

**LOBULAR BREAST CANCER ALLIANCE INC.**  
organized under the Delaware General Corporation Law

**BYLAWS**  
**Adopted February 24, 2022**

---

I.

CERTIFICATE OF INCORPORATION AND MISSION

1. Certificate of Incorporation. The name, location of the principal office, and purposes of Lobular Breast Cancer Alliance Inc. (“**LBCA**”) shall be as set forth in the Certificate of Incorporation. These Bylaws, the powers of LBCA and of its members and officers, and all matters concerning the conduct and regulation of the business of LBCA, shall be subject to such provisions in regard thereto, if any, as are set forth in the Certificate of Incorporation; and the Certificate of Incorporation is hereby made a part of these Bylaws. All references in these Bylaws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation of LBCA as from time to time amended.

2. Mission Statement and Vision. The mission of LBCA is to make all who are touched by invasive lobular breast cancer (“**ILC**”) aware of its unique characteristics and the critical need for more ILC research; to be the go-to source for information on ILC studies, clinical trials and educational tools; to foster partnerships among patients, scientists, clinicians, and breast cancer organizations to increase dialogue about ILC and research advocacy; and to fund vital ILC research. LBCA envisions a world in which lobular breast cancer is found early, treated effectively, and eradicated permanently.

3. Restrictions on Certain Activities. In furtherance of LBCA’s nonprofit purposes as a charity and its exemption from taxation, no gift, funds or other assets received or held by or on behalf of LBCA shall be used for, nor shall LBCA engage in any of, the following activities:

- (1) To carry on propaganda or otherwise attempt to influence legislation as a substantial part of its activities;
- (2) To influence the outcome of any specific public election or to carry on, directly or indirectly, any voter registration drive;
- (3) For any purpose other than charitable, scientific, literary, or educational purposes; or
- (4) To fund terrorism or to make grants to individuals and/or organizations listed on the terrorist lists maintained and updated by the United States government.

II.

MEMBERSHIP

The members of LBCA shall be those persons serving as its Board of Directors (the “**Board**”). To the extent that any applicable provision of the Delaware General Corporation Law refers to any action or vote required or permitted to be taken by stockholders or members of a corporation, such action or vote shall be taken by the Board. Any such action or vote so taken shall be taken by action or vote of the same percentage or number of directors of LBCA as would be required of stockholders or members of a corporation so acting or voting under the Delaware General Corporation Law.

III.  
SPONSORS, BENEFACTORS, CONTRIBUTORS,  
ADVISERS, AND FRIENDS OF THE CORPORATION

The Board may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of LBCA, or by such other title as the Board deems appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at or to attend any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

IV.  
BOARD OF DIRECTORS

1. Number of Directors. The Board shall consist of not less than three directors. Subject to the foregoing limitation and except for the initial Board of Directors appointed by the sole incorporator, such number may be fixed from time to time by action of the directors. The number of directors may be increased or decreased by a vote of the majority of the directors in office. No decrease shall shorten the term of any incumbent director.

2. Powers. The oversight of the affairs of LBCA shall be vested in and exercised by the Board, whose members shall pursue such policies and principles as shall be in accordance with law, the provisions of the Certificate of Incorporation and these Bylaws. To the extent permitted by law, the Board may, by general resolution, delegate to officers of LBCA such powers as it sees fit.

Without limiting in any way the powers provided by law, the provisions of the Certificate of Incorporation and these Bylaws, the Board also shall have the power to make grants, contributions, expenditures and otherwise render financial assistance in accordance with Paragraph 11 of this Article IV, in furtherance of the organization's charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code (the “**Code**”).

3. Term and Term Limits. Directors shall be appointed to serve on the Board for terms of three years, subject to resignation, death or removal. No director shall serve for more than two terms consecutively, but may be re-appointed after having not been on the Board for at least one year.

4. Resignation and Removal. Any director may resign from LBCA’s Board by delivering a written resignation to the Board or its presiding officer. The Board may, by affirmative vote of a majority of the directors in office, remove any director from office with or without cause; provided, however, any director may be removed for cause only after reasonable notice and opportunity to be heard.

5. Vacancies. Vacancies created by the death, removal or resignation of one or more directors, or otherwise, may be filled by the affirmative vote of a majority of the directors remaining in office.

6. Compensation and Expenses. The members of the Board shall not be compensated for their services as such, but the Board shall have the power and authority, in its exclusive discretion, to contract for and to pay director compensation for unusual or special services rendered to LBCA, and to establish policies and procedures for reimbursement of expenses incurred by Board members in connection with their service on the Board, *provided*, that any such compensation shall be reasonable and appropriate to the value of the unusual or special services rendered by the directors, and the amount of any such reimbursement shall be limited to expenses that are reasonable in amount and appropriate for the purpose incurred.

7. Meetings of the Board. An annual meeting of the Board to re-elect directors and to elect the President, Secretary, Treasurer and any other officers shall be held each year without call or formal notice on the second Monday in June. If an annual meeting is not held, the President or any director shall call a special meeting of the Board for such purpose.

Regular meetings of the Board may be held without call or formal notice at such places and at such times as the Board may from time to time determine.

Special meetings of the Board may be held at any time and at any place when called by the President, or two or more directors, upon reasonable notice, stating the time and place of said meeting, given to each director by the Secretary or, in the case of the death, absence, incapacity or refusal of the Secretary, by the officer or directors calling the meeting, or at any time without call or formal notice, provided all the directors are present or waive notice thereof before or after the meeting by a writing which is filed with the records of the meeting. Notice to a director of any meeting shall be deemed to be reasonable and sufficient if sent by mail at least five (5) days prior to such meeting, addressed to him or her at his or her usual or last known business or residence address, or by facsimile or telegram or e-mail at least twenty-four hours before the meeting, or if given in person, either by telephone or by handing him or her a written notice at least twenty-four hours before the meeting.

8. Action by Consent of the Board. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consent shall be treated as a vote adopted at a meeting for all purposes. Such consents may be executed in one or more counterparts.

9. Presence Through Communications Equipment. Members of the Board or any committee of the Board may participate in a meeting of such Board or committee by means of a conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

10. Quorum. A majority of the directors in office at the time a meeting is duly called and held shall constitute a quorum. When a quorum is present at any such meeting, the vote of a majority of the directors present shall be necessary and sufficient for election to any office or for a decision on any matter, except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question, without notice other than by announcement at the meeting, and without further notice to any absent director. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

11. Procedures For Making Grants, Contributions, Expenditures and Rendering Financial Assistance. All grants, contributions, expenditures and financial assistance shall be exclusively in furtherance of charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code and consistent with the nonprofit purposes of LBCA. The Board may develop such policies and procedures as it deems necessary to assure that all such grants, contributions, expenditures and assistance are in furtherance of such purposes.

12. Committees of Directors. Either the Board, by vote of a majority of the directors in office, or the President, with the approval of such majority of the Board, may at any time appoint such

committees of the Board as are deemed desirable, including an executive committee and/or one or more other committees. The Board may from time to time designate or alter, within the limits permitted by this Article IV, the duties and powers of such committees or change their membership or may, at any time, adjourn or discontinue any such committee.

Any committee shall be vested with such powers of the Board as the Board may determine in the vote establishing such committee or in a subsequent vote of a majority of directors then in office, *provided, however*, that no such committee shall have any power prohibited by law or the Certificate of Incorporation, or the power

- (a) to change the principal office of LBCA;
- (b) to amend or authorize the amendment of the Certificate of Incorporation or these Bylaws;
- (c) to elect officers required by law, the Certificate of Incorporation or these Bylaws to be elected by members or directors, or to fill vacancies in any such office;
- (d) to change the size of the Board or to fill vacancies in the Board;
- (e) to remove officers or directors from office;
- (f) to authorize a sale or other disposition of all or substantially all the property and business of LBCA; or
- (g) to authorize the liquidation or dissolution of LBCA;

and *provided further*, that the fact that a particular power appears in the foregoing enumeration of powers denied to committees of the Board shall not be construed to override by implication any other provision of the Certificate of Incorporation or these Bylaws, limiting or denying to the Board the right to exercise such power.

Each member of a committee shall hold office until the next annual meeting of the Board (or until such other time as the Board may determine, either in the vote establishing the committee or at the election of such member) and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, is replaced by change of membership, or becomes disqualified by ceasing to be a director, or until the committee is sooner abolished by the Board.

A majority of the members of any committee, but not fewer than one, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Each committee may make rules not inconsistent herewith for the holding and conduct of its meetings, but unless otherwise provided in such rules, its meetings shall be held and conducted in the same manner, as nearly as may be, as is provided in these Bylaws for meetings of the Board. The Board shall have the power to rescind any vote or resolution of any committee; provided, however, that no rights of third parties shall be impaired by such rescission.

## V. OFFICERS

1. Officers. The Board shall elect a President, a Secretary and a Treasurer, and, in their discretion, may elect a Chairperson of the Board, a Vice Chairperson of the Board, an Executive Director, a Controller, and one or more Executive Vice Presidents, Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers as deemed necessary or appropriate. Such officers shall be elected annually by the Board at such meeting as the Board determines, and each shall hold office for the term provided by the vote of the Board, except that each will be subject to removal from office in the discretion

of the Board as provided herein. The powers and duties of more than one office may be exercised and performed by the same person.

2. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board, at any regular or special meeting.

3. Chairperson of the Board. The Chairperson of the Board, if elected, shall be a member of the Board and shall preside at its meetings. The Chairperson shall advise and counsel with the President, and shall perform such duties as from time to time may be assigned by the Board.

4. President. The President shall be the chief executive officer of LBCA, and shall have and exercise direct charge of and general supervision over the business and affairs of LBCA, shall perform all duties incident to the office of the chief executive officer of a corporation and shall perform such other duties as from time to time may be assigned by the Board. The President may but need not be a member of the Board.

5. Executive Director. The Executive Director, if elected, shall be the chief administrative officer of LBCA and shall have and exercise such powers and shall perform such duties as from time to time may be assigned to him or to her by the Board or the President, and, in any case, shall be responsible to and shall report to the President. If the individual serving as the Executive Director also serves as President, his or her actions as Executive Director shall have the same force and effect as actions taken in his or her capacity as President without use of the title President.

6. Executive Vice Presidents and Vice Presidents. Each Executive Vice President and Vice President shall have and exercise such powers and shall perform such duties as from time to time may be assigned by the Board or the President.

7. Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for the purpose; and shall see that all notices are duly given in accordance with the provisions of law and these By-Laws; and shall be custodian of the records of LBCA; and may attest to documents duly authorized and executed on behalf of LBCA; and, in general, the Secretary shall perform all duties incident to the office of secretary of a corporation, and such other duties as from time to time may be assigned by the Board.

8. Assistant Secretaries. The Assistant Secretaries in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board shall prescribe or as from time to time may be assigned by the Secretary.

9. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of LBCA, and shall deposit, or cause to be deposited, in the name of LBCA, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board; and may endorse for collection on behalf of LBCA checks, notes and other obligations; and may sign receipts and vouchers for payments made to LBCA; and may sign checks of LBCA, singly or jointly with another person as the Board may authorize, and pay out and dispose of the proceeds under the direction of the Board; and shall render to the President and to the Board, whenever requested, an account of the financial condition of LBCA; and in general, shall perform all the duties incident to the office of treasurer of a corporation, and such other duties as from time to time may be assigned by the Board.

10. Assistant Treasurers. The Assistant Treasurers in order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and

shall perform such other duties as the Board shall prescribe or as from time to time may be assigned by the Treasurer.

11. Subordinate Officers. The Board may appoint such subordinate officers as it may deem desirable. Each such officer shall hold office for such period, have such authority and perform such duties as the Board may prescribe. The Board may, from time to time, authorize any officer to appoint and remove subordinate officers and to prescribe the powers and duties thereof.

12. Compensation. The Board shall approve the compensation, if any, of all officers of LBCA. It may authorize any officer, upon whom the power of appointing subordinate officers may have been conferred, to fix the compensation of such subordinate officers.

13. Removal. Any officer of LBCA may be removed, with or without cause, by action of the Board; provided, however, any officer may be removed for cause only after reasonable notice and opportunity to be heard.

14. Bonds. The Board may require any officer of LBCA to give a bond to LBCA, conditional upon the faithful performance of such officer's duties, with one or more sureties and in such amount as may be satisfactory to the Board

VI.  
INDEMNIFICATION OF MEMBERS,  
DIRECTORS, OFFICERS, EMPLOYEES, OR OTHERS

1. LBCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of LBCA) by reason of the fact that he or she is or was a member, director, officer, employee or agent of LBCA, or is or was serving at the request of LBCA as a director, officer, member, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of LBCA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of LBCA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. LBCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of LBCA to procure a judgment in its favor by reason of the fact that he or she the person is or was a member, director, officer, employee or agent of LBCA, or is or was serving at the request of LBCA as a director, officer, member, trustee, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if he or she acted, or failed to act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of LBCA, and except that no indemnification may be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable to LBCA unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

3. To the extent that a present or former member, director or officer of LBCA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Any indemnification under paragraphs (1) and (2) of this Article VI (unless ordered by a court) shall be made by LBCA only as authorized in the specific case upon a determination that indemnification of the present or former member, director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (1) and (2) of this Article VI. Such determination shall be made with respect to a person who is a member, director or officer at the time of such determination, (i) by a majority vote of the directors in office who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

5. Expenses (including attorneys' fees) incurred by a director, officer or member in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by LBCA in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, member or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by LBCA as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by former directors, members and officers or other employees and agents may be so paid upon such terms and conditions, if any, as LBCA deems appropriate.

6. The indemnification and advancement of expenses provided by, or granted pursuant to this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7. LBCA shall have power to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of LBCA, or is or was serving at the request of LBCA as a director, officer, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not LBCA would have the power to indemnify him or her against such liability under the provisions of this Article VI.

8. For purposes of this Article VI, references to "LBCA" include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its members, directors, officers, trustees and employees or agents, so that any person who is or was a director, officer, member, trustee, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under this Article VI with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of LBCA" shall include any service as a member, director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such member, director, officer, employee or agent with respect to an employee benefit plan,

its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of LBCA” as referred to in this Article VI.

9. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

VII.  
CONTRACTS AND DEALINGS WITH CERTAIN  
OTHER CORPORATIONS OR FIRMS

1. Conflict of Interest Policy. The “**Lobular Breast Cancer Alliance Inc. Conflict of Interest Policy**” set forth in **Attachment I** to these Bylaws is incorporated into these Bylaws by reference and constitutes an integral part hereof.

2. Establishing Quorum for Meeting Regarding Potential Conflict of Interest. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction, even if abstaining from discussion of or votes regarding such contract or transaction.

3. Matters Not Void or Voidable. No contract or transaction between LBCA and one or more of its members, directors or officers, or between LBCA and any other corporation, partnership, association, or other organization in which one or more of LBCA’s members, directors or officers, are members, directors or officers, or have a financial interest, shall be void or voidable solely for this reason or by reason of an interested party’s presence at a meeting at which such contract or transaction is reviewed or voted upon. Any such meeting shall be conducted in accordance with the requirements of the Conflict of Interest Policy then applicable.

4. Supplemental Guidelines and Procedures. The Board from time to time may adopt, amend and revoke supplemental guidelines and procedures relating to LBCA’s Conflicts of Interest Policy and adopt such other policies and procedures as the Board determines to be advisable in furtherance of the Company’s nonprofit purposes.

VIII.  
EXECUTION OF PAPERS

Except as the Board may generally or in particular cases authorize or direct the execution thereof in some other manner, all deeds, leases, transfers, contracts, proposals, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by LBCA shall be signed or endorsed on behalf of LBCA by the President or the Treasurer or their designees.

IX.  
SOURCE AND INVESTMENT OF FUNDS

Funds for the operation of LBCA and for the furtherance of its objectives and purposes may be derived from revenues generated from the performance of the charitable, educational and scientific purposes of LBCA, donations from public and private organizations, associations and individuals, grants and allocations from governmental or private agencies or bodies, and such other sources as may be approved by the Board. Except as otherwise provided by law or lawfully directed by any grantor or donor, LBCA may retain or dispose of all or any part of any real or personal property acquired by it and



invest and reinvest any funds held by it according to the judgment of the Board, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

X.

PROHIBITION REGARDING THE USE OF FUNDS

No part of the net earnings or receipts of LBCA shall inure to the benefit of any member, director or officer of LBCA or any private individual, provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for LBCA in conformity with these Bylaws.

XI.

FISCAL YEAR

The fiscal year of LBCA shall be from the first day of July through the thirtieth day of June.

XII.

AMENDMENTS

The Board, by a majority vote of directors at the time in office, may alter, amend or repeal these Bylaws, in whole or in part.