

BYLAWS
OF
NORTHWEST CRANIAL ASSOCIATION
A NON-PROFIT CORPORATION WITHOUT MEMBERS

ARTICLE I.
OFFICES

Section 1.1 Registered Office. The registered office of Northwest Cranial Association (the "Corporation") in the State of Oregon shall be 5303 River Road NE Suite B Keizer, Oregon 97303

Section 1.2 Other Offices. The Corporation will have its principal place of business at 931 SE Tenino Street Portland OR 97202. The Corporation may also have offices at such other places and conduct business at other places as the Board of Directors may determine.

ARTICLE II.
PURPOSE

Section 2.1 Purpose. This Corporation shall be organized and operated exclusively for charitable and educational purposes. The purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, which benefit the general public and are organized under chapter 65 of the Oregon Revised Statute (or its corresponding future provisions) and §501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions). This Corporation's primary purpose shall be to improve the health of the general public by providing education and resources for both the practitioners and the public about Cranial Therapeutics.

ARTICLE III.
MEMBERSHIP

Section 3.1 Membership. This Corporation shall have no voting members.

ARTICLE IV.
BOARD OF DIRECTORS

Section 4.1 General Powers. The Board of Directors shall manage and direct the business and affairs of the Corporation. The Directors shall in all cases act as a Board, and in the transaction of business, the act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of

the Board, provided a quorum is present. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with any statute or these Bylaws.

Section 4.2 Number and Qualifications. The Board of Directors shall consist of not less than three (3) or more than seven (7) natural persons. Directors need not be associates of the Corporation.

Section 4.3 Term of Office and Election. Each Director shall hold office until a successor is elected and has qualified, or until the earlier death, resignation, removal or disqualification of the Director. One term of office may not be less than one year or exceed five years duration. The board shall elect its own members except that a director shall not vote on that member's own position.

Section 4.4 Resignation. A Director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

Section 4.5 Removal. A Director may be removed from the Board of Directors as provided in Oregon Statutes, Section 60.324. A director may be removed at anytime, with or without cause, by a vote of two-thirds of the Directors then in office.

Section 4.6 Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal, or disqualification of a Director may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the Directors serving at the time of the increase in number of directors.

Section 4.7 Compensation. There will be no salaries for the board of Directors for their board services, but they may be reimbursed for expenses related to board service.

Section 4.8 Meetings. The Board of Directors shall hold a regular meeting at the aforementioned offices of the Corporation, or at such other place as may be designated by the Chief Executive Officer or the Board, for the purpose of electing the officers of the Corporation and for the transaction of such other business as shall come before the meeting. Such regular meetings of the Board of Directors shall also be known as annual meetings. Other meetings of the Board of Directors may be held at such times and places as are fixed by resolution of the Board or designated by the Chief Executive Officer or Chief Financial Officer. No notice of the purpose of regular meetings of the Board shall be required, but reasonable notice of the time and place of such meetings must be given to all Directors.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by any Director by giving seven (7) days' notice to all Directors

of the date, time, place and purpose of the meeting.

Section 4.10 Previously Scheduled Meetings. If the day or date, time and place of a Board meeting have been provided in the Bylaws or announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

Section 4.11 Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the board, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by the majority vote of the directors present, except as otherwise provided by these Bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken. If a quorum is present when a duly called or held Board meeting is convened, the Directors present may continue to transact business until adjournment, notwithstanding that the withdrawal of a number of Directors originally present leaves less than the number required for a quorum.

Section 4.12 Absent Directors. A Director may give advance written consent or opposition to a proposal to be acted on at a Board meeting. If the Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

Section 4.13 Voting. At all meetings of the Board of Directors each Director shall have one (1) vote. The Board of Directors shall take action by the affirmative vote of a majority of Directors present at a duly held meeting or voting pursuant to Section 3.13 of these Bylaws, except where the affirmative vote of a larger proportion or number is required by law or the Articles of Incorporation.

Section 4.14 Electronic Communications. A conference among Directors, or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by electronic means constitutes personal presence at the meeting.

Section 4.15 Written Action. Any action required or permitted to be taken at a board meeting may be taken by a written action signed collectively, or individually in

counterparts, by all Directors. Any such written action shall be effective when signed by the required number of Directors indicated above, unless a different effective time is provided in the written action. When any written action is taken by less than all Directors, all Directors shall be immediately notified of its text and effective date.

Section 4.16 Committees. The Board of Directors may from time to time, by resolution, establish committees having the authority of the board in the management of the business of the Corporation to the extent provided in the resolution. Any committee so established shall consist of one (1) or more natural persons who need not be Directors, and shall be subject at all times to the direction and control of the Board of Directors. At any meeting of any such committee the presence of a majority of the members of the committee shall be necessary to constitute a quorum for the transaction of business. Committees of the board shall take action by the affirmative vote of a majority of committee members present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by the Board. Any action required or permitted to be taken at a committee meeting may be taken by a written action signed collectively, or individually in counter parts, by all members of such committee. Each committee shall keep a written record of its activities and shall submit such written record to the Board after each meeting and to the members of the committee.

ARTICLE V. COMMITTEES

Section 5.1 Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 5.2 Other Committees. The Board of Directors may establish other committees as it deems necessary and desirable. Such committees may exercise the functions of the Board of Directors or may be advisory committees.

Section 5.3 Committee Composition. Any committee that exercises the functions of the Board of Directors shall be comprised of one or more Directors, elected by the Board of Directors by a majority vote of the Directors prescribed by the Board, or if no number is prescribed, of all the Directors in office at that time. Any committees that function as advisory committees or otherwise do not partake in any business of the Board of Directors may be composed of individuals who are not concurrently members of the Board of Directors.

Section 5.3 Quorum and Action. A quorum at a committee meeting either exercising Board functions or not shall be a majority of all Committee members in office immediately before the meeting. If a quorum is present, action is taken by a majority vote of Directors or committee members present.

Section 5.4 Limitations on the Power of Committees No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its Directors or officers; may approve of dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Corporation's assets; may elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article VI. **OFFICERS**

Section 6.1 Officers and Qualifications. The officers of the Corporation, who shall be one or more natural persons, may consist of a President, a Secretary and a Treasurer. Any two offices may be held by the same person.

Section 6.2 Election and Term of Office. The officers of the Corporation shall be elected or appointed by the Board of Directors. Terms of office must be longer than one year and no more than five years. Each elected officer of the Corporation shall hold office until respective successors are duly elected, or until earlier death, resignation, or removal.

Section 6.3 Removal. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly called Board meeting, subject to the provisions of any shareholder control agreement.

Section 6.4 Vacancies. All vacancies in any office of the Corporation may be filled by the Board of Directors. Vacancies should be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 6.5 Duties. The President of the Corporation shall:

- (a) Have general active management of the business of the Corporation;
- (b) When present, preside at all meetings of the Board of Directors;
- (c) See that all orders and resolutions of the Board are carried into effect;
- (d) Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by

the Board to some other Officer or agent of the corporation;

(e) Maintain records of and, whenever necessary, certify all proceedings of the Board

(f) Perform other duties prescribed by the Board or by the President.

The Secretary of the Corporation shall:

(a) Have overall responsibility for all recordkeeping. The secretary of the Corporation shall perform, or cause to be performed, the official record of the proceedings of the Board of Directors meetings and actions.

(b) Shall provide all notice of all meetings of the Board of Directors.

(c) Perform other duties prescribed by the Board or by the President.

The Treasurer of the Corporation shall:

(a) Keep accurate financial records for the Corporation;

(b) Endorse for deposit all notes, checks, and drafts received by the Corporation, making proper vouchers therefore;

(c) Deposit all money, drafts, and checks in the name of and to the credit of the Corporation in authorized banks and depositories;

(d) Disburse corporate funds and issue checks and drafts in the name of the Corporation;

(e) Render to the President and the Board, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation; and

(f) Perform other duties prescribed by the Board or by the President.

ARTICLE VII.

INDEMNIFICATION

The Corporation shall indemnify, and shall to the extent of reasonably available working capital, make advances of reasonable expenses to each director, officer and

employee of the Corporation, whether or not then in office or employed by the Corporation, as prescribed by Oregon Statutes, Sections 60.391, 60.397 and 60.407.

ARTICLE VIII.

AMENDMENTS

The power to adopt, amend, or repeal the Bylaws of the Corporation is vested in the Board of Directors. The Board shall not amend or repeal a law fixing a quorum for meetings, prescribing procedures for removing Directors or filling vacancies in the Board, or fixing the number of Directors or their classifications, qualifications, or terms of office, but may adopt or amend a law to increase the number of Directors.

CERTIFICATION

The undersigned, the Secretary of the Corporation, hereby certify that the foregoing Bylaws were adopted pursuant to a meeting of the Board of Directors, effective as of July 26, 2019.

Alissa Fields, Secretary NWCA