

BYLAWS
OF
THE CRN FOUNDATION

(formed under the District of Columbia Nonprofit Corporation Act)
(As Revised by CRN Foundation May 20, 2021 and adopted by the CRN Board July 1, 2021)

ARTICLE I

Name and Location

Section 1.01 *Name*. The name of the corporation (the “Corporation”) is The CRN Foundation.

Section 1.02 *Location*. The principal office of the Corporation shall be located at such location within or without the District of Columbia as the Board of Directors shall determine. The Corporation may maintain additional offices at such other places as the Board of Directors may determine from time to time.

Section 1.03 *Registered Office and Agent*. The Corporation shall continuously maintain a registered office and agent within the District of Columbia at such place as may be designated by the Board of Directors. The Corporation’s initial registered office and agent are set forth in the Articles of Incorporation.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

- To provide consumers with information and education about the benefits and safety of dietary supplements and functional food as part of a healthy lifestyle that allows consumers to make more informed choices about their usage of these products;
- To conduct research on consumer usage of dietary supplements and other behaviors that contribute to a healthy lifestyle;
- To provide healthcare professionals with information and education to understand the proper uses of dietary supplements in their practices;
- To provide nutrition and healthcare researchers with better understanding of appropriate research models for studying nutrition and dietary supplement usage;

- To promote truthful and non-misleading advertising of dietary supplements to consumers through programs that encourage self-regulation of advertising by industry members;
- To promote rigorous research that utilizes dietary supplements and functional foods to assess their benefits and safety; and
- To engage in any other lawful acts or activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act and under section 501(c) (3) of the United States Internal Revenue Code.

ARTICLE III

Members

Section 3.01 *Membership*. The Corporation shall have one member: namely, the Council for Responsible Nutrition (“CRN”), which is a trade association organized under Section 501(c)(6) of the Internal Revenue Code.

Section 3.02 *Voting*. The Member of the Corporation shall have voting rights to appoint six of the directors to the Board of Directors and to vote on other matters the Board of Directors presents to the Member for its vote.

ARTICLE IV

Board of Directors

Section 4.01 *Power of Board of Directors*. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 4.02 *Number of Directors*. The number of directors constituting the initial Board of Directors is four (4) and consists of the directors named in the Articles of Incorporation. Two (2) additional directors will be added as provided in Section 4.03 below. The number of directors may be further amended from time to time by the Board of Directors; however, in no event shall the number of directors be less than three (3) nor shall it exceed twenty-one (21).

Section 4.03 *Election and Term of Directors*. The CRN Chair, the CRN Immediate Past Chair, the CRN President, and the CRN Senior Vice President, Communications shall each serve on the Board of Directors of the Corporation by virtue of their offices at CRN. Two other Directors shall be selected by the CRN Executive Committee from nominations of the CRN Chair. The CRN Chair shall nominate candidates who are representatives of members of CRN. Each of these two directors shall hold office for a period of two years or until their earlier resignation, removal or death. Any person, corporation or other legal entity that makes a contribution of \$100,000 or more to the Corporation shall be eligible, but not entitled, to serve as a director, in addition to the six (6) individuals referred to above, for the remainder of the calendar year in which the contribution was made and the following calendar year; provided however, that should there be more than fifteen (15) persons, corporations or other legal entities who make contributions of \$100,000 or more to the Corporation, then only the fifteen (15) largest contributors in that calendar year shall be eligible to have a representative serve on the Board of Directors. The Member shall elect directors at its annual meeting (which may be conducted by

executing a written consent in lieu of a meeting in accordance with the guidelines set forth in these Bylaws).

Section 4.04 *Removal and Resignations*. A director may be removed at any time by the Member. Any director may resign at any time upon written notice to the Board of Directors.

Section 4.05 *Vacancies*. Any vacancy occurring in the Board of Directors for any reason may be filled by the Member.

Section 4.06 *Quorum of Board of Directors and Action of the Board of Directors*. Unless a greater proportion is required by law, the presence of a majority of the directors shall constitute a quorum for the transaction of business and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the majority vote of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.07 *Meetings of the Board of Directors*. Annual or other meetings of the Board of Directors may be held at any time upon call of a majority of all directors. A meeting of the Board of Directors may be held at such time and place within or without the District of Columbia as may be determined by the Board of Directors and shall be set forth in the notice for such meeting. Notice of all meetings shall be delivered in writing to all directors at least one (1) business day before such meeting. Such notice requirement may be waived in writing before, at, or after such meeting and the participation of any director in any meeting, other than an appearance solely to object to the lack or form of notice, shall be deemed such a waiver. Notice of any meeting may be delivered personally, by facsimile or by electronic or regular mail.

Section 4.08 *Informal Action by the Board of Directors; Meetings by Conference Telephone*. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing thereto. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board of Directors. Any one or more directors may participate in a meeting of the Board of Directors by means of teleconference, online video conference, or similar communications by means of which all persons participating in the meeting can communicate with one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE V

Board Committees

The Board of Directors, by resolution passed by a majority of the directors, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and may exercise the authority of the Board of Directors in the management of the Corporation. Each such committee and each member thereof shall serve at the pleasure of the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty under law to the Corporation. The proceedings and meetings of any such committee shall be governed by Sections 4.06, 4.07 and 4.08 of these Bylaws.

ARTICLE VI

Officer and Agents

Section 6.01 *Officers*. The Board of Directors shall elect a Chair, a Secretary, and a Treasurer, and it may also elect one or more Vice Chairs, Assistant Vice Chairs, Assistant Secretaries, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person except the offices of Chair and Secretary and the offices of Executive Director and Secretary. The CRN Senior Vice President, Communications, shall serve as Executive Director of the Corporation.

Section 6.02 *Election and Term of Office*. Each officer, other than the Executive Director, shall hold office for the term (not exceeding two years) for which he is elected or appointed and until his successor is elected or appointed and qualified or until his earlier death, resignation or removal. The Chair, Secretary, Treasurer and any and all officers of the Corporation other than the Executive Director may be reappointed for up to three (3) consecutive terms.

Section 6.03 *Removal and Resignations*. The Board of Directors may remove any officer it appoints at any time with or without cause. The Member may remove the Executive Director at any time with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

Section 6.04 *Vacancies*. Any vacancy in any office may be filled by the Board of Directors except that the Member may appoint a new Executive Director upon the death, resignation or removal of the Executive Director. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office, and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 6.05 *Powers and Duties of Officers*. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

Chair. The Chair shall preside at all meetings of the Board of Directors and shall serve as the chief executive officer of the Corporation.

Executive Director. The Executive Director shall serve as chief operating officer of the Corporation and supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and shall perform all duties customary to the office of Secretary.

Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all

monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer.

Section 6.06 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE VII

Miscellaneous

Section 7.01 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02 *Checks, Notes, Contracts.* The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.03 *Books and Records.* The Corporation shall keep correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation.

Section 7.04 *Amendment of Articles of Incorporation and Bylaws.* The Articles of Incorporation and these Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by action of the Board of Directors and shall also be subject to review and approval of the CRN Board of Directors.

Section 7.05 *Indemnification and Insurance.* The Corporation shall indemnify any director, officer, employee or agent, any former director, officer, employee or agent against expenses (including attorneys' fees), judgments, fines and amounts, actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. However, there shall be no indemnification in respect of any claim, issue or matter as to which he shall have been adjudged to be liable to the Corporation for damages arising out of his gross negligence or willful misconduct.

The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, employee or agent; provided that such director, officer, employee or agent shall undertake to repay such expense if it should be ultimately determined that he is not entitled to indemnification under this Section.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against or incurred by him in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent whether or not the Corporation would have the power to indemnify such person against that liability under law.

If any part of this Section shall be found invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected thereby.

Section 7.06 Dissolution. The Corporation may be dissolved at any time by majority vote of the directors then in office. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.