

FIFTH AMENDED AND RESTATED BYLAWS OF
CELIAC DISEASE FOUNDATION
A California Nonprofit Public Benefit Corporation
May 5, 2023

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**AMENDED AND RESTATED BYLAWS
OF
CELIAC DISEASE FOUNDATION**

A California Nonprofit Public Benefit Corporation

Restated as of May 5, 2023

**ARTICLE I
NAME**

Section 1. Name. The name of the corporation shall be CELIAC DISEASE FOUNDATION (the “Corporation”). The Corporation may carry out its purposes, as described below, under any other name or names which may be approved from time to time by the Board of Directors (the “Board”).

**ARTICLE II
OFFICES**

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation (“Principal Executive Office”) is located at 20350 Ventura Boulevard, Suite 240, Woodland Hills, CA 91364. The Board may change the Principal Executive Office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this article, or this article may be amended to state the new location.

Section 2. Other Offices. The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE III
OBJECTIVES AND PURPOSES**

Section 1. General Purpose. The general purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California (“CA Nonprofit Corporation Law”), provided, however, nothing in this Article III shall be construed to authorize the Corporation to carry on any activity for the profit of its Officers (as defined in Article X herein), the Board or other persons or to distribute any gains, profits or dividends to any of its Officers, the Board or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended, the “Code”).

Section 2. Specific Purpose. The specific purposes of the Corporation shall include, without limitation, driving diagnosis, treatment, and a cure to improve the quality of life for all people affected by celiac disease and non-celiac gluten/wheat sensitivity.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

Section 1. The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of the Corporation shall consist of participating

in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Article III.

ARTICLE V DEDICATION OF ASSETS

Section 1. The Corporation's assets are irrevocably dedicated to charitable or educational purposes or any other purposes permitted under Section 501(c)(3) of the Code. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation.

Section 2. On liquidation or dissolution or winding up of the Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under the Code Section 501(c)(3).

ARTICLE VI MEMBERSHIP

Section 1. Members. The Corporation shall have no members within the meaning of Section 5056 of the CA Nonprofit Corporation Law.

Section 2. Non-Voting Members. The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not "members" of the Corporation as defined in Section 5056 of the CA Nonprofit Corporation Law.

ARTICLE VII DIRECTORS

Section 1. Number of Directors. The Board shall consist of at least seven (7) but no more than twenty-five (25) Directors unless changed by amendment to these Bylaws.

Section 2. General Corporate Powers. Subject to the provisions of the CA Nonprofit Corporation Law and any limitations in the Corporation's Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3. Specific Powers. Without prejudice to the general powers set forth in Article V, Section 1 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, all Officers, agents, and employees; prescribe powers and duties for them as are consistent with the CA Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws; and fix their compensation, if any.

(b) Change the Principal Executive Office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of the Board.

(c) Adopt, make and use a corporate seal; and alter the form of the seal. Such seal shall be kept at the Principal Executive Office of the Corporation.

(d) Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 4. Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (b) any father, mother, child, 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 5. Terms. Directors shall be elected to serve a term of two (2) years, with a maximum of five (5) consecutive terms. Except as a result of a vacancy pursuant to Sections 8(a) or 8(b) below, each Director shall serve until a successor is elected only if their departure would result in fewer than seven (7) Directors.

Section 6. Election of Successors. At the first meeting of the members of the Board following the conclusion of a Director's term, a successor Director may be (or shall be if the number of Directors is then fewer than seven (7)) elected by a separate vote of the current Directors; a majority vote of a quorum of the Board shall be sufficient to fill each seat. Each new Director shall take office at the conclusion of the meeting at which he or she is elected.

Section 7. Removal of Directors. The Board shall have summary power by vote of a majority of its members then in office to suspend, or to remove any member of the Board without cause, or for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest, or character of the organization, or for any conduct in violation of State or Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the Board may be taken at any meeting of such Board upon the initiation of such action by any member or members of such Board. The proceeding of the Board in such matter shall be final and conclusive.

Section 8. Vacancies. A vacancy or vacancies on the Board shall occur in the event of: (a) the death, resignation removal, or completion of four (4) consecutive terms of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under CA Nonprofit Corporation Law, Chapter 2, Article 3; (c) the increase of the

authorized number of Directors; or (d) the failure of the members, at any meeting of the Board at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Section 9. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 10. Resignations. Except as provided below, any Director may resign by giving written notice to the Chair of the Board or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 11. Replacement of Directors. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (c) a sole remaining Director. Any person designated to fill a vacancy in the Board shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal contained herein. If the vacancy has been created by an increase in the authorized number of Directors, then such Director shall serve a term of two (2) years from the beginning of the then calendar year, subject to the power of removal contained herein.

Section 12. Honorary Board Members. The Board may appoint Honorary Board Members who have the right to attend and participate at all meetings of the Board, except when the Board is in executive session, but shall have no voting powers. A majority vote of a quorum of the Board shall be sufficient for appointment. Removal of an Honorary Board Member shall be pursuant to Section 7.

Section 13. Remuneration. No member of the Board shall receive any remuneration from the Corporation for work or services performed as a Director.

Section 14. Conflicts. Members of the Board must abstain from voting on matters where there exists or may exist a conflict of interest.

Section 15. Place of Meetings: Meetings by Telephone. Regular meetings of the Board may be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, at such place or places as the Board may fix from time to time by resolution. In the absence of such designation, meetings shall be held at the Principal Executive Office of the Corporation. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the Vice Chair of the Board, the Secretary, or Treasurer in conjunction with any other Director (including another Officer). Special meetings shall be held at any place within or outside California that has been designated in the notice of the meeting or in the absence of such designation, such meetings shall be held at the Principal Executive Office of the Corporation. Notwithstanding the above provisions of this Section 14, a regular or special meeting of the Board may be held at any place consented to in writing by all of the members of the Board, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any Board meeting, regular or special, may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each Director participating in the meeting can communicate concurrently with all other Directors.

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(c) The Board has adopted and implemented a means of verifying both of the following:

(i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.

(ii) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 16. Annual Meeting. The first regular meeting of each calendar year (“annual meeting”) shall be for purposes of organization, election of the Board and Officers, and transaction of other business. Notice of this meeting is not required.

Section 17. Other Regular Meetings. The Board may set a specified time and place for its regular meetings. Once the Board sets the time for regular meetings, each Director shall receive notice, as specified in Section 17 of this Article VII, of the time and place that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Board changes the time or place of regular meetings, each Director shall receive a notice of the change in keeping with Section 17 of this Article VII. If the Board does not set a specified time and place for its regular meetings, meetings of the Board shall be considered Special Meetings and have the notice requirements of Section 17.

Section 18. Notice.

a. Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director’s office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. All such notices shall be given or sent to the Director’s address or telephone number as shown on the Corporation’s records.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least three (3) days before the time set for the meeting.

c. Notice Contents. The notice shall state the time, purpose, and place for the meeting. It need not, however, specify the place of the meeting if it is to be held at the Principal Executive Office of the Corporation.

Section 19. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the CA Nonprofit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a

direct or indirect material financial interest, (b) approval of certain transactions between Corporations having common Directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 20. Dissolution or Merger. Notwithstanding any other provision in these Bylaws, any decision or transaction contemplating or approving the dissolution of, or any type of merger or sale involving the Corporation requires at least a vote of sixty-five percent (65%) of the number of Directors then in office (a “Supermajority Vote”). Notwithstanding any provision regarding amendment of these Bylaws in Article XVII or otherwise, this Section 19 can only be amended by a Supermajority Vote.

Section 21. Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation, either in person, by first-class mail addressed to the Secretary at the Principal Executive Office of the Corporation as contained on the Corporation’s records as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation’s records as of the date of the protest.

Section 22. Adjournment. A majority of the Board present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 23. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 24. Conduct of Meetings. Meetings of the Board shall be presided over by the Chair of the Board, or in his or her absence, by the Vice Chair of the Board or, in the absence of the Chair of the Board and the Vice Chair of the Board, by the Secretary or, in the absence of each of these persons, the Treasurer. The Secretary of the Corporation shall act as Secretary to all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert’s Rules of Order or by the Consensus Method, as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with provisions of law.

Section 25. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. For the purposes of this Section only “all members of the Board” shall not include any “interested director” as de-fined in Section 5233 of the CA Nonprofit Corporation Law. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 26. Fees and Compensation of Directors. Directors and members of committees may not receive compensation for their services rendered to the Corporation as Directors or committee members,

but may receive reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable. Directors may be compensated for rendering services to the Corporation in a capacity other than Director, provided such compensation is reasonable and further provided that not more than forty-nine percent (49%) of the persons serving as Directors may be “interested persons”, as defined in Section 5227 of the California Nonprofit Public Benefit Corporation Law or any successor provision and in Section 5 of this Article VII.

Section 27. Liability of Directors. Members of the Board shall not be personally liable for the Company’s debts, liabilities, or other obligations.

ARTICLE VIII COMMITTEES

Section 1. Creation. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of at least one Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more members as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- a. Fill vacancies on the Board or any committee of the Board;
- b. Amend or repeal Bylaws or adopt new Bylaws;
- c. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- d. Create any other committees of the Board or appoint the members of committees of the Board;
- e. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3).

Section 2. Executive Committee. There shall be an Executive Committee consisting of the Chair of the Board, the Vice Chair of the Board, the Secretary, the Treasurer, the Past Chair (if a Past Chair is then in office), the chair of each Board committee (“Committee Chairs” and individually, each a “Committee Chair”), and the Chief Executive Officer as a non-voting member. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of California or resolutions of the Board of Directors may impose, and shall have the power to affix the seal of the Corporation to all papers which it may deem to require it. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the committee. However, if less than a majority of the members of the committee are present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 3. Finance Committee. There shall be a Finance Committee composed of the Treasurer, as Committee Chair and other interested parties, to be appointed by the Chair of the Board with approval of the Board and shall have power to buy, subscribe for, sell, exchange and transfer stocks, bonds, and other securities, and otherwise to invest and reinvest any funds of the Corporation. Their policies of investment, however, shall be subject to review by the Board. The Treasurer is authorized and empowered to execute on behalf of the Corporation, when so directed by the Finance Committee, such documents as

may be necessary to effectuate the sale, exchange or transfer of securities. The Finance Committee should report to the Board at regular Board meetings and a complete auditor's report on the Corporation's finances should be sent annually to all Officers of the Board and made available to all Board members. The committee shall consider the details of the budget which is prepared by the Chief Executive Officer and presented to the Board, along with the committee's recommendation, by the Treasurer. The Board, voting in an official meeting, shall determine the budget for the Corporation.

Section 4. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 5. Quorum Rules for Committees. A majority of the authorized committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the CA Nonprofit Corporation Law, including without limitation those provisions relating to (a) creation of or appointment to, committees of the Board, and (b) indemnification of Directors, each of which require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6. Revocation of Delegated Authority. The Board may, at any time, revoke or modify any or all of the authority so delegated to a committee, increase or decrease but not below two (2) the number of its members (unless the Board votes to eliminate the committee), and fill vacancies therein from the members of the Board.

Section 7. Advisory Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more advisory committees, each consisting of one or more Directors and interested parties to serve at the pleasure of the Board. Appointments to advisory committees shall be by a majority vote of the Directors then in office. The Board resolution establishing an advisory committee shall clearly state the committee's role, the scope of its activities and jurisdiction, and its advisory status. The authority of any such advisory committee so established shall be subordinate to the Board. Meetings and actions of advisory committees shall be governed by, held, and taken under the provisions of these Bylaws concerning Board meetings and Board actions. The Board may adopt rules for the governance of any advisory committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

ARTICLE IX OFFICERS

Section 1. Officers. The officers of the Corporation ("Officers") shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, a Treasurer, and a Past Chair (if a Past Chair is then in office). The Corporation, at the Board's discretion, may also have one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed under this Article IX. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

Section 2. Election and Term of Office. The Officers of the Corporation, except any appointed under Section 4 of this Article IX, shall be elected annually by the Board of Directors at their first meeting in each calendar year. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office at the pleasure of the Board and, unless removed sooner, shall hold office until a successor has been duly elected and qualified.

Section 3. Subordinate Officers. The Board may appoint and authorize the Chair of the Board, or another Officer to appoint any other Officers that the Corporation may require. Each appointed Officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the board.

Section 4. Removal. The Board may remove any Officer with or without cause. An Officer who was not chosen by the Board may be removed by any other Officer on whom the Board confers the power of removal.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. Any such appointment shall be for the remainder of the term of the vacated office.

Section 7. Chair of the Board. The Chair of the Board of the Corporation shall, subject to the control of the Board, supervise, direct, and control the business affairs of the Corporation and the activities of the Officers of the Corporation. The Chair of the Board is responsible for the Chief Executive Officer's annual review, and may include others in such review process at his or her discretion. The Chair of the Board may delegate his or her responsibilities and powers subject to the control of the Board. In addition to all duties incident to his or her office, he or she shall preside at all meetings of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Vice Chair of the Board. If the Chair of the Board is absent or disabled, the Vice Chair of the Board shall perform all duties of the Chair of the Board. When so acting, a Vice Chair of the Board shall have all powers of and be subject to all restrictions on the Chair of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 9. Secretary.

a. The Secretary of the Corporation shall keep or cause to be kept, at the Corporation's Principal Executive Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings.

b. The Secretary shall keep or cause to be kept, at the Corporation's Principal Executive Office, a minute book as described in Article XIII of these Bylaws and a copy of the Articles of Incorporation and Bylaws, as amended to date.

c. Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

d. Should the Chair of the Board, Vice Chair of the Board, and Past Chair (as defined below) all be absent or disabled, it shall be the duty of the Secretary to perform the duties and responsibilities of the Chair of the Board.

Section 10. Treasurer.

a. The Treasurer of the Corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

b. The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate; (ii) disburse the Corporation's funds as the Board may order; (iii) render to the Chair of the Board and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

c. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

d. Should the Chair of the Board, Vice Chair of the Board, Past Chair, and Secretary all be absent or disabled, it shall be the duty of the Treasurer to perform the duties and responsibilities of the Chair of the Board.

Section 11. Past Chair. The immediately prior Chair of the Board, so long as such person remains a Director, upon completion of term as Chair of the Board, shall hold the office of Past Chair for a one year term. If the Chair of the Board and the Vice Chair of the Board are both absent or disabled, it shall be the duty of the Past Chair to perform the duties and responsibilities of the Chair. The Past Chair shall advise and assist the Chair of the Board, and shall have such duties and possess such authority as may be delegated by the Chair of the Board.

Section 12. Chief Executive Officer. The Board shall appoint and employ, at a salary fixed by the board, a Chief Executive Officer who shall be the general manager and fiscal agent responsible for administration of the Corporation's program, finances and personnel within the framework of the policies, principles and practices established by the Board. This shall include but not be limited to staffing, job classification and other responsibilities incident to a chief executive officer of a business corporation. The Chief Executive Officer shall employ and discharge such staff as he or she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board. The Chief Executive Officer shall be responsible for the administrative management of the affairs of the corporation subject to the approval of and direction of the Board and be responsible to work within an approved budget established by the Board. The Chief Executive Officer shall report to the Board through the Chair of the Board. He or

she may sign any deeds, mortgages, bonds, contracts, or other instruments, the execution of which has been authorized by the Board, by these Bylaws, or by law. The Chief Executive Office shall attend and participate at all meetings of the Board, but shall have no voting powers.

ARTICLE X TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 1. Contracts with Directors and Officers. No Director or Officer of this Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation's Directors or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into. This Article X does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

Section 2. Loans to Directors or Officers. The Corporation shall not lend any money or property to or guarantee the obligation of any Director or Officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in California Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the California Corporations Code.

Section 2. Authorization. On written request to the Board by any person seeking indemnification under California Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under California Corporations Code section 5238(e) whether the applicable standard of conduct set forth in California Corporations Code section 5238(b) or section 5238 (c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advance for Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article XI of these Bylaws in defending any proceeding covered by this Article XI shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the

Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such.

ARTICLE XII MAINTENANCE CORPORATE RECORDS

Section 1. The Corporation shall keep:

- a. A minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions; and
- b. Adequate and correct books and records of account.

ARTICLE XIII DIRECTOR'S RIGHT TO INSPECT

Section 1. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XIV ANNUAL REPORT

Section 1. The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- b. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- c. The principal changes in assets and liabilities, including trust funds;
- d. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- e. The Corporation's expenses or disbursements for both general and restricted purposes;

f. An independent accountants' report or, if none, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. This requirement of an annual report shall not apply if the Corporation receives less than \$50,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

ARTICLE XV CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may, by resolution duly adopted, authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general, or confined to specific instances.

Section 2. Gifts and Contributions. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes 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 Board may select.

Section 4. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Chief Executive Officer.

ARTICLE XVI CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the CA Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XVII AMENDMENTS

Section 1. Powers of the Board to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the CA Nonprofit Corporation Law of California, the Bylaws of the Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board.

**CERTIFICATE OF AMENDMENT OF
BYLAWS OF CELIAC DISEASE FOUNDATION**

Adrienne Bender and Bradley J. Herrema certify:

Section 1. That we are the duly elected Chair of the Board and Secretary, respectively, of the Celiac Disease Foundation, a California Nonprofit Public Benefit Corporation.

Section 2. That the Bylaws of the Celiac Disease Foundation shall be amended to read as set forth in the Third Amended and Restated Bylaws of Celiac Disease Foundation as of July x, 2017 attached hereto.

Section 3. That the Fifth Amended and Restated Bylaws have been proposed and approved by the Board and duly adopted by the Board thereof on May 5, 2023.

DATED: May 5, 2023



Adrienne Bender, Chair of the Board



Bradley J. Herrema, Secretary