

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF ARTHROGRYPOSIS MULTIPLEX CONGENTIA SUPPORT, INC.**

The undersigned, being all of the voting Directors of Arthrogryposis Multiplex Congentia Support, Inc. (the “*Corporation*”), a nonprofit corporation incorporated under the laws of the State of Wisconsin, do hereby certify for the records of the Corporation that we do consent to, approve, affirm, ratify, and adopt the following resolutions as the action of the Corporation in lieu of a meeting, effective as of July 12, 2021:

Adoption of Amended and Restated Bylaws

RESOLVED, that the Amended and Restated Bylaws, including the Conflict of Interest Policy attached and incorporated thereto as Appendix A, that have been prepared for this Corporation, a copy of which is attached hereto as Attachment 1, have been reviewed, and are hereby adopted and approved as the Amended and Restated Bylaws for this Corporation. The Amended and Restated Bylaws shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Audit Policy

RESOLVED, that the Audit Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 2, has been reviewed, and is hereby approved and adopted as the Audit Policy for this Corporation and shall be inserted in the Corporation’s minute book. The Audit Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Compensation Policy

RESOLVED, that the Compensation Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 3, has been reviewed, and is hereby approved and adopted as the Compensation Policy for this Corporation and shall be inserted in the Corporation’s minute book. The Compensation Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Discrimination Policy

RESOLVED, that the Discrimination Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 4, has been reviewed, and is hereby approved and adopted as the Discrimination Policy for this Corporation and shall be inserted in the Corporation’s minute book. The Discrimination Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Record Retention and Disposal Policy

RESOLVED, that the Record Retention and Disposal Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 5, has been reviewed, and is hereby approved and adopted as the Record Retention and Disposal Policy for this Corporation and shall be inserted in the Corporation's minute book. The Record Retention and Disposal Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Whistleblower Policy

RESOLVED, that the Whistleblower Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 6, has been reviewed, and is hereby approved and adopted as the Whistleblower Policy for this Corporation and shall be inserted in the Corporation's minute book. The Whistleblower Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Joint Venture Policy

RESOLVED, that the Joint Venture Policy that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 7, has been reviewed, and is hereby approved and adopted as the Joint Venture Policy for this Corporation and shall be inserted in the Corporation's minute book. The Joint Venture Policy shall remain in full force and effect until amended or repealed by action of the Directors.

Adoption of Annual Letter of Commitment

RESOLVED, that the Annual Letter of Commitment that has been prepared for this Corporation, a true copy of which is attached hereto as Attachment 8, has been reviewed, and is hereby approved and adopted as the Annual Letter of Commitment for this Corporation and shall be inserted in the Corporation's minute book. The Annual Letter of Commitment shall remain in full force and effect until amended or repealed by action of the Directors.

Completion of Amendment Process

RESOLVED, that the officers of this Corporation are hereby authorized and directed to take all appropriate action to complete all the steps necessary to have the Corporation be in good standing, to be qualified to conduct its intended business operations, and to be in compliance with all applicable governmental regulations.

RESOLVED, that all actions previously taken by any director, officer, agent or attorney of the Corporation relating to the above resolutions and the actions contemplated in connection therewith, are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

******Remainder of Page Intentionally Left Blank******
[Signatures on Following Page]

This Unanimous Written Consent may be executed in any number of counterparts or means of electronic transmission or signature, which when executed and delivered shall have the force and effect of an original, and it shall be effective as of the date first stated above.

DATE:

DIRECTORS:

Joey Balisteri

Jennifer Paradeis

Alexis Record

Ani Samargian

Melissa Snyder

Harold van Bosse

Attachment 1

Amended and Restated Bylaws

**AMENDED AND RESTATED BYLAWS
OF
ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.**

**ARTICLE I
OFFICES**

Section 1.1. Registered Office: The registered office of ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC., a Wisconsin nonstock corporation (hereinafter the “*Corporation*”) shall be located in the Germantown, Wisconsin, or such other place as may be designated by the Board of Directors (as defined in Article III) of the Corporation.

Section 1.2. Principal Office: The principal office of the Corporation shall be located at within or without Germantown, Wisconsin or such other place within or outside of Wisconsin, as may be designated by the Board of Directors.

Section 1.3. Other Offices: The Corporation may have offices at such other places within or outside of Wisconsin, as the Board of Directors may, from time to time, determine and as the activities of the Corporation may require.

**ARTICLE II
PURPOSES AND OBJECTIVES**

Section 2.1. Purposes: The Corporation is organized exclusively for charitable, scientific, eleemosynary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Section 2.2. Objectives: To accomplish the aforementioned purposes, the Corporation will have the following objectives:

- (a) To provide and encourage more understanding and mutual support among anyone affected with the diagnosis of arthrogryposis multiplex congenita (“*AMC*”); and
- (b) To create a higher standard of AMC awareness by means of conferences, gatherings, meetings, and studies; and
- (c) To promote, support and aid any and all other activities and programs, which will further the charitable, scientific, eleemosynary, and educational purposes of the Corporation.

Section 2.3. Authority: Except as may be limited by the Corporation’s Articles of Incorporation or Bylaws and in all cases only to the extent in furtherance of its purposes as set forth in Section 2.1 above, the Corporation will have such powers as are now or may hereafter be

granted corporations under the Wisconsin Nonstock Corporations Statute, as amended, Chapter 181 of the Wisconsin Statutes (the “*Nonstock Act*”), including the authority:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (c) To make and amend bylaws not inconsistent with its articles of incorporation or with the laws of Wisconsin for regulating and managing the affairs of the Corporation;
- (d) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located;
- (e) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;
- (g) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by Section 181.0832 of the Nonstock Act;
- (i) To be a promoter, partner, member, associate, or manager of any entity;
- (j) To conduct its activities, locate offices, and exercise the powers granted by the Nonstock Act inside or outside Wisconsin;
- (k) To elect or appoint Directors, officers, employees, and Agents of the Corporation, define their duties, and fix their compensation;
- (l) To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former Directors, officers, employees, and Agents;
- (m) To establish reasonable compensation for all directors for services to the Corporation as directors, officers or otherwise. Unless otherwise provided in the articles of incorporation or bylaws, the board of directors, by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest

of any of its members, may establish reasonable compensation for all directors for such services or delegate this authority to an appropriate committee;

- (n) To make donations and otherwise devote its resources for the public welfare or for charitable, scientific, educational, humanitarian, philanthropic or religious purposes and for other purposes that further the interest of the Corporation;
- (o) To impose dues, assessments, admission and transfer fees upon its members;
- (p) Establish conditions for admission of members, admit members and issue memberships.
- (q) To carry on a business;
- (r) To construct buildings and other improvements to real property;
- (s) To establish investment policies and procedures and to establish endowment funds;
- (t) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation; provided, however, that the Corporation shall not engage in any activity not permitted by a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 2.4. Prohibition Against Private Inurement: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2.5. Additional Limitations: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.6. Exempt Activities: Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may be amended.

Section 2.7. Operating Policies, Procedures and Guidelines: From time to time, the Board of Directors may adopt, amend, or restate operating policies, procedures and guidelines to carry out the purposes and objectives of the Corporation.

ARTICLE III **MEMBERS**

Section 3.1. Members: Subject to the policy of and any application for admittance adopted by the Board, anyone interested in or affected by AMC may become a member of the Corporation, as provided herein (hereinafter the “*Members*” and each a “*Member*”). There shall be three classifications of Members:

- Individual
- Family
- Lifetime

Section 3.2. Membership Dues: The Board shall establish and may change, from time to time, any fees of the Members associated with each Member classification.

Section 3.3. Rights and Privileges of Members: All Members shall have the right (i) to vote at any meeting of the Members on any issue presented by the Board and as otherwise required under Wisconsin law, (ii) to serve in corporate office and directorship of the Corporation, and (iii) to exercise such other rights and privileges as established by the Board from time to time in connection with each such Member classification.

Section 3.4. Meetings:

(a) The Corporation shall hold a meeting of the Members, annually, in the last quarter of the fiscal year at such time and place as determined by the Board and as specified in the notice of such meeting. At the annual meeting of the Members, the President and the Treasurer shall report on the activities and financial condition of the Corporation. Additional regular and special meetings of the Members shall take place at such times and places as shall be determined by the Board and as specified in the respective notices of such meetings in accordance with the Nonstock Act.

(b) Notice of meetings of the Members shall be served either personally or by mail to each Member not less than ten (10) nor more than forty (40) days before the meeting. Any Member, in good standing, may submit questions to the Board or for discussion of the Members. All paid members in good standing wishing to present their question(s) before the Board of Directors during the public meeting must submit their question(s) to the Board of Directors at BOD@amcsupport.org at least five (5) business days prior to the meeting. The Board of Directors will decide if the question(s) are appropriate, and if so, if they will be addressed via email or other methods of communication or placed on the agenda for the public meeting.

(c) If permitted by the Board, Members may be provided access to listen into or participate in a meeting of the Members by means of a conference telephone, video conference or similar communications device, and such participation in a meeting may be deemed presence in person at such meeting by the Board, as permitted pursuant to applicable law.

Section 3.5. Proxies/Ballots: A Member entitled to vote may in a matter before the Members may vote in person or by proxy executed in writing by the Member or by his or her attorney-in-fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated therein. Any action that may be taken at a meeting of

Members may be taken without a meeting by written or electronic ballot in accordance with applicable law.

Section 3.6. Quorum: The presence, in person or by proxy, of 10% or more of the Members shall constitute a quorum at meetings of Members.

Section 3.7. Termination, Expulsion and Suspension:

(a) **Termination of Member Status:** Status as a Member in the Corporation shall be terminated by death, voluntary withdrawal or expulsion, and thereafter all of the rights of the Member in the Corporation or in its property shall cease.

(b) **Suspension or Termination:** The vote of two-thirds of all of the Directors serving on the Board of Directors is required to suspend or terminate a person's status as a Member.

(c) **Liability:** A Member who has been suspended or had Member status terminated may be liable to the Corporation for dues, assessments or fees because of obligations incurred or commitments made prior to such suspension or termination.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. General Powers/ Authority: Subject to the Articles, these Bylaws, the Nonstock Act, and applicable law, the business and affairs of the Corporation shall be governed by a board of voting directors (the "***Board of Directors***" or the "***Board***," and each individual serving on the Board, with the right to vote on all matters before the Board as provided in these Bylaws, shall be referred to as a "***Director***," and collectively as the "***Directors***"). Authority in, responsibility for, and governance of the affairs of the Corporation shall be vested in the Board of Directors.

Section 4.2. Composition: The Board of Directors shall consist of no fewer than three (3) individuals. The authorized number of Directors shall be determined by the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board; provided that if the number so determined is to be increased, or decreased, notice of the proposed increase or decrease shall be included in the notice of such meeting.

Section 4.3. Election of Directors: Each Director shall be elected by a majority vote of the Directors at a duly authorized meeting where a quorum is present, and the elected Director shall assume such role on the first day of the next fiscal year.

Section 4.4. Term/Term Limitations: Each Director shall hold office for a term of three (3) years ("***Term***") and shall hold office until his or her death, resignation, retirement, removal, disqualification, and until his or her successor is elected and qualifies. There shall be no limit to the number of Terms that a Director may serve consecutively.

(a) **Abbreviated Term.** The Board may elect any individual, in its discretion and at any time, to serve an Abbreviated Term that shall commence upon the election of such individual as a Director and continue until the following June 30th (an "***Abbreviated Term***"). At the completion of an Abbreviated Term, such individual may be re-

elected as a Director to serve a Term and such Abbreviated Term shall not count towards the Term limitations described in subparagraph (a) above.

Section 4.5. Removal: Any Director may be removed from office at any time with or without cause at a meeting of the Board called for that purpose by the affirmative vote of two-thirds (2/3rds) of all of the voting Directors serving on the Board. Any Director proposed to be removed shall be entitled to at least ten (10) days' written notice in writing of the meeting, at which such removal is to be voted, and shall be entitled to appear before and be heard at such meeting.

Section 4.6. Resignation: Any Director may resign at any time by serving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the notice.

Section 4.7. Vacancies: A vacancy occurring in the Directors serving on the Board may be filled by the Members at meeting called for such purpose pursuant to an election as contemplated in Section 4.3.

Section 4.8. Conflict of Interest: The Corporation will maintain a Conflict of Interest Policy pursuant to Article X of these Bylaws. In accordance with that policy, each Director or officer shall declare himself or herself as "abstaining" from voting on any matter in which such Director or officer may be considered to have a conflict of interest. Such abstaining declaration shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any Director or officer participating in any committee vote.

Section 4.9. Director Emeritus: Any person who has demonstrated significant support to the Corporation may be elected to the position of Director Emeritus by two-thirds (2/3rds) vote of all of the Directors serving on the Board. Directors Emeriti shall be non-voting, but with the authority to address the Board at meetings and shall be included on all correspondence of the Board. Each Director Emeritus shall serve until his or her death, resignation, or removal. A Director Emeritus shall only be removed by a vote of two-thirds (2/3rds) of all of the Board serving on the Board. A Director Emeritus present at a meeting of the Board of Directors shall not be counted for purposes of determining whether a quorum is present.

ARTICLE V **MEETINGS OF DIRECTORS**

Section 5.1. Regular Meetings: The Board of Directors shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise.

Section 5.2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or by any two Directors. Such meetings may be held at the time and place fixed by the person or persons calling the meeting.

Section 5.3. Notice of Meetings: Notice of the time and place of any regular meeting shall be served either personally or by mail, facsimile, or electronic mail to each Director not less than ten (10) nor more than forty (40) days before the regular meeting upon each Director. Notice of a special meeting must state the time, place and purpose or purposes thereof and shall be served

personally or by mail, facsimile, or electronic mail upon each Director not less than two (2) nor more than forty (40) days before such meeting. Any Director may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5.4. Quorum: At any meeting of the Board of Directors, the presence of a majority of the Directors in office immediately before the meeting, shall constitute a quorum for transaction of business at any meeting of the Board. In the absence of any quorum or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the Directors without notice other than by announcement at the meeting and without further notice to any absent Director.

Section 5.5. Manner of Acting: Except as otherwise provided in this section or as required by Wisconsin law, the act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. No voting by proxy shall be permitted.

Section 5.6. Meeting by Video-Conference, Telephone, and other Communication Means: Any one or more Directors may participate in a meeting of the Board of Directors by means of video-conference, telephone, or other communications device, which allows all persons participating in the meeting to hear and be heard, and such participation in a meeting shall be deemed present in person.

Section 5.7. Order of Business: At regular meetings of the Board of Directors, the President, with the approval of the Board of Directors, may prescribe the order of business.

Section 5.8. Informal Action by All Directors: Any action required by law to be taken at a meeting of the Board, or any action that may be taken at the meeting of the Board or of any committee of the Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or committee members entitled to vote on the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Board and shall be recorded with the minutes of the Corporation.

ARTICLE VI **OFFICERS OF THE BOARD OF DIRECTORS**

Section 6.1. Officers and Duties: The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be Directors who are entitled to vote on matters before the Board of Directors. All officers shall serve for up to two (2) two-year terms, without compensation for his or her services in such role. These officers shall perform the duties prescribed by these Bylaws.

(a) **President.** The President shall serve as the principal volunteer officer of the Corporation. He or she shall represent the Corporation generally in the community. The President shall have all the powers and shall perform all the duties conventionally associated with the office including, but not limited to, chairing all Board meetings, developing agendas for Board meetings, working to ensure Board participation, soliciting

financial support in the form of grants and donations, assisting the Treasurer in dispersing and managing the funds, which will support the programs and activities of the Corporation, and having a high level of commitment to the work of the organization.

(b) **Vice President.** The Vice President shall assist the President in the duties of that office and shall perform all duties of the President during his or her absence or departure from office.

(c) **Secretary.** The Secretary shall keep a correct record of all the proceedings of the meetings of the Board of Directors, and if necessary, any committee meetings. He or she shall attend to the giving of notices, have custody of the corporate seal and records, and affix the seal to all instruments required to be executed under seal as authorized by the Board of Directors. He or she shall perform such other duties as are incident to the office of Secretary and shall have such other powers and duties as may be conferred upon him or her by the Board of Directors.

(d) **Treasurer.** The Treasurer shall perform such other duties as are incident to the office of Treasurer and shall have such other powers and duties as may be conferred upon him by the Board of Directors. He or she will work with the President to develop an annual budget, as well as compile quarterly and year-end financial statements to be distributed to all members of the Board of Directors. The Treasurer shall assist with filing all required reports with the Internal Revenue Service, the state of Wisconsin, and any financial institutions deemed necessary. The Treasurer will assist with all compliance requirements associated with the maintenance of Section 501(c)(3) status of the Corporation.

Section 6.2. Attendance: It is the expectation that all officers shall attend the Board meetings. If unable to attend, he or she must notify the President, who will ensure all duties are fulfilled.

Section 6.3. Election: Each officer shall be elected by a vote of the majority of the Directors, at a duly called meeting of the Board where a quorum is present. .

Section 6.4. Term of Office. Each officer shall hold his or her office for a term of one year (“*Officer Term*”) or until his or her death, resignation, retirement, removal or disqualification, and until his or her successor is elected. An individual shall be eligible to serve for no more than four consecutive Officer Terms in such role; provided, however, upon a finding of extraordinary circumstances, this Officer Term limitation may be waived any number of times by the vote of a majority of the Board of Directors. After a lapse of one year following the continuous service of four Officer Terms as in a specific officer role, such individual may be re-elected to serve again in such specific role, as applicable.

Section 6.5. Vacancies: In the case of a resignation or removal of an officer, the Board of Directors will select a replacement Director to complete the current Term. However, in the case of the resignation or the removal of the President, the Vice-President will serve as the replacement President for the remainder of such term of presidency. Service by a Vice-President for the remainder of a predecessor’s term of presidency shall not count towards any officer term limitation as contemplated in Section 6.4 above.

Section 6.6. Resignations: Any officer may resign at any time by serving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the notice by the President or Secretary, as applicable.

Section 6.7. Removal: Any officer may be removed from their position at any time by a vote of two-thirds (2/3rds) of the Board of Directors.

ARTICLE VII **COMMITTEES**

Section 7.1. Committees: The authority, duties, and powers of the various standing committees of the Board are as set forth in Sections 7.2 and 7.3 of this Article VII, but may be limited or increased from time to time as the Board of Directors may so decide. Except as otherwise expressly provided herein, the President shall appoint individuals to serve on each committee of the Corporation, including a chairperson for each committee, on an annual basis. The members of the Governance Committee shall at all times be Directors; individuals that are not Directors, but have pertinent experience, education, or insight, may be invited to be members of the other committees of the Corporation.

Section 7.2. Finance Committee: The Finance Committee will consist of at least three (3) Directors, and shall be chaired by the Treasurer. The Finance Committee shall work closely with the Treasurer and advise the Board as to the budget and financial management of the Corporation, its assets and operations. The Finance Committee shall also advise the Board of the general fiscal policy and management of the Corporation.

Section 7.3. Governance Committee: The Governance Committee shall consist of at least three (3) Directors. In consultation with the President, the Governance Committee shall be responsible to present to the Board of Directors nominations for Directors, officers, committee appointments, and chairpersons for such committees (except as provided otherwise in these Bylaws) for election by the Board. The Governance Committee shall develop and recommend general procedures to elect Directors and officers of the Corporation. The Governance Committee shall accept names of candidates for consider in such Director and officer positions as submitted by any Member, Member(s), Director, or Directors. The Governance Committee shall, from time to time, offer recommendations regarding and review proposed revisions to the governing documents and polices of the Corporation, including its Articles of Incorporation and the Bylaws. Additionally, the Governance Committee shall assist the Board in connection with the Corporation's on-going compliance with applicable law and Board-approved policies and shall serve as a point of contact for individuals concerned with violations thereof.

Section 7.4. Advisory Boards and Groups: The Board may provide for such other advisory boards, councils, or groups, consisting in whole or in part of persons who are not Directors of the Corporation, as it deems necessary or desirable. It shall be the function and purpose of each such body to advise the Board of Directors on issues presented. Appointments to and the filling of vacancies on any such advisory boards, councils, or groups shall be made by the Board or its delegate.

Section 7.5. Ex-officio Committee Members: The President and Vice President shall serve as an ex-officio, non-voting member of all committees, on which he or she does not serve as a regular member.

Section 7.6. Term of Office: Each member of a committee shall serve as a member until the next annual meeting of the Board of Directors and until his or her successor is appointed unless the committee shall be sooner terminated.

Section 7.7. Committee Chair: A chair shall be appointed to each committee by the President, unless otherwise prescribed in these Bylaws or by resolution of the Board.

Section 7.8. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.9. Quorum: A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.10. Rules: Subject to the requirements of this Article VII, each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules adopted by the President.

ARTICLE VIII **CONTRACTS, CHECKS AND DEPOSITS**

Section 8.1. Contracts: The President and the Treasurer are each authorized to sign on behalf of the Corporation any agreement or instrument that has been approved by the appropriate body or person of the Corporation. The Board of Directors may additionally authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 8.2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE IX **INDEMNIFICATION**

Section 9.1. Expenses and Liabilities: To the maximum extent permitted by the Nonstock Act, the Corporation shall indemnify each of its Directors, officers and Agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Article, an “Agent” of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee, partner, joint venturer, trustee, or similar position.

Section 9.2. Advance of Expenses: To the extent permitted by law, the Corporation may advance expenses incurred or to be incurred by a Director, officer, or Agent in connection with any proceeding arising by reason of the fact that said person was or is a Director, officer, or Agent of the Corporation, provided said advance is authorized by the Board of Directors and permitted by law.

Section 9.3. Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, or Agent of the Corporation against any liability asserted against or incurred by such persons in said capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such persons against that liability under the provisions of this Article.

Section 9.4. Bond: The Board of Directors may by resolution require any or all officers, Agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE X **CONFLICT OF INTEREST**

The Board of Directors shall implement and enforce the Conflicts of Interest Policy attached to these Bylaws as Appendix A. No modification or amendment to such policy shall be made without complying with Section 12.1 of these Bylaws.

ARTICLE XI **DISSOLUTION**

Section 11.1. Dissolution: The authorization of the dissolution of the Corporation shall be as provided in the Articles of Incorporation and permitted pursuant to Wisconsin law.

Section 11.2. Distribution on Dissolution: All of the property of the Corporation is irrevocably committed to charitable and educational purposes; and upon dissolution of the Corporation its assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefor, be distributed to one or more nonprofit exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws, selected by the Board of Directors of the Corporation. Any assets not so disposed of shall be transferred pursuant to the direction of the court of common pleas of the county in which the principal office of the Corporation is then located, to such other nonprofit exempt organization as in the judgment of the court most similarly

serves the same purposes as the Corporation, provided that such organization is one described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws.

ARTICLE XII **AMENDMENTS**

Section 12.1. Amendments: Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Directors at any regular or special meeting of the Board of Directors where a quorum is present. With regard to Article II, Article III, Article XI, Article XII, and the Conflict of Interest Policy referenced in Article X and attached as Appendix A and Section 15.2, no changes or amendments will be permitted without the affirmative vote of two-thirds (2/3) of all of the Directors then holding office.

ARTICLE XIII **AUDIT, BOOKS, & RECORDS**

Section 13.1. Accounting, Books and Records:

(a) **General:** The Corporation will maintain appropriate corporate and accounting records. The Corporation's books and records will be maintained as provided in this Section.

(b) **Financial Reports:** The Corporation will maintain at its principal office its financial reports as of the end of the most recent fiscal year, including at a minimum a balance sheet and a statement of operations of such year, accompanied by the report of the certifying accountant.

(c) **Corporate Records:** The Corporation will maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; a current list of Directors and officers and their addresses of record; IRS Forms 990, 1023, such additional tax information as may be required under § 6104 of the Internal Revenue Code; and the Corporation will maintain in writing or in a format convertible into writing the minutes of all Board and Committee meetings and action without meeting for the past three years.

Section 13.2. Audit: The Board of Directors is authorized to develop an appropriate audit policy of the Corporation, consistent with these Bylaws and applicable law, and commiserate with the scope of the Corporation's activities.

Section 13.3. Compliance with IRS Disclosure Requirements: Records of the Corporation will be maintained and provided in accordance with § 6104 of the Internal Revenue Code. The operating policies, procedures and guidelines of the Corporation will contain such provisions, including language addressing conduct of meetings and disclosure of records, as to ensure the Corporation's compliance with IRS disclosure regulations.¹

¹ See, e.g., IRS Announcement 99-62, 1999-25 IRB 1.

Section 13.4. Fiscal Year: The fiscal year of the Corporation shall be a year ending December 31, but may be changed from time to time by the Board of Directors.

Section 13.5. Compensation/ Expenses:

(a) No officer or Director shall by reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Director from receiving any compensation from the organization for duties or services other than as a Director or officer. The Board of Directors shall have power in its discretion to contract for and to pay to Directors or officers for duties or services other than as a Director or officer such compensation that is appropriate to the value of such services.

(b) The Board of Directors, or its delegate, shall hire and fix the compensation of any and all employees and independent contractors, which they in their discretion may determine to be necessary in the conduct of the business of the organization.

(c) Notwithstanding any other provision of these Bylaws, the Board recognizes that an officer or Director may be required to travel or incur other expenses from time to time to conduct organizational business and to further the mission of the Corporation. An officer or Director may qualify for reimbursement of reasonable and necessary expenses related to the Corporation for travel, meals and lodging. However, such officer or Director must adequately account for the expense within sixty (60) days of incurring the expense and must return any excess reimbursement no more than one hundred twenty (120) days after receipt, in addition to any other policy requirements of the Board.

ARTICLE XIV
RESTRICTIONS AND DONATIONS

Section 14.1. The Corporation may receive as its sources of income, gifts, bequests from wills, and restricted and unrestricted monies or properties of any kind or description from any and all sources, but no gift, bequest or devise of any such property shall be received and accepted if it be for other than charitable purposes as limited to and including charitable, scientific, literary, or other educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended or as shall, in the opinion of the Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended.

ARTICLE XV
GENERAL

Section 15.1. General: The regulation of the business and conduct of the affairs of the Corporation will conform to federal and state income tax laws and any other applicable federal and state law, including, but not limited to, the Nonstock Act. In the interpretation of these Bylaws, wherever reference is made to the United States Code (U.S.C.), the United States Internal Revenue Code, Internal Revenue Laws or Treasury Regulations thereunder, the Nonstock Act, the Wisconsin Statutes or any other statute, or to any section thereof, such reference will be construed

to mean such Code, Act, Laws, Statutes, or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws or regulations covering equivalent subject matter.

Section 15.2. Seal: The seal of the Corporation shall be the club foot prints of Abigail Vinson along with the words “Arthrogryposis Multiplex Congenita Support, Inc.”

Section 15.3. Governing Law: These Bylaws are executed and delivered in the State of Wisconsin and they will be governed by, construed and administered in accordance with the laws of the State of Wisconsin.

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[CONFLICT OF INTEREST POLICY TO FOLLOW]

APPENDIX A
TO THE BYLAWS OF
ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

CONFLICTS OF INTEREST POLICY

ARTICLE I
Purpose

The purpose of this Conflicts of Interest Policy is to protect the interest of ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC., a Wisconsin nonstock corporation (hereinafter the “*Corporation*”) when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace Sections 181.0831 or 181.0832 of the Wisconsin Statutes or other applicable state laws governing conflicts of interest applicable to non-profit and charitable corporations.

ARTICLE II
Definitions

1. Interested Person

Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

2. Financial Interest

A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment in any entity with which the Corporation has a transaction or arrangement;
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

ARTICLE III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An Interested Person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Prohibited Transactions

Notwithstanding, anything in this policy to the contrary, an Interested Person shall not, during his or her period of service as a director, officer or member of a committee with Board-delegated powers and for a period of twelve (12) months thereafter, invest, or receive an ownership interest, through stock, options, phantom stock or otherwise, in any entity or venture in which the Corporation maintains an ownership interest excepting the Corporation's investments in publicly traded securities including mutual funds. Provided, however, the Board of Directors, upon a vote of 75% of its members not counting the affected director, may waive the applicability of the above-described prohibition with respect to the 12-month period following a director's period of service as a director, officer, or member of a committee with Board-delegated powers.

5. Violations of the Conflicts of Interest Policy

- a. If the Board of Directors or committee has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV Records of Proceedings

The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI
Annual Statements

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person—

- a. has received a copy of the Conflicts of Interest Policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether transactions with parties are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

ARTICLE VIII
Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Attachment 2

Audit Policy and Procedures

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

AUDIT POLICY AND PROCEDURES

**ARTICLE I
PURPOSE**

Arthrogryposis Multiplex Congenita Support, Inc., a Wisconsin non-stock corporation (the “*Corporation*”), has developed and implemented internal protocols, which are memorialized herein and are intended to set forth the Corporation’s policies and procedures regarding compliance with accounting procedures and periodic audits of the financial status of the Corporation (“*Audit Policy*”).

In all cases, the Board of Directors of the Corporation, shall prudently maintain and ensure compliance with the policies and procedures outlined herein. This Audit Policy is intended for the administrative convenience of the Board of Directors, has been approved by the Board of Directors and this Audit Policy may be amended, restated, and/ or terminated by the Board of Directors.

**ARTICLE II
COMPLIANCE WITH ACCOUNTING PROCEDURES**

All funds and other assets and all transactions of the Corporation shall be recorded in the appropriate books and records of the Corporation in conformity with generally accepted accounting principles, the organizational documents of the Corporation, and all federal and state laws and regulations. All payments of funds, transfers of property, furnishing of services and other transactions shall be reflected and accounted for in the appropriate accounting and other records of the Corporation in sufficient detail to comply with generally accepted accounting principles. In the course of compliance with audits or investigations, Directors, officers, and employees of the Corporation shall disclose, fully and faithfully, all relevant information to, and otherwise cooperate with, internal and external auditors, the Corporation’s legal counsel and the Board of Directors.

A. Engagement and Oversight of Independent Auditor.

On behalf of the Corporation, the Board of Directors shall contract for and receive an independent audit of the Corporation’s financial transactions at least once every three (3) years. In other years, the Board of Directors shall contract for independent reviews of discreet segments of the operations of the Corporation as needed. The Board of Directors shall review audit decisions and provide oversight to achieve the independence of audit decisions. The Board of Directors shall meet with the independent auditor to review the independent audit of the Corporation.

B. Independent Auditor Reports to Board of Directors.

The Board of Directors shall require the independent auditor to report to the following:

- (1) All critical accounting policies and practices used by the Corporation that have been discussed with the Directors, officers and employees of the Corporation;

- (2) All alternative accounting treatments of financial information, the ramifications of such alternative treatments and the treatment preferred by the independent auditor; and
- (3) Material written communications between the independent auditor and the Officers and Employees of the Corporation (such as the management letter or schedule of unadjusted differences or similar communication).

C. Annual Evaluation.

The Board of Directors shall meet annually to review and provide oversight regarding the Corporation's accounting policies, practices, and financial transactions, and it shall report periodically its findings to the Board of Directors. The Board of Directors shall evaluate the performance of the independent auditor and recommend to the Board of Directors any desired change in independent auditors or any desired rotation of independent auditor personnel.

**ARTICLE III
INSTITUTIONAL RESPONSIBILITY**

In furtherance of the Corporation's commitment to ethical and legal behavior, all Directors, officers and employees must report to the Corporation any actual or suspected violations of this Code of Conduct so that they may be investigated and appropriately corrected or otherwise addressed. Reports concerning questionable accounting or auditing matters shall be made to the President, the Vice President, or the Treasurer of the Corporation. Reports with respect to other matters shall be made to the President of the Board of Directors. Promptly after receiving a report concerning any actual or apparent violation of law or ethical standard or any questionable accounting or auditing matter, the recipient of such report shall document in writing the receipt and content of such report and confirm the accuracy thereof in writing with the person making such report. The Corporation will not retaliate or discriminate for any report made in good faith by any Director, officer or employee.

Attachment 3

Compensation Policy

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

COMPENSATION POLICY

ARTICLE I
PURPOSE

The purpose of this Compensation Policy is to protect the interest of Arthrogryposis Multiplex Congenita Support, Inc. (the “*Corporation*”) when it is contemplating a compensation arrangement for services to be rendered to the Corporation. Subject to the Internal Revenue Code of 1986, as amended (the “*Internal Revenue Code*”) and other applicable federal and state laws, the Board of Directors of the Corporation (the “*Board of Directors*”) have authority and discretion to interpret, amend, modify or terminate this Compensation Policy.

ARTICLE II
COMPENSATION

The following provisions are intended to address compensation of officers, members of the Board of Directors, and other individuals as determined by the Board of Directors (“*Covered Individuals*”).

(a) Compensation.

(i) “*Compensation*” includes the following: salary or wages; deferred compensation; retirement benefits; fringe benefits (*e.g.*, personal vehicle, meals, lodging, personal family and educational benefits, payment of personal travel, entertainment, or other expenses such as athletic or country club membership and dues); transfers or favors which are not *de minimis* or insubstantial in nature; and/or the personal use of other gifts, payments or transfers intended or used for the personal benefit of the transferee. Compensation does not include transfers, payments or reimbursements to persons for ordinary and necessary business expenses of the Corporation, which expenses are incurred by the person(s) on behalf of the Corporation and which satisfy the substantiation requirements described in Section 1.274-5 of the Treasury Regulations. It is intended that such expenses include, but are not limited to, per diem and mileage allowances in connection with Corporation meetings.

(ii) “*Reasonable Compensation*” is the amount of Compensation that would ordinarily be paid for similar services by similar organizations under similar circumstances as of the date the Compensation arrangement is entered.

(b) Procedure for Determining Reasonable Compensation.

The Board of Directors will determine Reasonable Compensation consistent with the following: (i) the governance policies and practices of the Corporation; (ii) the conflict of interest policy of the Corporation; and (iii) provisions which give rise to the “rebuttable presumption of reasonableness” described in Section 53.4958-6(a) of the U.S. Treasury Regulations.

Consistent with the preceding paragraph, the determination of Reasonable Compensation shall also include the following elements:

1. In advance of payment, the compensation arrangement will be approved by members of the Board of Directors who do not have a conflict of interest with respect to the compensation arrangement being determined;

2. The Board of Directors will consider data and information as to the comparability of the compensation package prior to making its determination, (*e.g.*, data and information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations competing for the services of the person whose compensation is being determined by the Board of Directors);

3. The Board of Directors will adequately document the basis for its determination concurrently with making that determination, which documentation shall include the Board of Directors written or electronic recordation of the following:

1. The terms of the transaction that was approved and the date it was approved;
2. The members of the Board of Directors who were present during debate on the transaction that was approved and the names of those who voted for it;
3. The comparability data considered by the Board of Directors; and
4. Any actions taken with respect to the determination of the reasonableness of a transaction by anyone who is otherwise a member of the Board of Directors, but who had a conflict of interest with respect to the transaction.

ARTICLE III PERIODIC REVIEWS

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Board of Directors shall conduct periodic reviews of this Compensation Policy and its actual implementation. The periodic reviews shall, at a minimum, ensure that the following steps are taken:

1. The Board of Directors shall determine whether Compensation, which the Corporation has provided, complies with the policies and standards described herein and constitutes Reasonable Compensation; and

2. The Board of Directors shall determine whether Compensation transactions are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE IV USE OF OUTSIDE ADVISORS AND EXPERTS

For purposes of obtaining information and advice with regard to the determination of Reasonable Compensation or in conducting the periodic reviews, the Board of Directors may, but need not, use outside advisors and/or experts. If outside advisors and/or experts are used, their use shall not relieve the Board of Directors of the responsibility for ensuring that Reasonable Compensation is determined, and periodic reviews are conducted.

Attachment 4

Anti-Discrimination and Harassment Policy

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

ANTI-DISCRIMINATION AND HARASSMENT POLICY

ARTICLE I
THE POLICY

It is the policy of Arthrogryposis Multiplex Congenita Support, Inc. (hereinafter the “*Corporation*”) that employees and independent contractors of the Corporation should treat each other with respect and in a professional manner. The Corporation will not tolerate verbal, physical or other forms of conduct or speech by any director, officer, administrator, manager, employee, independent contractor, or other third party which, discriminates against or harasses a director, officer, administrator, manager, employee, or independent contractor of the Corporation, disrupts or interferes with another's work performance, seeks sexual favors in exchange for improved terms or conditions of employment, or creates an intimidating, offensive, or hostile environment at the Corporation based on sex, race, pregnancy, national origin, religion, age, disability status, marital status, veteran status, or any other characteristic protected by applicable federal or state law (“*Prohibited Discrimination or Harassment*”).

Examples of sexual harassment, in particular, include: sexual advances; requests for sexual favors; suggestive comments; rubbing of shoulders or other body parts; intentional touching or brushing of another's body; sending discriminatory or harassing emails or other communications; posting or circulating of harassing or discriminatory materials; suggestive noises or gestures; leering or whistling; and other verbal, physical or other forms of conduct or speech of a sexual nature which has the purpose or effect of adversely affecting an employee’s job or creating a hostile or offensive working environment.

No director, officer, administrator, manager or supervisor is to threaten or insinuate, either explicitly or implicitly, that an employee's refusal or willingness to submit to sexual advances will affect the employee's employment evaluations, wages, advancement, assigned duties, shifts, or any other term or condition of employment or career development. In addition, no director, officer, administrator, manager or supervisor is to favor in any way any applicant or employee because that person has performed or shown a willingness to perform sexual favors for the director, officer, administrator, manager or supervisor.

ARTICLE II
PROCEDURES

Complaints of Prohibited Discrimination or Harassment will be carefully investigated and addressed. The first step in this process is to immediately bring forth any and all knowledge about alleged Prohibited Discrimination or Harassment to any officer of the Corporation. If you know about Prohibited Discrimination or Harassment at the Corporation (whether it involves you or not), you **must** report it immediately. It cannot be investigated or addressed unless the Corporation knows that it is occurring. All directors and officers of the Corporation who receive any report of Prohibited Discrimination or Harassment **must** immediately forward the information received to the President or Vice President so that the matter can be promptly investigated and addressed.

No employee shall be retaliated against by the Corporation for making a good faith report of Prohibited Discrimination or Harassment. **Failure to promptly report Prohibited Discrimination or Harassment about which you are aware may result in disciplinary action up to and including termination.**

The President of the Corporation, with the assistance of others on an as-needed basis, will conduct a prompt investigation of any Prohibited Discrimination or Harassment about which it receives a report. An investigation normally includes interviews of all relevant persons including the complainant, the accused, and other witnesses. The investigation will remain as confidential as possible under the circumstances, although complete confidentiality is not possible.

If the investigation reveals that the complaint is or appears to be valid, the Corporation will take prompt and appropriate corrective action, up to and including discharge, to stop the Prohibited Discrimination or Harassment and prevent its recurrence. The Corporation may also seek restitution from the accused individual in the event of economic loss(es) incurred by the company primarily due to the actions of the individual. If the validity of the complaint cannot be determined, prompt and appropriate action will be taken to ensure that all parties are reacquainted with this Policy and the Corporation will take whatever other steps are necessary and appropriate to avoid such Prohibited Discrimination or Harassment in the future.

Attachment 5

Record Retention and Disposal Policy

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

RECORD RETENTION AND DISPOSAL POLICY

ARTICLE I
PURPOSE

Arthrogryposis Multiplex Congenita Support, Inc. (the “*Corporation*”) has developed and implemented internal protocols, which are memorialized herein and are intended to set forth the Corporation’s policies and procedures regarding the retention and disposal of “Records” (as defined herein) (the “*Record Retention Policy*”).

The purpose of this Record Retention Policy is to ensure that necessary Records are adequately protected, maintained and ultimately disposed at the proper time. This Record Retention Policy is also implemented to ensure that the Corporation, its governing body, officers, volunteers, employees, and agents shall not knowingly destroy a document with the intent to obstruct or influence an “investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States...or in relation to or contemplation of such matter or case,” in accordance with the Sarbanes-Oxley Act of 2002, as amended.

In all cases, the board of directors of the Corporation (the “*Board of Directors*”), or any person or committee authorized by the Board of Directors to administer this Record Retention Policy, shall prudently maintain or dispose of Records in accordance with the policies and procedures outlined herein.

ARTICLE II
RECORDS

“*Records*” shall mean all information related to the activities of the Corporation that is inscribed on a tangible medium or stored electronically or in another medium, which can be retrieved at any time. Records include, but are not limited to, documents, e-mails, paper and electronic files containing data or other information, handwritten notes, voicemail recordings, internet browser information, e-faxes, electronic calendars, blogs, chat room/bulletin board postings, word-processing documents, spreadsheets, and presentations. Regardless of physical form or characteristic, recorded information constitutes Records if produced, collected, received, or retained in pursuance of law or in connection with the activities of the Corporation.

Notwithstanding the foregoing paragraph, certain correspondences, documents and other information, in any form, may be excluded from the definition of “Records” if they record minor or routine inquiries or information that can be discarded without violation of custom, law or practice upon the completion of the relevant matter (“*Non-Records*”). Examples of Non-Records include, but are not limited to, e-mails scheduling a meeting, drafts of meeting agendas and minutes, form letters that require no follow-up, and routine letters and notes that require no follow-up such as notes of appreciation and congratulations. The Board of Directors, or any officer or committee authorized by the Board of Directors to administer this Record Retention Policy, may determine that certain Non-Records are useful for future reference and should be retained.

**ARTICLE III
RECORDS RETENTION**

(a) General Guidelines.

(i) Unless otherwise stated, only one original (or copy) of the Records shall be retained. Upon approval by the Board of Directors, or any person or committee authorized by the Board of Directors to maintain the Records, paper Records may be destroyed once they are stored electronically or in some other retrievable medium. However, if the Board of Directors, or any person or committee authorized by the Board of Directors to maintain the Records, deem any original paper Records to have unique history or other intrinsic value, they shall be retained in paper form.

(ii) Handwritten notes with content contained in Records that are retained by the Corporation should be destroyed if the original is finalized and the Board of Directors or any officer or committee authorized by the Board of Directors approves the disposal of such handwritten notes.

(iii) Records should not be retained if they are no longer needed for the operation of the Corporation or otherwise required by state or federal law.

(b) Retention Period.

(i) The Board of Directors shall endeavor to ensure that the retention period for specific Records is reasonable, consistent with the practices of similar charitable organizations, and complies with applicable law.

(ii) When in doubt as to the treatment of a particular category of Records, such category of Records shall be retained for a minimum period of seven (7) years, unless otherwise determined by the Board of Directors in consultation with legal counsel.

**ARTICLE IV
RECORDS DISPOSAL**

The Board of Directors, or any person or committee authorized by the Board to administer this Record Retention Policy, is responsible for the ongoing process of identifying Records that have met the required retention period and overseeing their disposal.

**ARTICLE V
SUSPENSION OF DISPOSAL**

(a) The Corporation expects all members of the governing board, officers, volunteers, employees or other persons to comply fully with this Record Retention Policy and the retention period set forth in Article III subject to the following exception: **In the event the Corporation is served with a subpoena or request for Records or any member of the governing board, officer, volunteer, employee or other person becomes aware of a governmental audit or investigation concerning the Corporation or the commencement of any litigation against or concerning the Corporation, such member of the governing board, officer, volunteer, employee or other person shall promptly inform the President of the Corporation and any further disposal of Records shall be immediately suspended and all Records shall be preserved, until such time as the President of the Corporation, with the advice of legal counsel, determines otherwise.**

(b) The President of the Corporation shall promptly inform all members of the governing board, officers, volunteers, employees and other persons of any suspension in the disposal of Records.

ARTICLE VI CONFIDENTIALITY

(a) Records containing Private Information (as defined herein) must be kept secure, and must not be disclosed except on a “need to know” basis or as required by contract or state or federal law. “**Private Information**” means data or information of the Corporation of a sensitive or confidential nature, including, but not limited to confidential agreements, donor lists, personal employee records (including social security numbers, medical information, and disciplinary information), credit card information and passwords. Copies of Private Information must be kept to a minimum and their location, whether physical or electronic, shall be closely monitored by the Board, or any officer or committee authorized by the Board of Directors to maintain such Private Information. Paper Records that are retained and contain Private Information must be clearly marked “Confidential” and maintained in a secure location.

(b) Disclosure of Records containing Private Information in violation of this Record Retention Policy will be viewed as a serious offense and may result in disciplinary action, up to and including termination. Such conduct may also give rise to other actions, including civil lawsuits.

ARTICLE VII PUBLIC DISCLOSURE

(a) General.

(i) In accordance with regulations set forth by the Internal Revenue Service and the aforementioned Article, the Corporation, after receiving a written or in-person request at the Corporation’s principal office, shall make certain annual returns and applications for exemption (“**Public Disclosure Documents**”) available for public inspection. The Corporation will provide copies of such Public Disclosure Documents to individuals that request them.

(ii) If the Corporation receives an in-person request at the Corporation’s principal office for copies of Public Disclosure Documents, then, absent undue hardship to the Corporation, the request will be honored the day the request was made. If the Corporation receives a written request for copies of Public Disclosure Documents, the Corporation will provide such copies within thirty (30) days of the request.

(iii) The Corporation charges reasonable copying costs and, if applicable, the actual cost of postage before providing copies of Public Disclosure Documents. If the Corporation receives a written request for such copies, the Corporation shall provide notice of the approximate cost of the copies within seven (7) days of receipt of the request.

(b) Types of Documents. Public Disclosure Documents subject to public inspection and copying include the following:

(i) Application for exemption Form 1023, all attachments and all correspondence with the IRS about the Corporation’s tax exempt status;

(ii) Form 990 from the previous three (3) years; and

(iii) Any Form 990-T filed after August 17, 2006.

ARTICLE VIII
AMENDMENT

The Board of Directors has sole and absolute authority and discretion to interpret, amend, modify or terminate this Record Retention Policy. This Record Retention Policy does not create, nor should it be viewed as creating a contractual obligation between the Corporation and any members of the governing body, officers, volunteers, employees, or other persons.

Attachment 6

Whistleblower Policy

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

WHISTLEBLOWER POLICY

ARTICLE I
PURPOSE

Arthrogryposis Multiplex Congenita Support, Inc., (the “*Corporation*”) has developed and implemented internal protocols, which are memorialized herein and are intended to prevent or deter illegal practices and violations of the Corporation’s internal policies and procedures (the “*Whistleblower Policy*”).

This Whistleblower Policy provides general procedures regarding the reporting and investigation of allegations of “Misconduct,” as defined below, by or on the part of senior leadership. Senior leadership is defined as the President, any Vice-President, any C-Level executive (such as Chief Finance Officer or Chief Operating Officer) or the equivalent, any Director, or any officer of the Board of Directors (each an “*Director*”). All other instances or allegations of Misconduct by employees, volunteers, agents, or other representatives of the Corporation shall be addressed and handled by separate policy and/ or an employee handbook.

In cases of allegations of Misconduct at the senior leadership level involving a Director, the Chief Integrity Officer shall conduct investigations of alleged Misconduct in a discrete and confidential manner to the fullest extent permitted under state and federal law. For all purposes herein, the “*Chief Integrity Officer*” is an officer of the Corporation who is principally responsible to oversee the administration of this Whistleblower Policy pursuant to the terms contained herein. The President of the Board of Directors shall appoint a person to act as the Chief Integrity Officer of the Corporation who (1) is knowledgeable concerning the resources and procedures of the Corporation, and (2) shall investigate any allegation of Misconduct in a fair and impartial manner. The President of the Board of Directors may appoint himself/herself to serve as the Chief Integrity Officer. The Chief Integrity Officer shall report directly to the Board of Directors or any committee authorized by the Board of Directors to provide oversight pursuant to this Whistleblower Policy.

Reasonable care will be taken when dealing with reports of Misconduct to avoid baseless allegations, premature notice to persons suspected of Misconduct, disclosure of Misconduct to persons not involved with the investigation, and violations of an individual’s rights under the law.

ARTICLE II
MISCONDUCT

“*Misconduct*” is any action or activity of a Director of the Corporation, which is undertaken in the performance of such person’s official duties or with the appearance or representation of being undertaken in the performance of official duties, whether or not the action or activity is within the scope of his/her duties, and that: (i) is in violation of any federal or state law or regulation, including, but not limited to, corruption, malfeasance, bribery, theft, fraudulent claims, fraud, coercion, or conversion; (ii) constitutes misuse or misappropriation of Corporation property, willful omission to perform duty, or an intentional violation of a Corporation policy, procedure, rule or regulation; (iii) is economically wasteful or involves gross misconduct, incompetence or inefficiency or creates for the Corporation potential exposure to liability and financial irregularities; (iv) suggests strongly that the action or activity is the result of a criminal act; (v) is an unauthorized invasion, alteration or manipulation of records and/or electronic files; (vi) is in pursuit of a benefit or advantage in violation of the Corporation’s conflict of interest policy; (vii) interferes with a Corporation investigation conducted in accordance with this policy, including the withholding, destruction

or tampering with evidence or any effort to influence, coerce, intimidate or retaliate against whistleblowers or witnesses; or (viii) is determined by the Chief Integrity Officer to be detrimental to the best interests of the Corporation.

ARTICLE III REPORT MISCONDUCT

(a) Filing a Report.

The Corporation encourages reports of Misconduct to be made in writing, so there is a clear understanding of the issues raised. Reports should focus on facts, avoid speculation, and refrain from drawing conclusions. Reports should include as much specific information as possible to facilitate the investigative process. Reports may be made anonymously; however, anonymity may hinder or prolong an investigation of Misconduct. Persons who make a claim of Misconduct under this Whistleblower Policy in bad faith or who know or have reason to know that such claim is false or materially inaccurate, may be subject to disciplinary sanctions.

(b) Authority of Chief Integrity Officer.

In addition to any other powers specifically provided herein, the Chief Integrity Officer shall be empowered with the following responsibilities, duties and authority:

(i) The Chief Integrity Officer shall have the principal responsibility for investigating allegations of Misconduct and compliance with the procedures outlined herein.

(ii) The Chief Integrity Officer shall have principal responsibility for reporting allegations of Misconduct to the Board of Directors and consulting with any person(s) who assist in the investigation of allegations of Misconduct.

(iii) In some instances, a funding entity or regulatory agency may require a report of an allegation of Misconduct. The Chief Integrity Officer shall determine the nature and timing of such communications.

(iv) The Chief Integrity Officer shall report allegations of suspected losses of money, securities or other property pursuant to the terms of any contracts with insurance or bonding companies.

ARTICLE IV INVESTIGATE MISCONDUCT

(a) Within five (5) business days of receipt of the report of Misconduct, the Chief Integrity Officer shall notify the submitter of the report that the report was received. It is not possible to acknowledge receipt of anonymously submitted reports.

(b) The Chief Integrity Officer shall coordinate the investigation or may solicit investigative services outside of the Corporation. In addition, the Chief Integrity Officer shall (i) ensure that the Board of Directors, or any funding and regulatory agencies, as appropriate, are adequately informed of allegations of Misconduct; (ii) ensure that appropriate resources and expertise are allocated in order to effect a timely, comprehensive and objective investigation; (iii) ensure that there are no conflicts of interest on the part of any party involved in specific investigative units; (iv) monitor the progress of the investigation; and (v) coordinate and facilitate as an advisor in determining the corrective and remedial action to be taken. The Board of Directors, or any committee appropriately authorized by the Board of Directors, shall determine the corrective and remedial action to be taken.

**ARTICLE V
CONFIDENTIALITY**

(a) To the greatest extent possible within the limitations of law, the need to investigate reports of Misconduct and investigations pertaining thereto shall be kept in the strictest confidence. Persons who submit reports of Misconduct should be advised that their identity may become known for reasons beyond the control of the Corporation, and they should be prepared to be interviewed by an investigator.

(b) Disclosure of suspected Misconduct to persons who are not involved in the investigation shall be viewed as a serious offense and may result in disciplinary action, including but not limited to dissociation with the Corporation, removal from the Board of Directors or any position as an officer of the Corporation.

**ARTICLE VI
PROTECT AGAINST RETALIATION**

(a) Any person who, in good faith, reports suspected Misconduct shall not suffer any retaliation, including but not limited to threats, harassment, abuse, discrimination or adverse consequence, as a result of such disclosure and will be protected from such retaliation by the Corporation.

(b) The Chief Integrity Officer shall promptly investigate any complaint of retaliation. Any person that is found to have retaliated against an individual who reported Misconduct, in good faith, shall be subject to discipline, including but not limited to dissociation with the Corporation or removal from the Board of Directors or any position as an officer of the Corporation.

**ARTICLE VII
AMENDMENT**

This Whistleblower Policy is intended for the administrative convenience of the Board of Directors and has been approved by the Board of Directors. The Board of Directors has the authority and discretion to interpret, amend, modify, and/or terminate this Whistleblower Policy. This Whistleblower Policy does not create, nor should it be viewed as creating a contractual obligation between the Corporation and any members of the governing body, officers, volunteers, employees, or other persons.

Attachment 7

Joint Venture Policy

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

JOINT VENTURE POLICY

**ARTICLE I
PURPOSE**

The objective of this Joint Venture Policy is to protect the tax-exempt status of Arthrogryposis Multiplex Congenita Support, Inc. (the “*Corporation*”) in situations in which it may enter into a joint venture with one or more parties that are not exempt from federal income taxation. This Joint Venture Policy provides guidelines to consider when making decisions about whether the Corporation will enter into a joint venture, and, if such an arrangement is entered into, how it may be structured to protect the Corporation’s tax-exempt status.

**ARTICLE II
WHAT IS A JOINT VENTURE?**

For purposes of this Joint Venture Policy, a joint venture is any joint ownership or contractual arrangement between the Corporation and one or more parties that are not exempt from federal income taxation, through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity. A joint venture does not include arrangements intended primarily to result in the production of income or the appreciation of property, if substantially all of the income generated by the arrangement consists of investment income, such as dividends, interest, annuities, royalties, rents, and capital gains.

**ARTICLE III
POLICY**

When the Corporation is contemplating entering into a joint venture with one or more parties that are not exempt from federal income taxation, the Corporation will consider the implications such a venture could have on its tax-exempt status and will undertake to negotiate terms and safeguards to protect that status. Any contracts entered into shall be negotiated at arm’s length, or on terms that are even more favorable to the Corporation.

Depending on the circumstances, the Corporation may include some or all of the following safeguards in a joint venture arrangement to protect its tax-exempt status:

- Control over the joint venture sufficient to ensure the joint venture furthers the Corporation’s tax-exempt purposes.
- Requiring that the joint venture give priority to tax-exempt purposes over maximizing profits to those participants in the venture who are not exempt from federal income taxation.
- Prohibiting the joint venture from engaging in activities that would jeopardize the Corporation’s tax-exempt status.

Attachment 8

Annual Letter of Commitment

ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC.

Annual Letter of Commitment

Position

Name

I hereby affirm that I (a) have received a copy of the Articles of Incorporation, Bylaws, and the Conflict of Interest Policy of the ARTHROGRYPOSIS MULTIPLEX CONGENITA SUPPORT, INC., (the “*Corporation*”), (b) have read and understood such governing documents, and (c) have agreed to comply with such governing documents.

During my term of service with the Corporation, I agree to disclose to the board of directors any personal interest that I, or any immediate family member or business associate, may have in any matter pending before the board or in any action taken or to be taken by or on behalf of the Corporation.

In instances where there is a conflict of interest between my role with the Corporation and my role with any other organization, or a conflict of interest between a family member or any person with whom I have a business relationship and the Corporation, I will recuse myself from any discussion, negotiation, vote, or decision arising out of the transaction or otherwise that gives rise to the conflict of interest, unless otherwise waived by the appropriate governing body within the Corporation and as long as such waiver is permissible under applicable law.

I also understand that during my term of service, I will receive certain confidential information relating to without limitation the operations and business of the Corporation, its employees, and third parties with which the Corporation is or becomes engaged (the “*Confidential Information*”). Accordingly, I agree to maintain in the strictest of confidences during and after the expiration of my term of service, any and all of the Confidential Information, unless otherwise required by applicable law or permitted pursuant to express policy of the Corporation.

I understand that this statement may be reviewed by the officers and directors of the Corporation. I agree that I will update this statement whenever necessary during my term of service.

Date

Signature