of the Board (the "Nominating Committee") pursuant to the Bylaws. This Nominating Committee shall make its report at least sixty (60) days before the date of the election, and the Secretary shall forward to each member, with the notice of the meeting, a list of all candidates so nominated. In addition, nominations for director may be made by any member of the Corporation by submitting such nominations to the Nominating Committee for its review and consideration. Such nominations must include the candidate's name, written consent to be nominated, confirmation that such person will serve if elected, and curriculum vitae, and such information must be submitted to the chairperson of the Nominating Committee by a date specified by the Nominating Committee.

B. Nominating Committee. A Nominating Committee, a sub-committee of the Governance Committee, shall be appointed by the Governance Committee not less than ninety (90) days prior to the annual meeting. The Nominating Committee shall consist of a chairperson and at least three other directors. The Nominating Committee shall identify, recruit and propose prospective directors, as well as review any nominations submitted by the members. The Nominating Committee shall evaluate all such submissions and determine, in its discretion, which nominees to present to the members for election to the Board. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but not less than the total number of directors to be elected.

SECTION 5. ELECTION

Directors shall be elected at each annual meeting of members.

SECTION 6. TERM

The term of office for each Board member is three years, and the directors shall be divided into three classes so that, as nearly as possible, the terms of one-third (1/3) of the directors expire each year. Each director so elected takes office as of the beginning of the fiscal year following the meeting at which the director is elected. Directors hold office until expiration of the term for which elected

and until a successor has been elected and qualified, unless a resignation is tendered, or removal or death occurs prior to expiration of a director's term. A director may serve no more than two consecutive terms and may be considered for re election after a one-year hiatus; however, if a director is serving as Chairperson or holds another leadership position at the conclusion of his or her term, through a resolution of the Board, the Board may decide to approve a one-year extension to the respective director to ensure continuity of leadership for the Corporation.

SECTION 7. MEETINGS OF THE BOARD

A. Time and Place. Regular meetings of the Board shall be held not less than four times each year, including an annual meeting of the Board to be held on the same date as the Annual Meeting of the members, at times and places designated by the Chairperson. Special meetings of the Board may be called by the Chairperson or not less than five (5) directors and may be held at a date, time and place designated by the Chairperson or by the directors calling the meeting.

B. Notice of Meetings.

1. Regular Meetings. At least ten (10) days prior to the date of a Regular meeting of the Board, written notice shall be sent to each director. Said notice shall set forth the date, time and place of the meeting and the business to be conducted, to the extent then known.

2. Special Meetings. A Special meeting of the Board may be held upon not less than four (4) days' notice delivered other than personally or by telephone; or not less than forty-eight (48) hours' notice delivered personally, by telephone, or electronically, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice of Special meeting shall specify the purpose of such meeting.

3. Adjourned Meetings. Notice of the time and place of an Adjourned meeting need not be given to absent directors if the time and place of such Adjourned meeting are fixed at the meeting adjourned and if such Adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned Regular or Special meeting to directors absent from the original meeting if the Adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

C. Cancellation of Regular Meetings. Cancellation of a Regular meeting may be accomplished by written notice from the Chairperson, provided to the Board four (4) days in advance of the meeting date if not personally or by telephone, facsimile or electronic

means or forty-eight (48) hours in advance, by telephone, facsimile or other electronic means.

D. Waiver of Notice and Consent to Holding Meetings. The actions taken, approved or authorized at any meeting of the Board for which notice was not made as herein provided are valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein defined, is present at such meeting, and provided further that either before or after such meeting each director not present signs a waiver of notice, a consent to holding the meeting, or approves of the minutes thereof. All such written waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Any director who attends or participates in any meeting of the Board without protesting, prior thereto or at its commencement, the lack of proper notice to that director and who votes on or assents to any action taken at such meeting, is deemed to have waived notice of said meeting.

E. Quorum.

1. Quorum is a Majority of the Directors. A quorum is a majority of the directors then in office, provided that in no event shall the required quorum be less than one-fifth (1/5) of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

2. No Action Permitted without a Quorum Present. Except as otherwise provided in these Bylaws or in the Articles of Incorporation or applicable law, no business may be considered by the Board at any meeting at which a quorum is not present.

3. Adjournment for Lack of Quorum. Upon adjournment of a meeting due to lack of a quorum, no notice of the date, time and place of the adjourned meeting or of the business to be transacted at such meeting is required, other than by announcement at the meeting at which adjournment is taken, except as may be provided for in these Bylaws.

4. Continuation of Meeting in Absence of a Quorum. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business, even though the loss of a quorum at the meeting is experienced, due to a withdrawal of directors from the meeting. However, any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by applicable law, the Articles of Incorporation, or these Bylaws.

F. Conduct of Meetings.

1. Meetings may be Conducted by Electronic Means. Subject to Article X, Section 1 below, and unless otherwise restricted by the Articles of Incorporation or law, directors may participate in Regular or Special meetings of the Board through the use of conference telephone, electronic video screen communication, or other communication equipment, so long as each director so participating can be heard by, and can hear, all other directors participating in such meeting. Participation in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment constitutes presence in person at that meeting, except where a director participates in the meeting and, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

2. Chairperson at Meetings. The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of the Chairperson and Vice-Chairperson, any officer chosen by a majority of the Board may preside. Meetings of the Board are governed by these Bylaws, the Articles of Incorporation, applicable law, and as the Chairperson determines in good faith from time to time. Meetings shall focus on the issues for which they are called. Additional items, not on the called agenda, may be discussed, if a majority of the directors present approve a proposed amendment to the agenda.

3. Members May Attend Directors Meetings by Invitation. The Corporation's members and invitees who are not directors may attend meetings of the Board, other than executive sessions. Only directors and Officers of the Corporation may attend executive sessions unless a member or other invitee has been authorized to attend the executive session by prior written invitation of the Chairperson.

G. Action in Lieu of Meeting. Subject to these Bylaws, the Articles of Incorporation and applicable law, any action required or permitted to be taken by the Board may be taken without a meeting, provided all directors (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such consent has the same force and effect as an affirmative vote at a meeting of the Board duly called. The signed consent, or a signed copy, shall be placed in the minute book of the Corporation.

H. Notice Procedures. Whenever these Bylaws require notice to be given to any director, the notice shall be given in accordance with this Section. Notice shall be in writing, unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone (including a voice messaging system or other system or technology designed to record and communicate); electronic mail, facsimile telecopy, or other form of wire or

wireless communication; or by mail or private carrier or courier. Written notice, if in a comprehensible form, is effective at the earliest of the following:

1. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence or to the addressee's last known facsimile telephone number or electronic mail address;

2. Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

SECTION 8. REMOVALS AND VACANCIES

A. Removal by a two-thirds (2/3) Super-Majority of the Members. Any director may be removed with or without cause by a two-thirds (2/3) super-majority vote of the members represented and voting at a duly held meeting at which a quorum is present.

B. Vacancies. Any vacancy occurring on the Board by reason other than removal may be filled by a majority vote of directors then in office. Any vacancy occurring on the Board by reason of removal may be filled by vote of a majority of the members represented and voting at a duly held meeting at which a quorum is present. The director elected to fill such a vacancy holds office for the unexpired term of his or her predecessor in office and until a successor has been elected and qualified.

C. Removal for Cause. The Board may remove a director and declare vacant the office of a director in the following two scenarios (a) the director has been declared of unsound mind by a final order of court, convicted of or plead guilty or *nolo contendre* to a felony, been found by final order or judgment of any court to have breached any duty pursuant to Sections 5230 et seq. of the Nonprofit Public Benefit Corporation Law of the State of California, or for actions on the part of a director that are deemed materially adverse, prejudicial, or harmful to the Corporation; or (b) if the Articles of Incorporation or bylaws prescribe the qualifications of directors, the Board, by a majority vote of the directors who meet all of the required qualifications to be a director, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office. A declaration of removal and vacancy pursuant to the foregoing may be effected only upon vote of two-thirds (2/3) of the Board at any meeting of the Board at which a quorum is present.

D. Resignation. Any director may resign effective upon giving written notice to the Chairperson or President, unless the notice specifies a later time for effectiveness of such resignation. No

director may resign if the Corporation would be left without a duly elected director or directors in charge of its affairs, except upon written notice to the Attorney General of the State of California.

SECTION 9. NON-LIABILITY OF DIRECTORS

No director, as such, is personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 10. DIRECTORS' INSPECTION RIGHTS

Every director has the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind, and to inspect the physical properties, of the Corporation.

ARTICLE V
**COMMITTEES**

SECTION 1. BOARD COMMITTEES

A. Board Committees. The Board may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two (2) or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

1. set the number of directors within a range specified in these Bylaws;

2. fill vacancies on the Board of or on any Board Committee;

3. fix compensation of directors for serving on the Board or any Board Committee;

4. amend or repeal these Bylaws or adopt new Bylaws;

5. approve amendments to the Articles of Incorporation of this corporation;

6. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

7. create any other Board Committees or appoint the members of any Board Committees;

8. spend corporate funds to support a nominee for director after there are more nominees than can be elected; or

9. approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

10. Spend or encumber corporate funds in excess of $5,000.

Board Committees shall report regularly on their activities to the full Board.

SECTION 2. ADVISORY COMMITTEES

The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines, including by delegating to the Chairperson the power to appoint the members of such committee. On matters requiring Board authority, Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee

decisions and policies under the supervision and control of the Board or Board Committee. Advisory Committees shall report to the full Board as requested.

SECTION 3. COMMITTEE SUPERVISION AND RELIANCE

If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board shall remain responsible for oversight and supervision of the committee as an Advisory Committee.

SECTION 4. EXECUTIVE COMMITTEE

The Executive Committee shall be a Board committee that consists of the Chairperson, the Vice-Chairperson, the immediate past Chairperson, the Secretary, and the Treasurer, all of which shall also be board members of this corporation. The Executive Committee, except to the extent specifically limited in resolutions of the Board, has and exercises all authority of the Board in the management of the business, property, and affairs of the Corporation between quarterly meetings of the Board; provided, however, the Executive Committee may not approve or authorize the dissolution or merger of the Corporation or the sale of all or substantially all of the assets of the Corporation or remove directors or adopt, amend or repeal the Articles of Incorporation or the Bylaws. The Chairperson serves as chairperson of the Executive Committee.

SECTION 5. OTHER COMMITTEES

A. Standing Committees. The Corporation may have such standing committees as may from time to time be determined by the Board. These committees carry out the roles, duties, and responsibilities as assigned or delegated to them by the Board or as otherwise specified by applicable law or these Bylaws.

B. Specific Standing Committees. Among other committees, the Board shall maintain the following:

1. Governance Committee. The Governance Committee is responsible for ensuring that a proper and legal governing structure is maintained at an optimum level to support the Corporation. The Governance Committee may also establish an ad hoc committee from among its members from time to time to evaluate and propose changes in and to the Corporation's structure as may be necessary, reasonable, or appropriate to support the growth of the Corporation or to react to changes in applicable law. The Nominating Committee is a sub-committee of the Governance Committee.

2. Finance Committee. The Finance Committee shall review and report to the Board on all aspects of the financial affairs of the Corporation, including the annual operating,

capital and other budgets, the periodic and annual financial statements, the IRS Form 990 for the Corporation, and all related matters. The Treasurer is the chairperson of the Finance Committee.

3. Audit Committee. The Audit Committee shall be comprised of not less than three members of the Board, each of whom is free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. Members of the Audit Committee shall not include any members of the staff of the Corporation, including the President and Chief Executive Officer, or the Treasurer or the chief financial officer. No member of the Audit Committee may have a material financial interest, directly or indirectly, in any entity transacting business with the Corporation. Members of the Audit Committee may not receive any compensation from the Corporation in excess of the compensation, if any, received by other directors for service on the Board. The Audit Committee shall meet at least quarterly. Members of the Finance Committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. Subject to the supervision of the Board, the Audit Committee is responsible for recommending to the Board the retention or termination of the Corporation's independent auditor and may negotiate the independent auditor's compensation on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, shall review and determine whether to accept the audit, and shall assure that any non-audit services performed by the auditing firm conform to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the "*Yellow Book*"). The Audit Committee may also approve performance of non-audit services by the auditing firm. The Audit Committee shall review the system of internal financial controls and procedures of the Corporation, including but not limited to the effectiveness of such controls and procedures, and shall report thereon not less than annually to the Board. Members of the Audit Committee should be appointed to successive terms at least twice, and, to the extent possible, on a basis that assures that an on-going majority are not new appointees. The Board may adopt an Audit Committee Charter which more particularly specifies the responsibilities of the Audit Committee and, if such charter is adopted, shall monitor the effectiveness of such charter at least annually.

4. Compensation Committee. The Compensation Committee shall be comprised of not less than three (3) directors, each of whom is free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Compensation Committee. Members of the Compensation Committee shall not include any members of the staff of the Corporation, including the President and Chief

Executive Officer, or the staff chief financial officer. No member of the Compensation Committee may have a material financial interest, directly or indirectly, in any entity transacting business with the Corporation. The Compensation Committee shall review and approve the compensation, including all benefits and perquisites, of the President and Chief Executive Officer, the Chief Financial Officer, and any other executive-level staff personnel whose compensation appears on the IRS form 990 to ensure that it is just and reasonable. Such review and approval shall occur initially upon the hiring of such officer, whenever the term of employment, if any, is renewed or extended, and whenever the officer's compensation is modified. Members of the Compensation Committee should be appointed to successive terms at least twice, and, to the extent possible, on a basis that assures that an ongoing majority are not new appointees.

C. Committee Terms. The term of the chairperson and members of committees are from their respective appointments until their successors are chosen, following the election or re-election of the chairperson, unless the committee is terminated sooner, the member requests to be or is removed, or unless the member ceases to qualify as a member thereof. The chairperson and members of committees may be reappointed without limitations.

D. Meetings. The committees shall meet regularly. Meetings and action of committees are governed by, noticed, held and taken in accordance with the provisions of these Bylaws. The time for regular and special meetings of committees may be fixed by the resolution of the Board or by the committee. The Board may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Unless otherwise provided in the Board resolution establishing a committee, a majority of the voting members of the committee shall constitute a quorum.

E. Appointments to Advisory Committees. The Chairperson of the Board may from time to time appoint members to the Advisory Committee.

F. Other Committees. The Board may authorize the appointment of other committees having such authority of the Board in the management of the Corporation as is set forth by resolution adopted by a majority of directors present at a meeting at which a quorum is present. Each committee so designated shall consist of two (2) or more directors. Members of each committee and the chairperson of the committee shall be appointed by the Board. Each committee shall report to the full Board activities undertaken and approved by the committee in the period from the last meeting of the Board. No committee may approve or authorize any distributions, approve or authorize the dissolution or merger of the Corporation or the sale of all or substantially all of the assets of the Corporation, remove directors, or adopt, amend or repeal the Articles of Incorporation or the Bylaws. In addition, no committee has the authority to appoint, elect, or remove officers of the Corporation, select a site or place of business for the Corporation, authorize a lease of real

property, approve an annual or capital budget or material deviations from such budgets, approve any capital expenditures greater than five thousand dollars ($5,000); all of such matters are exclusively reserved to the Board and Executive Committee.

G. Professional Advisory Board. A Professional Advisory Board ("PAB") may be established by the Board in its discretion. PAB should consist of medical practitioners, scientists and others with particular expertise in the diagnosis, treatment, management, and investigation of tuberous sclerosis complex and its effects.

H. Term of Appointment. Except as otherwise provided in a resolution of the Board creating a committee or as provided in these Bylaws, each member of a committee serves at the pleasure of the Board.

I. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

J. Meetings.

1. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings and actions of the Board, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

2. Of Advisory Committees. Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the voting members of the whole committee constitutes a quorum, and the act of a majority of the voting members present at a meeting at which a quorum is present is the act of the committee.

K. Telephone and Similar Meetings. Committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting constitutes presence in person at the meeting, except where a committee member participates in the meeting and, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

L. Adjournments and Reconvened Meetings. A meeting of any committee, whether or not a quorum is present, may be adjourned by the chair or by a majority of the voting members of such committee present.

If a meeting is to be to reconvened at a specific time and place, it is not necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

M. Rules and Related Matters. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with any rules adopted by the Board.

## ARTICLE VI
## OFFICERS

SECTION 1. POSITIONS

The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer, President, Chief Financial Officer and may include other officers as the Board may from time to time elect or appoint. The officers shall be directors at the time of their elections and for their term of office, except for the President and Chief Financial Officer. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be directors, but shall not receive any compensation for serving as an officer of the Corporation. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President or Chair of the Board, if any.

SECTION 2. ELECTION AND TERM OF OFFICE

Officers who are directors shall be elected, with their consent, for one-year terms by the Board, at its first regular meeting following the annual meeting of members. Officers shall serve until expiration of the term for which elected, until his or her death, disability, resignation or removal and until a successor has been duly elected and qualified. Officers who are also directors are eligible for re-election to not more than one (1) additional consecutive one (1) year term in the same capacity and are not thereafter eligible for election as an Officer of the Corporation in the same capacity for one (1) year after their second consecutive year as serving as an Officer of the Corporation has expired. The foregoing operates only to preclude a director from serving in the same Officer position for a total of more than two (2) consecutive years, and does not preclude a director from serving in different Officer positions for an aggregate period that may exceed two (2) years. All other officers are at will employees of the Corporation who serve at the pleasure of the Board.

SECTION 3. DUTIES OF OFFICERS

A. Chairperson. The Chairperson of the Corporation shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. The

Chairperson shall be the chairperson and a voting member of the Executive Committee and an ex-officio, non-voting member of all Standing Committees of the Corporation. The Chairperson schedules and presides at all meetings of the Board and the members; and establishes the agenda for all such meetings. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, he or she, in the name of the Corporation, executes such deeds, mortgages, bonds, contracts, applications and policies for insurance, checks, or other instruments which may from time to time be authorized by the Board. In addition, the Chairperson appoints the chairpersons of all Standing Committees of the Board. The Chairperson also appoints members of special committees, after consultation with committee chairpersons.

B. President. The President is the chief executive officer of the Corporation whose responsibilities include, but are not be limited, to provision of effective leadership in executing the Board's policies, programs and directives, as well as all operations of the Corporation, its staff and volunteers, and preparation of (with the concurrence of the Finance Committee and the Board) and complying with the annual operating budget. The President has all authority normally incident to the chief executive officer of a corporation, subject to the directives or restrictions imposed by the Board or the Chairperson. The President reports to the Chairperson and is a non-voting, ex officio member of all committees, other than the Audit and Compensation Committees. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, he or she, in the name of the Corporation, executes such deeds, mortgages, bonds, contracts, applications and policies for insurance, checks, or other instruments which may from time to time be authorized by the Board.

C. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson performs all the duties of the Chairperson and in so acting has all the powers of and is subject to all the restrictions imposed upon the Chairperson. The Vice Chairperson has other powers and performs other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws, or as may be prescribed by the Board.

D. Secretary. The Secretary shall:

1. Certify and ensure that the original or a copy of the Bylaws, as amended or otherwise altered to date, are maintained at the principal office of the Corporation.

2. Ensure that minutes of all meetings of the directors and, if applicable, meetings of committees and of members are maintained at the principal office of the Corporation. These minutes (including consent actions) shall record the date, time, and place of holding meetings (whether regular or special), and how called, how notice thereof was

given, the names of those present or represented, and the votes cast and recorded at and the proceedings thereof.

3. Ensure timely preparation and distribution of minutes of all meetings to the directors.

4. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

5. Ensure that the membership file is maintained at the Corporation's principal office by the Corporation's principal office staff: that it contains the name, address, and other pertinent information on each member; and, in the case where any membership has been terminated, ensure that such is recorded in the membership file, together with the date on which the membership ceased.

6. Ensure that procedures exist to allow the exhibition, at all reasonable times, to any director or to his or her agent or attorney, on request, the Bylaws, the membership file, and the minutes of the proceedings of the Board, its committees and the members.

7. In general, perform all duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board or the Chairperson.

E. Treasurer. The Treasurer shall supervise and support the Chief Financial Officer and serve as a liason between the Chief Financial Officer and the Board. The Treasurer shall serve as the chairperson of the Finance Committee, and has the following responsibilities:

1. Ensure the staff of the Corporation pays and disburses all legitimate expenditures and bills. The Treasurer is authorized to sign checks, drafts, and other orders for the payment of money by and on behalf of the Corporation, to sign bank account authorization forms by and on behalf of the Corporation, and to accept and sign for the Board form banking resolutions presented to him or her for signature.

2. Ensure the Corporation staff deposits all monies due the Corporation in accordance with Board approved banking and investment policies.

3. Review the accuracy and completeness of all financial and insurance records of the Corporation.

4. Cause all accounting to be accomplished in an approved and accepted method of bookkeeping, with fund accounting and in accordance with the Standards of Accounting and Financial Reporting of Voluntary Health and Welfare Organizations.

5. Provide overview of the Chairperson's responsibilities with regard to appropriate bonding action, preparation of the proposed budget, and maintenance of the Corporation's insurance policies. This oversight function by the Treasurer, on behalf of the Board, ensures timely and comprehensive accomplishment of these important responsibilities of the Chairperson.

6. Ensure staff of the Corporation submits a financial report with a frequency and in a manner as directed by the Board.

7. Exhibit at all reasonable times, the books of account and financial records to any director or to his or her agent or attorney, upon request.

8. If required by the Board, the Treasurer shall provide the Corporation a bond (in form, in sum, and with surety or sureties as is satisfactory to the Board) for the faithful performance of the duties of Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 4. REMOVALS AND VACANCIES

A. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed from their office with or without cause by a two-thirds (2/3) vote of the directors. Any officer may resign at any time, by giving written notice to the Board or to the Chairperson. Any such resignation takes effect on the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation by the Corporation is not necessary to make it effective.

B. Vacancies. Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer may be filled by the Board. In the event of a vacancy in any office other than that of the Chairperson, Vice Chairperson, President, Secretary, or Treasurer, such vacancy may be filled temporarily by appointment by the President until such time as the Board fills the vacancy.

SECTION 5. OTHER AGENTS

The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom hold office at the pleasure of the Board and have authority, perform duties, and receive reasonable compensation, if any, as the Board may from time to time determine.

## ARTICLE VII
## INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

A. Right of Indemnity. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, limited liability company, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided below and under California law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the California Nonprofit Public Benefit Corporation Law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by California law.

B. Approval of Indemnity. On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members shall authorize indemnification to the extent permitted thereby.

SECTION 2. INDEMNIFICATION NOT EXCLUSIVE OF OTHER RIGHTS

The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or the Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and continues as to a person who has ceased to be a director, officer, employee, or agent, and inures to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3. INSURANCE

To the extent permitted by California law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, limited liability company, partnership, joint venture, trust or other enterprise.

## ARTICLE VIII
## EXECUTION OF CONTRACTS, OTHER INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no director, officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by such signatories as designated by the Board as agents of the Corporation.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories, as the Finance Committee may select.

SECTION 4. FURTHERANCE OF CORPORATE PURPOSES

In furtherance of the purposes and functions of the Corporation, and subject to the provisions of Section 501(c)(3), the Board may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board can best carry out the purposes expressed in this corporation's Articles of Incorporation or help create new organizations to carry out such purposes.

## ARTICLE IX
## CERTAIN TRANSACTIONS

SECTION 1. LOANS

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

SECTION 2. SELF-DEALING TRANSACTIONS

Except as provided in Section 3 of this Article, the Board shall not approve, or permit this corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.

SECTION 3. APPROVAL

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith

that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practicable to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## ARTICLE X
## MISCELLANEOUS MATTERS

### SECTION 1. ELECTRONIC TRANSMISSIONS

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (a) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (b) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

### SECTION 2. ANNUAL REPORT

A. Financial Report. The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, to all directors and members. The report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds of the Corporation, as of the end of the fiscal year.

2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

3. The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes, for the fiscal year.

4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

5. A general report of the Chairperson and/or the President about the programs and activities of the Corporation.

If this corporation receives less than $25,000 in gross revenues or receipts during the fiscal year, the report described above must be furnished only to the directors and any member who requests it in writing.

B. Report of Certain Transactions. Unless this corporation furnishes the report required by subsection A above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the members and directors of this corporation containing the following:

1. a description of any transaction during the previous fiscal year involving $50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and

2. the amount and circumstances of any indemnifications or advances aggregating more than $10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the members of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

SECTION 3. NONDISCRIMINATION POLICY CONSISTENT WITH PERSONNEL POLICIES

The Corporation supports and shall comply with all applicable laws, rules, and regulations prohibiting discrimination. Specifically, the Corporation will provide equal membership, employment, and service opportunities to all eligible persons without regard to race, religion, color, creed, ancestry, national origin, citizenship, age, sex, marital status, parental status, handicap, sexual orientation, membership in any labor organization, political ideology/affiliation, for employment only, height, weight, and record of arrest without conviction, disability of an otherwise qualified individual, or any other consideration made unlawful by state, federal, or local law with respect to hiring, promotions, firing, compensation, terms, conditions, or privileges of employment.

SECTION 4. FISCAL YEAR

The fiscal year of the Corporation is from January 1 to December 31 each year, provided, however, the Board is authorized to change the fiscal year from time to time as it deems appropriate.

ARTICLE XI

## TAX-EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such a manner as to ensure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3). The Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3).

## ARTICLE XII
## AMENDMENT

Amendments to these Bylaws may be adopted by the Board or the members, as follows. Such amendments shall require the vote of a majority of the members in good standing represented and voting at a duly held meeting at which a quorum is present: or the vote of a majority of the directors then in office or unanimous written consent of the Board, as the case may be, provided that the Board may not amend the Bylaws if the amendment would materially and adversely affect the rights of members to vote, or to transfer their memberships, or as further provided under the California Nonprofit Public Benefit Corporation Law. If a proposed Bylaw amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least one week before such meeting.

Approved by the Board of Directors: June 13, 2012
Article III, Section 2a and Article III, Section 2c Amended and Approved by the Board of Directors: June 7, 2017
Article III, Section 2a and Article III, Section 2c Amendments Approved by Membership: October 13, 2017
Article III, Section 4 Amended and Addition of Article III, Section 5 Approved by the Board of Directors by Unanimous Written Consent: August 21, 2017
Article I, Section 1, Name DBA revision to TSC Alliance and Approved by Board of Directors: March 3, 2022
Changes Throughout to Match California Statutes Approved by Board of Directors: June 8, 2026
Changes Throughout to Match California Statutes Approved by Membership: October 23, 2026