

BYLAWS

OF

Somatic Understanding Research Foundation *Inc.*

The following are the bylaws of Somatic Understanding Research Foundation *Inc.*, a Florida not-for-profit corporation (the “Corporation”), which have been adopted by the Board of Directors of the Corporation pursuant to the Florida Not-For-Profit Corporation Act.

ARTICLE I - NAME, PURPOSE, FISCAL YEAR

Section 1: The name of the organization is Somatic Understanding Research Foundation *Inc.*

Section 2: The Corporation is organized exclusively for charitable, educational, and scientific purposes under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3: The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist of any person/entity that chooses to pay the organization’s annual dues or may become a member by any other action that the Board deems appropriate to become a member of the Corporation. Members of the corporation shall have no voting rights.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board who shall also set the time and place.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for oversight on the policy and overall direction of the organization. The Board delegates responsibility for day-to-day operations to the Executive Director. The Board shall consist of not fewer than three (3) members and not more than nine (9) members. Directors shall not receive any stated salary for their services as such but, by resolution of the board, may receive reasonable compensation for professional services rendered.

Section 2: Meetings. The Board shall meet at least once a year, at an agreed upon time and place. Directors may participate in a meeting by any means of communication permitted by the Florida Not-For-Profit Corporation Act.

Section 3: Board Elections. The election of new Directors will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by an affirmative vote of two-thirds of the Directors then serving.

Section 4: Terms. Any Director elected by the Board shall hold office until the next annual meeting of the Board, or until the election and qualification of a successor to such Director.

Section 5: Quorum. Attendance by a majority of the Directors shall be necessary and sufficient to constitute a quorum before official action can be taken at a Board meeting.

Section 6: Notice. An official Board meeting requires that each Director be sent written notice five (5) calendar days in advance.

Section 7: Officers and Duties. There shall be three officers of the Board consisting of a Chair, a Secretary, and a Treasurer. The officers may also be members of the Executive Committee. The Board may elect or appoint officers as it deems desirable. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings and shall preside over such meetings or shall arrange for other officers to preside at each meeting. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each of the Board members, and assuring that corporate records are maintained. The Secretary shall have custody of, and maintain all of the corporate records.

The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board. The Treasurer shall make a report at each Board meeting in writing and may also make an oral presentation. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Directors and to the public. The Treasurer shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose of maintaining a full and accurate account of all monies received and paid by the corporation.

Section 8: Nomination & Election. When a vacancy on the Board exists, nominations for new Directors may be sent from presently serving Directors to the Secretary at any time. These nominations shall be sent out to Directors with the Board meeting notice, and will be voted upon at the next Board meeting. Nominated Directors will be elected by an affirmative vote of two-thirds of the Directors then serving. Any Director elected by the Board shall hold office until the annual meeting of the Board, or until the election and qualification of a successor to such Director.

Section 9: Resignation and Removal. Resignation from the Board must be in writing and should be sent to the Secretary immediately. A Director may be removed from the board by an affirmative vote of two-thirds vote of the remaining Directors then serving. After the Board votes, at least two (2) members of the Executive Committee must make an affirmative vote for

the removal to become final. If two members of the Executive Committee are unable to vote on the removal of a Director because of incapacitation, death, or other unforeseen circumstances, then the removal vote by the Board will not become final until after a successor to the Executive Committee member who is unable to vote has been elected and has placed their vote for removal. Directors may not vote in their own removal vote.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair and must be called by the Chair on the written request of any member of the Board. Written notice of special meetings shall be sent by the Secretary to each Director five (5) calendar days in advance.

Section 11: Duties. The Board shall have the duty and responsibility of preserving the assets of the Corporation, and of accepting or rejecting donations to the corporation.

Section 12: Consent Without a Meeting of the Board- Notwithstanding any provision contained herein to the contrary, any action of the Board or of any committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action is signed by all members of the Board and is filed in the minutes of the proceedings of the Board prior to taking of such action.

Section 13: Conflict of Interest. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. An interested person may make a presentation at the governing board or committee meeting, but after the presentation and the discussion of the presentation, he/she shall leave the meeting during the remainder of the discussion, and the vote on, the transaction or arrangement involving the possible conflict of interest.

Section 15: Advisory Boards. The Board of Directors may establish one or more Advisory Boards.

Section 16: Extended Leave. Directors who wish to take an extended leave from their responsibilities on the Board may appoint a person to temporarily assume their responsibilities on the Board during their leave. The appointment must be in writing and must specify the exact beginning and end dates of the extended leave. The appointed person must receive an affirmative vote of two-thirds of the Directors then serving before the temporary appointment to the Board can begin. An extended leave can last for a period of up to two (2) years. The Extended Leave period can be renewed after the initial two (2) year period, however the appointed person must receive an affirmative vote of two-thirds of the Directors then serving before the temporary appointment to the Board can be renewed. The Director who has taken an extended leave will automatically resume their responsibilities at the end of the extended leave. If the appointed Director receives an affirmative vote for removal from two-thirds of the then serving Directors, the Director who made the appointment automatically reassumes their responsibilities on the Board.

ARTICLE VI BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board .

ARTICLE VII AMENDMENT OF BYLAWS

These Bylaws may be amended by an affirmative vote of two-thirds of the Board, including the affirmative vote of two (2) members of the Executive Committee, provided prior notice is given of the proposed amendment in the written notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.12 of these bylaws.

ARTICLE VIII INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director or employee, or other person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, no such person shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board.

ARTICLE X PROHIBITION AGAINST DONATIONS/CONTRIBUTIONS BEING USED FOR INDIRECT COSTS INCLUDING ADMINISTRATIVE FEES

All donations and/or contributions made by Somatic Understanding Research Foundation Inc. *shall be used* exclusively for direct costs are costs that can be specifically attributed to a particular sponsored project. No portion of any donation/contribution by Somatic Understanding Research Foundation Inc. can be used for indirect costs including administrative or facilities fees of any type.

Article XI EXEMPT ACTIVITIES

Notwithstanding any other provision of the Bylaws, No Director, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)3 of the Code, as amended, and its regulations as they now exist or as they may hereafter be amended. These Bylaws were approved at a meeting of the Board of Directors of Somatic Understanding Research Foundation Inc.

Resolved, that the officers approve and have adopted the above bylaws.
IN WITNESS WHEREOF, these bylaws have been executed by the undersigned.

A handwritten signature in blue ink that reads "John November". The signature is written in a cursive, flowing style.

Secretary & General Counsel, John November Esq.
Somatic Understanding Research Foundation *Inc.*

