

**BYLAWS
OF
PKD FOUNDATION
(Formerly the ‘PKR Foundation’)**

ARTICLE I

Purposes

PKD Foundation, a Missouri nonprofit corporation (the “Corporation”), as provided in its Articles of Incorporation (“Articles”), is organized to carry out certain charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the development and implementation and support of a comprehensive program of research and study of the cause, treatment and cure of polycystic kidney disease, and to publish and distribute the results and conclusions of such research and to sponsor symposiums, lectures and seminars on polycystic kidney disease; and to those ends to receive, take and hold by gift, grant, assignment, transfer, devise or bequest, either absolutely or in trust for such purposes, any property, real, personal, or mixed, without limitation as to amount or value except such limitations, if any, as may be imposed by law; provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempting to influence legislation.

The Corporation is a nonprofit, public benefit corporation under the Missouri Nonprofit Corporation Act (the “Act”). These Bylaws are intended to comply with the requirements of the Act. If any provision of these Bylaws or the application of any such provision to any person or circumstance is inconsistent with any requirements of the Act, the requirements of the Act will control and be applied. The Act will also apply with respect to any matters provided for in the Act that are not otherwise provided for in these Bylaws or the Articles.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III

Members

The Corporation shall not have members.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed and overseen by its Board of Directors (which may be referred to as the Corporation's "Board of Directors" or "Board" and with the individual members of the Board being referred to as "Directors"). The Board shall appoint a chief executive officer ("CEO") of the Corporation who shall have general responsibility of the day-to-day management of the Corporation, including but not limited to all human resource matters, or may assign such oversight to his/her/their designee. The Board shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

- (a) the Board shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles or by a corporation organized under the Act,
- (b) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation,
- (c) all income and property of the Corporation shall be applied exclusively for its nonprofit purposes, and
- (d) no part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to (1) pay reasonable compensation for services rendered, (2) make payments for reimbursement in reasonable amounts for expenses actually incurred for the benefit of the Corporation, and (3) make payments in furtherance of the purposes of the Corporation as set forth in the Articles.

Section 2. Number and Tenure. The Board of Directors shall have a minimum of five (5) Directors and a maximum of nineteen (19) Directors. The Board shall have the power to change the number of Directors by resolution adopted by two-thirds (2/3) of the Directors in office. Each Director's term of office shall be three (3) years, except as provided in Section 7 hereof. Subject to the approval of the Board of Directors, a Director may serve a second term of three (3) years. Directors may not serve more than two (2) consecutive three (3)-year terms. Directors shall be divided as evenly as practicable into three (3) annual classes with staggered terms in respect to terms of office. Directors shall be ineligible for election to the Board of Directors for a period of two (2) years after serving six (6) successive years as Director. Notwithstanding the foregoing, (i) the Chair shall be eligible for election to the Board of Directors so long as he/she/they continues to serve contemporaneously as Chair; and (ii) the Immediate Past Chair shall be eligible, at his or his/her/their discretion, to remain on the Board of Directors for one (1) additional year

following completion of term of service as Chair. Directors must be natural persons, but need not be residents of the United States. The phrase “Directors in office” as used in these Bylaws refers to the members of the Board who are serving on the Board at the time a decision or action is made. The term of office of a person elected as a Director, pursuant to Article IV, Section 4 of these Bylaws, will not commence until the time the person accepts the office of Director either by a written acceptance or by participating in the affairs of the Corporation at a meeting of the Board or otherwise. The term of a Director will end automatically upon his or his/her/their death, adjudicated incapacity, resignation, or removal. A Director may resign at any time by giving written notice to the Chair, Vice Chair, or Secretary, except that such notice may not be given to oneself. The resignation will be effective immediately upon delivery of the notice specified above or at such later time during the Director's remaining term as he or he/she/they specifies in the notice. Acceptance of the resignation will not be necessary to make it effective. Any Director may be removed, with or without cause, by action of at least two-thirds (2/3) of the Directors in office, regardless of whether the applicable Director has received notice of such removal.

Section 3. Regular Meetings. A schedule of regular meetings of the Board of Directors for the following Fiscal Year (as defined in Article IX) shall be approved by the Board of Directors no later than June 30 of each year. The annual election of Directors and/or officers shall occur at the final regular meeting of the Board of Directors each Fiscal Year (“Annual Election”). Terms of office for Directors and/or officers elected during the Annual Election will begin on the first (1st) day of the upcoming Fiscal Year. Meetings of the Board of Directors may be held within or without the State of Missouri.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or two (2) or more of the Directors and may be held at any place, either within or without the State of Missouri, specified in the notice of meeting. If the notice of meeting does not fix a place for holding such special meeting, it shall be held at the Corporation’s principal place of business.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least ten (10) business days previously thereto by written notice delivered personally or sent by mail or e-mail to each Director at his or his/her/their address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends any meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Written notice in proper form will be effective on the earliest of the following: when receipt is documented by a successful facsimile or electronic mail transcript; the fifth (5th) day after deposit with the U.S. Postal Service with postage prepaid if sent by first class mail or by registered or certified mail (or, if earlier, the date of the signed receipt if sent by registered or certified mail); on the first (1st) business day following the date of dispatch if sent by overnight courier service; or when received if given by hand delivery (in person or by courier service).

Section 6. Quorum; Voting. A majority of the Directors in office shall constitute a quorum for the

transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. All actions taken at any meeting of the Board of Directors at which a quorum is present shall be decided by a majority vote of Directors present unless otherwise specified in these Bylaws or required by law; the Corporation's governance process does not make provision for proxy voting. Each Director shall have one (1) vote in all matters to be voted on by the Board of Directors.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors and any Director position to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. Such action may be taken by the Board of Directors at a regular or special meeting. A Director elected by reason of an increase in the number of Directors may be elected to a term of office of less than three (3) years.

Section 8. Compensation. Directors, as such, shall not receive any compensation for simply serving as a Director, but may be reimbursed by the Corporation for expenses of attendance at regular or special meetings of the Board of Directors; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in return for services rendered to the Corporation. Directors requesting reimbursement of expenses in order to attend a Board of Directors meeting shall submit a request to the Chair no later than thirty (30) days in advance of the next regular or special meeting for which the Director is requesting reimbursement. The Chair shall have the sole authority to approve or deny such request pursuant to the Corporation's travel reimbursement policies.

Section 9. Telephone Conference Calls. The members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or of the Executive Committee or any other committee of the Board of Directors, may be taken without a meeting if the action is taken and consent is signed by all of the Directors in office (or all of the members of the Executive Committee or other committee, as applicable). Any such consent may, to the fullest extent permitted by applicable law, be transmitted to the Corporation by any of the means permitted for notices under these Bylaws and delivery of such consent will be deemed made and effective in the same manner as provided for such notices. Such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document. Such action and written consents thereto shall be filed with the minutes of the meetings of the Board.

Section 11. Absence. Any elected officer or Director who shall be absent from two (2) regular meetings of the Board of Directors during a single Fiscal Year, without being excused for good reason by the Chair (or the Vice Chair in the Chair's absence), shall automatically vacate his or his/her/their seat on the Board of Directors and the vacancy may be filled as prescribed in these Bylaws; however, the Board of Directors shall consider each absence of an elected officer or Director as a separate circumstance and may expressly excuse or

waive such absence by affirmative vote of a majority of its members.

ARTICLE V

Officers

- Section 1.** Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two (2) or more offices may be held by the same person except that (a) no person may hold both the offices of Chair and Secretary and (b) no person may hold both the offices of Chair and Treasurer.
- Section 2.** Election. The Board of Directors shall annually elect the Vice Chair, Secretary, and Treasurer at the Annual Election who shall hold office for one (1) Fiscal Year or until their successor has been duly elected and qualified. The Chair shall be elected bi-annually and will serve for two (2) Fiscal Years or until their successor has been duly elected and qualified. The Chair shall automatically succeed to the role of Immediate Past Chair. Officers shall hold office for one (1) Fiscal Year or until their successor has been duly elected and qualified. No officer shall serve more than two (2) consecutive terms in one office, in addition to filling any unexpired term of his/her/their predecessor in office, unless there is no one willing to serve or candidates presented do not possess the requirements to serve in the role as defined in these Bylaws. No Director may serve more than four (4) consecutive years as an officer except for a Director who is serving as Chair or Immediate Past Chair.
- Section 3.** Removal. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the total Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.
- Section 4.** Vacancies. A vacancy in any office may be filled or new offices created and filled at any regular or special meeting or by vote of the Board of Directors. An officer elected to fill a vacancy shall be elected for the unexpired term of his/her/their predecessor in office. In the case of a permanent vacancy in the office of Chair, the Vice Chair will succeed until the next Annual Election.
- Section 5.** Duties of the Chair. When elected, the Chair shall preside at meetings of the Board of Directors and, subject to the direction and control of the Board of Directors, shall direct the policy and oversight of the Corporation. The Chair shall perform such other duties as may be prescribed by the Board of Directors from time to time, including chairing the Executive Committee. The Chair shall appoint members to all committees of the Board of Directors and will serve as an *ex officio* non-voting member of all committees. Upon completion of the Chair's term, he/she/they becomes the Immediate Past Chair and may, at his/her/their discretion, serve one (1) additional year on the Board as Immediate Past Chair for the purposes of leadership and institutional continuity.
- Section 6.** Duties of the Vice Chair. When elected and in the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall preside at all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time. If the Immediate Past Chair elects not to serve his/her/their term as Immediate Past Chair, then he/she/they may be elected to serve as Vice Chair for that term.

Section 7. Duties of the Treasurer. The Treasurer shall be responsible for monitoring the control, receipt and custody of all assets of the Corporation; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use and disbursement of all assets of the Corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors, including chairing the Financial Oversight and Investment Committee.

Section 8. Duties of the Secretary. The Secretary shall see that the minutes of all meetings of the Board of Directors are kept; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

ARTICLE VI

Committees

Section 1. Formation of Committees of the Board. The Board of Directors, by resolution or charter adopted by a majority of the Directors in office, may designate committees, in addition to the Executive Committee, Governance Committee, and the Financial Oversight and Investment Committee, set forth in this Article VI, which shall have and exercise the authority of the Board of Directors in the oversight of the Corporation to the extent provided in said resolution or in these Bylaws. Designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her/them by law. Each such committee shall consist of a chair and three or more Directors who shall be appointed by the Chair of the Board of Directors. No Director shall serve more than two (2) consecutive years as chair of the same committee unless there is no one willing to serve or candidates presented do not possess the requirements to serve in the role as defined in these Bylaws. The Board of Directors may withdraw or limit the powers of any such committee at any time and, subject to the rights created in outside parties, may amend or rescind any action taken by any such committee.

Section 2. Executive Committee. The Chair will chair the Executive Committee. Membership on the Executive Committee will include the Board's (1) Chair; (2) Immediate Past Chair; (3) Vice Chair; (4) Secretary; and (5) Treasurer. The CEO shall be an *ex officio* member of the Executive Committee without voting rights. Between meetings of the Board of Directors, the Executive Committee shall have and exercise the power and authority of the Board Directors in the oversight of the Corporation except for matters relating to the finances of the Corporation.

Other functions include: (1) ensuring effective delegation from the Board to the CEO including acting as adviser; dealing with sensitive human resource and/or emergency issues; (2) overseeing and setting the compensation package for the Chief Executive officer; (3) annually evaluating the CEO's performance, and reporting evaluation results to the Board; and (4) organizing the work of the Board in terms of planning Board meetings; approving Board agendas; delegating responsibilities; and receiving departmental reports through the CEO.

The Executive Committee will meet in advance of regular Board meetings and on an “as needed” basis; meetings will be called by the Chair in consultation with the CEO.

Section 3. Financial Oversight & Investment Committee. The Financial Oversight & Investment Committee shall consist of the Treasurer and at least three (3) additional Directors appointed by the Chair. Between meetings of the Board of Directors, the Financial Oversight & Investment Committee shall have and exercise the power and authority of the Board of Directors in the oversight of the finances and investments of the Corporation.

The Financial Oversight & Investment Committee is to be responsible for the review and oversight of all financial and investment matters, including but not limited to: (a) budget review and recommendation; (b) review of interim financial and investment statements; (c) work and interface with independent auditors and financial advisors as appropriate and presentation of the auditor’s report with accompanying annual financial and investment statements to the Board; (d) oversight of contract management; (e) selection and oversight of the endowment’s financial advisor; and (f) oversight of the Corporation’s endowment.

Other functions include: (1) ensuring the Corporation’s maintenance of its tax- exempt status and alignment with legal and/or ethical norms such as Sarbanes- Oxley; (2) reviewing accounting procedures and practices employed by the Foundation to ensure the quality and integrity of financial systems, (3) coordinating with the endowment’s financial advisor to ensure all funds are invested according to the Corporation’s Investment Policy Guidelines, an (4) meeting periodically with the endowment’s financial advisor to review investment performance. The Financial Oversight & Investment Committee will meet prior to every Board meeting and as often as necessary for the fulfillment of their tasks, with meetings called by the Treasurer in consultation with the CEO.

Section 4. Governance Committee. The Governance Committee shall consist of a Chair and at least three (3) additional Directors appointed by the Chair. The Governance Committee shall nominate one (1) eligible person for each Director position and office to be filled by a majority vote of the Board of Directors and shall report its nominees to the Board of Directors prior to such vote. The Governance Committee shall serve in a leadership capacity regarding the identification, recruitment, nomination, orientation and retention of Directors and will seek to identify the Board’s (1) needs, (2) size, and (3) the mix of key competencies its members represent. The Governance Committee, in consultation with the CEO, shall be responsible for developing Director qualifications and eligibility, cultivating and qualifying appropriate candidates, managing the Board officer selection process, overseeing new member orientation and ongoing Board training, and engaging all members in meaningful service.

Other functional responsibilities include periodic review of organizational structure/function to ensure the Bylaws are being updated and followed and to ensure continued governance effectiveness including, but not limited to, Board tenure, Board size, and related issues. The Governance Committee will meet prior to every Board meeting and as often as necessary for the fulfillment of their tasks, with meetings called by the Committee Chair in consultation with the CEO.

Section 5. Formation of Other Committees and Task Forces. The Board of Directors shall have such authority to create other committees, Task Forces, or other limited-purpose groups at its discretion subject to the policies established by the Corporation.

Section 6. Tenure of Committee Members. Each member of the Executive Committee, Financial Oversight and Investment Committee, and Governance Committee shall continue as such for a one (1)-year term and until his/her/their successor is appointed, unless: the committee shall be sooner terminated, such member is removed from such committee by the Chair, or such member shall cease to be a Director or otherwise qualify as a member thereof. Vacancies in the membership of any committee shall be made in the same manner as provided for original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Committee Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9. Advisory Panels. Advisory Panels, by their nature, are intended to connect the Board and the organization as a whole with key organizational constituencies who possess unique knowledge/experience/skills helpful to complement the Board's work – not duplicate or intrude upon it. Advisory Panels shall not be committees of the Board and shall be subject to the policies established by the Corporation.

The Board shall maintain at least one Advisory Panel, the Scientific Advisory Panel ("SAP").

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent 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 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep, or cause to be kept, minutes of the proceedings of its Board of Directors.

ARTICLE IX

Fiscal Year

The Fiscal Year (“Fiscal Year”) of the Corporation shall be determined by the Board of Directors.

ARTICLE X

Indemnification

The Corporation will indemnify and protect any Director, officer, or employee of the Corporation, or any Director or officer of the Corporation who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys’ fees, to the fullest extent permitted by the laws of the State of Missouri.

ARTICLE XI

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting at which a quorum is present, provided that due notice of such meeting embodying such proposed changes shall have been furnished to or waived by all Directors.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The Corporation will also be subject to judicial dissolution, winding up and liquidation as provided in the Act.

Revised and Approved by the PKD Foundation Board of Directors: May 8, 2021