



**Bylaws of the CoQ10 Association**

**August 11, 2020**

**Amended March 2024**

## Table of Contents

Article 1: Definitions	<a href="#"><u>3</u></a>
Article 2: Principal Office	<a href="#"><u>4</u></a>
Article 3: Purpose	<a href="#"><u>4</u></a>
Article 4: Executive Committee	<a href="#"><u>5</u></a>
Article 5: Administration	<a href="#"><u>11</u></a>
Article 6: Officers	<a href="#"><u>12</u></a>
Article 7: Working Committees	<a href="#"><u>16</u></a>
Article 8: Execution of Instruments, Deposits and Funds	<a href="#"><u>17</u></a>
Article 9: Corporate Records, Reports and Seals	<a href="#"><u>17</u></a>
Article 10: Distribution of Assets on Dissolution	18
Article 11: Amendment of Bylaws	19
Article 12: Construction and Terms	19
Article 13: Membership Provisions	19
Article 14: Meetings of Members	<a href="#"><u>23</u></a>
Article 15: Antitrust	25
Article 16: Voluntary Dissolution	25

## ARTICLE 1 DEFINITIONS

### SECTION 1.1

**Administration** shall mean the individuals or agents appointed by the Chair of the Executive Board with approval from the Executive Board to provide services to the Corporation as noted herein and who is responsible for its day-to-day management.

### SECTION 1.2

**Affiliates** shall mean an entity that directly or indirectly Controls, is Controlled by, or is under common Control with another entity, so long as such Control exists.

### SECTION 1.3

**Alternate Director** shall mean an individual appointed to fill a Regular Director vacancy by the Executive Board per Section 4.6.

### SECTION 1.4

**Control** means beneficial ownership of more than fifty percent (50%) of the voting power or equity in an entity.

### SECTION 1.5

The **Corporation** shall mean the CoQ10 Association.

### SECTION 1.6

**Executive Board** shall mean the Board of Directors of the Corporation (**Executive Membership level**).

### SECTION 1.7

**Executive Board Member** shall mean organizations serving on the Executive Committee that are Executive-level companies.

### SECTION 1.8

**Executive Chair** shall mean the head of the Executive Board.

### SECTION 1.9

**Member** shall mean a Member of the Corporation that is accepted for membership per the provisions of Article 13. Member includes and refers to Professional, Trade Members, Emerging Members, unless the context otherwise requires.

### SECTION 1.10

**Regular Director** individuals appointed by the Executive Board Members, representing the Member company at least 75% of the time.

### Section 1.11

**Working Committee** shall mean groups comprised of individuals who are employees or Members of the Corporation whose purpose is to address narrow aspects of the Corporation's Specific Purpose as decided upon by the Executive Board.

## ARTICLE 2 PRINCIPAL OFFICE

The principal office of the Corporation shall be at 18 Augusta Pines Blvd. Suite 151, W-2, Spring, Texas, 77389. The Board of Directors may at any time determine an alternate location.

## ARTICLE 3 PURPOSE

### SECTION 3.1 TAX PURPOSES

The Corporation has organized as a United States 501(c)(6) Corporation DBA CoQ10 Association.

### SECTION 3.2 SPECIFIC PURPOSE

The Corporation's specific purpose is to raise awareness and education of the benefits and science supporting Coenzyme Q10. The primary focus of this organization will be to raise awareness of the ingredients and reach out to a broad range of associations, academia, and media. Q10A is willing to work with government groups, the healthcare community, and the industry:

- i. Q10A will interact with trade and consumer media to promote greater awareness of CoQ10.
- ii. Q10A will work on behalf of its members to steward the CoQ10 category globally.
- iii. Q10A will work with academia to provide liaison and outlet for clinical data projects.
- iv. Q10A will work with government groups to provide up-to-date and accurate ingredient information.
- v. Q10A will work with influencers to expand awareness of CoQ10.
- vi. Q10A will interact with physicians who recommend CoQ10.

The specific purpose of the Corporation includes establishing Working Committees that encourage active member involvement, allow members to address critical issues of Coenzyme Q10 product manufacturing and marketing, and enact guidelines that lead to increased consumption and advance responsible trade.

The Working Committees shall include, but not be limited to:

- i. Executive Board
- ii. Technical Committee
- iii. Scientific Committee

iv. Communication Committee

The above Section may not be amended except by the majority vote of the Executive Board.

## ARTICLE 4 EXECUTIVE COMMITTEE

### SECTION 4.1 POWERS OF THE EXECUTIVE BOARD

Subject to the provisions of Texas Corporation Law and any limitations in these Bylaws relating to action required to be taken or approved by the Members of this Corporation, the Corporation's activities, and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, its Board of Directors, which is referred to herein as the "Executive Board."

The Executive Board, as the Board of Directors of the Corporation, may, from time to time, establish Working Committees. The establishment of a Working Committee, and the enumeration of the powers of and restrictions on the Working Committee, must be approved by the affirmative vote of half of the number of individuals authorized to serve on the Executive Board, plus one. Such a Working Committee shall not be deemed to be a committee of the Board of Directors. The Executive Board (by a vote of half of the number of individuals authorized to serve on the Executive Board, plus one) may appoint any persons it chooses to serve on the Working Committees. Such persons shall serve at the pleasure of the Executive Board. To the extent permitted by law, the Executive Board may delegate tasks to the Working Committees in the same manner that the Board may delegate tasks to officers of the Corporation. Within its delegated authority, the Working Committees may make decisions on operational and management issues in accordance with practices, policies, and procedures that it establishes, so long as they are not in conflict with or violation of, those outlined in these Bylaws.

The Executive Board Members (but not other Members) shall have the right, acting singularly, to nominate an individual for election to the Executive Board as a Regular Director.

Only the Executive Board Members shall have the right to vote on proposed amendments to Section 3.2 of these Bylaws. The Executive Board Members and Members shall also have voting rights with respect to other amendments as outlined in Article 11.

### SECTION 4.2 NUMBER OF INDIVIDUALS ON THE EXECUTIVE BOARD

The Executive Committee shall consist of individuals from Executive Membership levels and collectively, they shall be known as the Executive Board. There shall be no maximum or minimum number of board members serving on the Executive Board.

The Executive Board may choose to set a maximum or minimum limit on the number of individuals on the Executive Board by the affirmative vote of two-thirds (2/3) of the class of the Executive Board Members of the Corporation and by the affirmative vote of a majority of all Members, voting as a single class.

#### **SECTION 4.3 DUTIES OF EXECUTIVE BOARD**

It shall be the duty of the Executive Board to:

- i. Assure that the Corporation confines its activities to those in furtherance of its Specific Purpose;
- ii. Perform all duties imposed on them collectively or individually by these Bylaws;
- iii. Meet at such times and places as required by these Bylaws;
- iv. Register the addresses of the individuals serving on the Executive Committee with the Administration of the Corporation (in which event notices of meetings provided to the individual at such addresses shall be valid notices thereof);
- v. Set the direction for the Corporation;
- vi. Elect annually Working Committee Chairs or Co-Chairs;
- vii. Establish the charter for, form, and disband Working Committees as appropriate to conduct the work of the Corporation;
- viii. Approve the Corporation's annual budget. If the annual budget is not approved at the start of each fiscal year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- ix. Establish annual dues for all Member classes, and establish privileges and benefits for all classes of Members consistent with these Bylaws;
- x. Administer and establish policies consistent with the Membership Agreement;
- xi. Amend the Membership Agreement as needed; and
- xii. Take other action that it deems appropriate in furtherance of the Specific Purpose of the Corporation.

#### **SECTION 4.4 COMPOSITION OF THE EXECUTIVE COMMITTEE**

The Regular Directors of the Executive Board shall consist of individuals appointed by the Executive Board Members. Each Executive Board Member shall appoint one individual to the Executive Board to serve as a Regular Director. No more than one (1) Regular Director serving on the Executive Board may be employed by the same Executive Board Member.

The Executive Board Members consist of all Executive Board Level companies listed as members prior to the start of the fiscal year.

#### **SECTION 4.5 QUALIFICATIONS**

An individual serving on the Executive Board as a Regular Director or an Alternate Director

must be an Executive Board Member or an employee of an Executive Board Member. The individual's tenure on the Executive Board shall automatically terminate, if he or she ceases to be an employee of the Executive Member by whom he/she was employed at the time of his/her appointment, or if his/her employer ceases to be an Executive Board Member.

An individual serving on the Executive Board as a Regular Director is expected to attend, in person or by telephone, at least seventy-five percent (75%) of all duly noticed Executive Board meetings and not to miss three (3) consecutive meetings, or to make available a suitable proposed Alternate Director. If an individual does not meet this requirement, the individual is subject to removal as provided in Section 4.7.

#### **SECTION 4.6 ALTERNATE BOARD MEMBER**

An Alternate Board Member must be an employee of the Executive Board Member that employs the Absent Regular Board Member whose absence from the meeting permits the appointment of such Alternate Board Member.

The Alternate Director shall serve on the Executive Board only until the earlier to occur of (i) adjournment of the meeting at which such Alternate Board Member is appointed or (ii) arrival at such meeting of the Absent Regular Board Member whose absence resulted in the appointment of the Alternate Board Member. Such an Alternate Board Member shall have all of the rights, including voting rights, and duties of a Regular Board Member for the duration of his or her appointment.

#### **SECTION 4.7 VACANCIES, RESIGNATIONS, REMOVALS**

Vacancies of the Regular Directors on the Executive Board shall exist: (1) whenever the number of Executive Level companies on the Executive Board is increased, or (2) whenever a Regular Director on the Executive Board is removed or resigns or his or her tenure otherwise terminates.

Any Regular Director serving the Executive Board may resign effectively upon giving written notice to the Administration and Executive Board unless the notice specifies a later time for the effectiveness of such resignation.

Any Regular Director serving on the Executive Board may be removed if, without a leave of absence approved by the Chair, the individual (or an individual appointed as an Alternate Director in his or her absence) fails to attend three (3) consecutive meetings or misses more than twenty-five percent (25%) of meetings within a twelve (12) month period.

If two (2) or more Executive Board Members that have employees serving on the Executive Board become Affiliates, only one (1) of their employees may remain on the Executive Board as a

Regular Director and the other employee(s) tenure on the Executive Board shall automatically terminate.

Regular Directors on the Executive Board may be removed by a unanimous (with the exception of the individual under consideration) vote of the Executive Board. Only one (1) Regular Director on the Executive Board may be removed at any one (1) Executive Board meeting. In addition, any Executive Board Member's status as an Executive Board Member may be revoked upon a two-thirds vote of the Executive Board, provided that the Executive Board Member is first given thirty (30) days prior written notice and the opportunity to be heard on the issue of revocation.

#### **SECTION 4.8 NO LIABILITY**

No individual serving on the Executive Board shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **SECTION 4.9 TERM OF OFFICE**

During the Initial Period, Regular Directors serving on the Executive Board shall serve a term of two (2) years or until the end of the Initial Period, subject thereafter to reappointment to successive terms. After the Initial Period, Regular Directors serving on the Executive Board shall serve a two (2) year term, subject thereafter to reappointment to successive terms.

#### **SECTION 4.10 COMPENSATION**

Except as provided in Section 6.9, individuals on the Executive Board shall serve without compensation from the Corporation.

#### **SECTION 4.11 PLACE OF MEETINGS**

Regular Executive Board meetings shall be held at places and times agreed to by the majority of the Executive Board. Meetings may be held in person or by any combination of audio or video conferencing techniques, so long as the participants in the meeting may hear one another.

#### **SECTION 4.12 ANNUAL MEETING**

The annual organizational meeting of the Executive Board shall be held within ninety (90) days of the end of the Corporation's fiscal year.

#### **SECTION 4.13 REGULAR AND SPECIAL MEETINGS**

Regular and special meetings of the Executive Board may be called by the Chair or by one-third (1/3) of the Regular Directors of the Executive Committee, or, if different, by the persons specifically authorized under the laws of the State of meetings of the Executive Committee.

#### **SECTION 4.14 NOTICE OF MEETINGS**



Unless otherwise provided in these Bylaws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Board:

- i. Annual Meetings. At least thirty (30) days prior written notice shall be given by the Administrator to each Regular Director serving on the Executive Committee.
- ii. Regular and Special Meetings. At least seven (7) calendar days prior written notice shall be given by the Administrator to each Regular Director (and, in addition, to one alternate for each Regular Director who designates an alternate for purposes of notice) of each regular and special meetings of the Executive Board.

Such notice may be given personally or by postal mail, by express mail, by courier, by facsimile machine, or by electronic mail. The notice shall be deemed delivered on the day it is personally delivered, or on the next business day if it is sent by express mail or by courier. If the notice is given by electronic message or by facsimile, it shall be deemed delivered on the next business day after it is sent, or, if it is given by mail, seven (7) days after it is sent by first-class mail, postage prepaid. Such notice shall state the place, date, time, and proposed duration of the meeting.

A valid meeting may be scheduled and held on shortened notice if a shorter notice is approved in writing or by electronic message by all Regular Directors, or if all Regular Directors attend the meeting.

A meeting may extend beyond the proposed duration stated in the notice only if such an extension is approved by all Regular Directors and Alternate Directors present at the meeting.

#### **SECTION 4.15 AGENDA REQUIREMENTS, MEETING POSTPONEMENT**

The notice required by Section 4.15 shall also state all agenda items known at the time the notice is given. Additional agenda items may be added up to twenty-four (24) hours prior to the time of the meeting. A matter not on the agenda may be taken up at a meeting provided that at least half, plus one, of the Regular Directors or Alternate Directors present at the meeting determine that such matter is of an urgent nature and approve placing the matter on the agenda.

However, no action may be taken or motion passed at any meeting, if the adoption of the action or passage of the motion requires more than the affirmative vote of a majority of individuals authorized to serve on the Executive Board unless the subject matter of the proposed action or motion was generally stated on an agenda delivered at least three (3) days prior to the meeting, or unless each Regular Director who is not present at the meeting has agreed prior to the meeting that the action or motion may be considered and passed. Further, even if three (3) days' notice was given, the Executive Committee shall (on a "one-time" basis) postpone consideration of any action or motion for at least seven (7) additional days, upon the written request received prior to the meeting from any Regular Director who is unable to be present at the noticed meeting when such

matter was to be first considered, and who is also unable to send to the meeting a suitable nominee as Alternate Director.

Nothing in this Section shall apply to the appointment of Alternate Directors.

#### **SECTION 4.16 QUORUM FOR MEETINGS**

A quorum shall consist of fifty (50) percent of the number of individuals authorized to serve on the Executive Board as Regular Directors, plus one additional Regular Director. However, an Alternate Director who is appointed for a particular meeting shall be counted as a Regular Director in determining whether a quorum exists for that meeting. Accordingly, for example, so long as the Executive Board is composed of six Regular Directors, the quorum is four, where the four may be comprised of either or both Regular Directors or Alternate Directors present at a meeting in person or as provided by Section 4.21.

#### **SECTION 4.17 EXECUTIVE COMMITTEE ACTION**

Every motion, act, or decision passed, done, or made by the affirmative vote of Regular Directors and Alternate Directors in attendance at a meeting, if the number of affirmative votes equals or exceeds two-thirds (1/2) of the number of Regular Directors and Alternate Directors in attendance, is the motion, act or decision of the Executive Board, unless Section 4.19, another section of these Bylaws, or provisions of law require a greater or different voting percentage or different rules for approval of a matter by the Executive Board.

#### **SECTION 4.18 REQUIRED VOTING PERCENTAGES**

Except as otherwise provided in Section 3.2, the following voting percentages shall be required for any motion, act, or decision to be a valid motion, act, or decision of the Executive Committee:

<u>Matter to be Voted On</u>	<u>Number of Affirmative Votes Required</u>
i. General business matters	- Fifty (50) percent, plus one (1), of the Regular Directors, or Alternate Directors vote in place of a Regular Director.
ii. Establishing the charter of, or materially changing the charter of, Working Committee.	- Fifty (50) percent, plus one (1), of the Regular Directors or Alternate Directors voting in place of a Regular Director.
iii. Revocation of the Executive Director Board Member Status of an Executive Board Member	-Two-thirds of the number of Regular authorized to serve on the Board.
iv. Termination of the membership of	- Two-thirds of the number of Regular Directors

- an Executive Board Member authorized to serve on the Executive Committee.
- v. Termination of the membership of a Regular Member - Two-thirds of the number of Regular Directors authorized to serve on the Executive Committee.

“Number of Regular Directors authorized to serve on the Executive Board,” as used in these Bylaws, refers to the number of authorized Directors outlined in Section 4.2 of these Bylaws. If an individual serving on the Executive Board, whether a Regular Director or an appointed Alternate Director, is present at a meeting, but abstains from voting on a matter, for purposes of that vote, the number of “individuals authorized to serve on the Executive Board” or “number of Regular Directors authorized to serve on the Executive Committee” shall be deemed reduced by one (1) for each individual abstaining.

#### **SECTION 4.19 CONDUCT OF MEETINGS**

The Executive Board shall be presided over by the Executive Chair of the corporation. The Administration of the Corporation shall act as secretary of all meetings of the Executive Board.

Meetings shall be governed by procedures approved by the Executive Board, if such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

#### **SECTION 4.20 MEETINGS BY TELEPHONE OR VIDEOCONFERENCE**

Executive Board individuals may participate in a regular or special meeting through the use of conference telephone, videoconference, or similar communications device, or in person, so long as all people participating in such meeting can hear one another. Participation in a meeting according to this Section constitutes presence at such meeting for all purposes, including the existence of a quorum and voting.

#### **SECTION 4.21 EXECUTIVE BOARD ACTION WITHOUT MEETING**

Any action that the Executive Board is required or permitted to take may be taken without a meeting if all Regular Directors on the Executive Board consent in writing or by electronic message to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Executive Board. All consents shall be filed with the minutes of the proceedings of the Executive Board.

#### **SECTION 4.22 INDEMNIFICATION**

The Corporation shall indemnify individuals serving on the Executive Board and Executive Board Members to the fullest extent permissible under the laws of the State of Texas.

#### **SECTION 4.23 INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including individuals serving on the Executive Board and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

#### **SECTION 4.24 CONFIDENTIALITY**

All Regular Directors and Alternate Directors, in their capacity as Directors of the Executive Board of North American CoQ10 Association, must protect and keep confidential all membership details or issues relating to North American CoQ10 Association member companies, strategic documents of North American CoQ10 Association, ethics complaints about member companies or other proprietary knowledge held by North American CoQ10 Association (collectively referred to as "Confidential Information") which is disclosed to them and to protect the same against any disclosure by it or other person controlled by it to unauthorized third parties.

They shall maintain all Confidential Information that is provided to them, and all notes of information obtained, with the same safeguards they accord their own confidential and proprietary information. Regular Directors and Alternate Directors shall not use any Confidential Information, directly or indirectly, for their benefit, the benefit of their own company, or for the benefit of any person, firm, or corporation other than the North American CoQ10 Association.

Notwithstanding anything to the contrary herein, the Regular Directors and Alternate Directors shall not be obligated to maintain the confidentiality of any information provided in their capacity as Directors of the Executive Board of North American CoQ10 Association which:

- i. is already in the public domain at the time of disclosure;
- ii. at any time after disclosure becomes public knowledge through no fault of either North American CoQ10 Association, the Regular Director, or the Alternate Director;
- iii. is disclosed by any person, firm, or corporation unrelated to the North American CoQ10 Association; or
- iv. is disclosed with the prior written consent of the CoQ10 Association.

These confidentiality undertakings shall survive the Regular Director or Alternate Director's term as a Director on the Executive Board of the CoQ10 Association and for five years thereafter.

## **ARTICLE 5 ADMINISTRATION**

### **SECTION 5.1 ADMINISTRATION**

The Administration of the Corporation shall be selected by the affirmative vote of one-half

plus 1 of the individuals authorized to serve on the Executive Board and serve as Administration for a two (2) year term. The Administration of the Corporation may resign at any time by submitting thirty (30) days' written notice to the Executive Board.

## **SECTION 5.2 ADMINISTRATION DUTIES**

Subject to policies and procedures adopted by, or specific directions from, the Executive Board, the Administration of the Corporation agrees to perform such undertakings as are necessary to manage the day-to-day needs of the Corporation, including:

- i. Scheduling and setting up meetings of the Executive Board and membership;
- ii. Facilitating communication between Members, including providing timely notices of meetings;
- iii. Acting as the liaison to other consortiums or associations with which the Corporation may choose to associate;
- iv. Providing individuals on the Executive Board and Members with timely minutes, summaries, and other reports with respect to the activities of the Corporation;
- v. Receiving and processing membership applications;
- vi. Receiving and holding in trust for the Corporation all membership dues, fees and assessments to be applied solely for the purposes as set forth in these Bylaws;
- vii. Such other activities delegated or authorized by the Executive Board;
- viii. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
- ix. Make decisions related to hiring and termination of employees of the Corporation in staff positions; and
  - a. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Executive Committee, taking proper vouchers for such disbursements.

Subject to approval by the Executive Board, the Administration may engage third parties to undertake such activities, provided that the Administration enters into appropriate contracts protective of the Corporation and ensures compliance with the terms and conditions of these Bylaws including confidentiality obligations.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Administration shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Executive Board.

## **SECTION 5.3 DISPOSITION OF MEMBERSHIP DUES**

The Administration shall have the authority to collect dues, fees, and assessments, or cause such dues, fees, and assessments to be collected, as determined by the Executive Board. The Administrator may use the dues, fees, and assessments it collects or has caused to be collected

only (i) to pay such administrative costs as the Executive Board reasonably deems appropriate; (ii) to pay the expenses of any materials or workshops that the Corporation may furnish to the Members; and (iii) for any other purposes that the Executive Board may authorize consistent with these Bylaws and the Membership Agreement. The Administration shall open, or cause to be opened, in the name of the Corporation, such federally insured bank accounts as the Administration reasonably may deem appropriate and shall hold all dues and fees it collects from Members in those accounts until disbursement in accordance with the policies and procedures established by the Executive Board.

## ARTICLE 6 OFFICERS

### SECTION 6.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall be employees of Executive Board Members and/or employees or contractors of the Corporation provided that the Executive Director enters into appropriate contracts protective of the Corporation, and ensures compliance with terms and conditions of these Bylaws including confidentiality obligations. The Officers shall be Regular Directors. The same person may hold more than one office.

### SECTION 6.2 ELECTION AND TERM OF OFFICE

Officers shall be elected by the Executive Members at each Annual Meeting, and each officer shall hold office for a two-year term or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

### SECTION 6.3 REMOVAL AND RESIGNATION

Subject to the provisions of Section 6.2, any officer may be removed, either with or without cause, by the Executive Board at any time. Any officer may resign at any time by giving written notice to the Executive Committee or the Chair or Secretary of the Corporation.

Any such resignation shall take effect at the date of receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### SECTION 6.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Executive Board. In case of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair until the Executive Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Executive Board may or may not be filled, as the Executive Board shall determine.

## **SECTION 6.5 DUTIES OF CHAIR**

The Chair shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Executive Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Executive Board. In the absence of a Chair, the administration may fulfill these duties.

## **SECTION 6.6 DUTIES OF VICE-CHAIR**

In the absence of a Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

The Vice-Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Board.

## **SECTION 6.7 DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep, or cause to be kept, at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Ensure that at the principal office of the Corporation or at such other place as the Executive Committee may determine, a book of minutes of all meetings of the Executive Committee is kept, and, if applicable, of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Advise the Members in writing of all results of any election of Executive Board Members.

Ensure custody of the records and of the seal of the Corporation and the affixation of the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

Ensure that at the principal office of the Corporation a membership book containing the name and address of each and any Member, and, in the case where any membership has been terminated,

he or she shall record such fact in the membership book together with the date on which such membership ceased.

Ensure that access is available at all reasonable times to any Member of the Corporation, or his or her agent or attorney, on request therefor, for the Bylaws, a list of Members, the minutes of the proceedings of the Executive Board, and the minutes of the proceedings of the Members of the Corporation.

Act as the secretary at Executive Board meetings.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Board.

#### **SECTION 6.8 DUTIES OF THE TREASURER**

The Treasurer shall:

Oversee and be responsible for all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Board.

Ensure the maintenance of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Executive Board Member, or his or her agent or attorney, on request therefor.

Ensure rendering to the Executive Board Members, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Corporation

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Be responsible for overseeing tax matters for the Corporation.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Board.

#### **SECTION 6.9 COMPENSATION**



The officers shall serve without compensation from the CoQ10 Association.

Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Executive Board Members.

## ARTICLE 7 WORKING COMMITTEES

### SECTION 7.1 WORKING COMMITTEES

The Corporation shall have such Working Committees as may from time to time be determined by the Executive Committee. There initially will be placeholders for three

(2) Working Committees, which shall be activated upon notice by the Executive Board, and which shall be:

- i. Technical Committee
- ii. Scientific Committee
- iii. Communication Committee

In addition to employees from Executive Board Members, the Working Committees may further consist of persons who are employees of the Board or Member, and Associate Level Members who have been issued an invitation by the Executive Board. The Primary Working Committees shall act in an advisory capacity to the Executive Board and report to the Executive Board.

### SECTION 7.2 MEETINGS AND ACTION OF WORKING COMMITTEES

Meetings of the Working Committees shall be governed by, noticed, held, and taken under policies and procedures established by the Working Committees, as approved or ratified by the Executive Board. Notice of the time, place, and purpose of holding any meeting of a Working Committee shall be given by the Executive Chair to the persons entitled to participate in such meeting at least three (3) calendar days prior to the scheduled date for the meeting. The Executive Board may also adopt rules and regulations pertaining to the conduct of meetings of Working Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### SECTION 7.3 COMPOSITION OF WORKING COMMITTEES

The Executive Board shall select the Chair or Co-Chairs of a Working Committee. Such Chair or Co-Chairs shall serve for a two (2) year term. All active Members of the Corporation in good standing are eligible to submit a request to a Working Committee Chair or Co-Chairs to have an employee included in a Working Committee.

A Working Committee Chair or Co-Chairs shall select the individuals to serve on a Working Committee. If a Working Committee's Co-Chairs cannot decide on the individuals to serve, the Executive Board shall select the remaining individuals to serve on a Working Committee. For reasons of operational efficiency of a Working Committee, the Chair or Co-Chairs have the discretion to limit the size of a Working Committee.

#### **SECTION 7.4 SCHEDULE OF MEETINGS**

At the first meeting of the Working Committee, a schedule for meetings and completion dates will be proposed.

#### **SECTION 7.5 CONDUCT OF MEETINGS**

The Working Committees will maintain minutes and/or recordings of their meetings. Representatives of at least two-thirds (2/3) of the Members represented on a Working Committee, in attendance in person or by electronic means, shall be necessary to constitute a quorum for the submission of a proposal to the Executive Board or Working Committee, as appropriate.

#### **SECTION 7.6 VOTING**

Each Member with a representative(s) on a Working Committee may have only one (1) vote on matters put before such Working Committee. A majority vote of Working Committee Members represented at a meeting at which a quorum is present shall be required to adopt any resolution or proposal before a Working Committee. Upon completion of a recommendation, a Working Committee must agree by a majority vote before submitting the recommendation to the Executive Board or Working Committee, as appropriate.

### **ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 8.1 EXECUTION OF INSTRUMENTS**

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any agent 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. Unless so authorized, no agent or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 8.2 CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Executive Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money,

and other evidence of indebtedness of the Corporation shall be signed by the Administrator, except in cases where the amount exceeds a first pre-determined threshold set by the Executive Board; in such cases, a check shall require approval from the Executive Board, such not to be reasonably withheld.

### **SECTION 8.3 DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Administration selects.

## **ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEALS**

### **SECTION 9.1 MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office:

- i. Minutes of all meetings of the Executive Board, committees of the Executive Board, and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;
- ii. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- iii. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;
- iv. A copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

### **SECTION 9.2 CORPORATE SEAL**

The Executive Board may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 9.3 MEMBERS' INSPECTION RIGHTS**

Every Executive Board Member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Executive Board Members and other Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required by law.

### **SECTION 9.4 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by an agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **SECTION 9.5 PERIODIC REPORT**

The Executive Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of Texas, if required by law, and to the Members of this Corporation, if and within the time required by law.

### **ARTICLE 10 DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as determined by the Executive Board, in accordance with the requirements of federal and state laws.

### **ARTICLE 11 AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by the affirmative vote of fifty (50) percent, plus one, of the individuals authorized to serve on the Executive Board (as defined in Section 4.19 of these Bylaws). In addition, an amendment shall also require: (i) the affirmative vote of fifty (50) percent, plus one, of the individuals authorized to serve on the Executive Board (as defined in Section 4.19 of these Bylaws) if the amendment adversely affects any class's rights, powers, or benefits; and (ii) the affirmative vote of a majority of the class of Members if the amendment adversely affects such class's rights, powers, or benefits.

Notwithstanding the foregoing, (i) Section 3.2 may only be amended as provided in Section 3.2; (ii) Section 4.2 specifying the size of the Executive Board during the Initial Period may not be amended, except by the affirmative vote of the number of Regular Directors authorized to serve as Executive Board Members, minus one (1) vote.

### **ARTICLE 12 CONSTRUCTION AND TERMS**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

### **ARTICLE 13 MEMBERSHIP PROVISIONS**

#### **SECTION 13.1 CLASSES OF MEMBERS AND DIFFERENT RIGHTS**

The Corporation shall have four (4) separate classes of Members: Executive Members, Professional Members, Trade Members, and Emerging Members. Executive Members have the automatic right to Executive Board seats or any other Working Committee and have full voting privileges and are eligible for Officer Elections. All other Members shall have the right to serve on any Working Committee, except the Executive Board, and have some voting privileges.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of the Corporation filed with an office of the State of Texas and used to establish the legal existence of the Corporation.

All members have the right to serve on any Working Committee, by special invitation of the Executive Board.

All Members shall also have the right to have their company logos displayed at public events sponsored by the Corporation.

To ensure the highest level of transparency, all joining Members who are associated with a CoQ10 brand will submit samples of their product to be tested at a trusted laboratory before joining CoQ10 Association.

Otherwise, Members shall have such other rights, privileges, benefits, and restrictions established by these Bylaws, by the Executive Board, or by law.

### **SECTION 13.2 QUALIFICATION FOR MEMBERSHIP CLASSES**

The qualifications for membership in this Corporation are as follows:

Subject to Section 13.3 specifying the Members in or membership criteria for particular classes, membership will be available to all individuals, corporations, partnerships and other legal business organizations that are, but not limited to, processors, refiners, brokers, brand marketers, retailers, ingredient suppliers, researchers, educators, consultants, attorneys, the media, and medical and healthcare professionals and advocates, and that are interested in the ethical growth, development and sustainability of Coenzyme Q10 as vital nutrients in maintaining good health.

All Members shall agree to adhere to the Corporation's Membership Agreement, as amended from time to time, to these Bylaws as amended from time to time, and to policies and procedures duly adopted by the Executive Board.

### **SECTION 13.3 ADMISSION TO MEMBERSHIP CLASSES**

Any processor, refiner, manufacturer, broker, brand marketer, or retailer of Coenzyme Q10 ingredients or products containing Coenzyme Q10 has the right to become a Leadership Level

Member if it wishes. The class of Executive Board Members shall consist of commercial enterprises that meet the requirements of Section 13.2 and of this subsection, that execute a Membership Agreement as an Executive Board Member, and that tender the appropriate dues within a deadline established by the Executive Board. Executive Board Members shall serve renewable one (1) year terms.

Any processor, refiner, manufacturer, broker, brand marketer, or retailer of Coenzyme Q10 ingredients or products containing Coenzyme Q10 has the right to become a Board Member if it wishes. The class of Board Members shall consist of commercial enterprises that meet the requirements of Section 13.2 and of this subsection, that execute a Membership Agreement as a Board Member, and that tender the appropriate dues within a deadline established by the Executive Board. Board Members shall serve renewable one (1) year terms.

Any processor, refiner, manufacturer, broker, brand marketer, or retailer of Coenzyme Q10 ingredients or products containing Coenzyme Q10 has the right to become a member if it wishes. The class of Members shall consist of commercial enterprises that meet the requirements of Section 13.2 and of this subsection, that execute a Membership Agreement as a Member, and that tender the appropriate dues within a deadline established by the Executive Board. Members shall serve one (1) year terms.

#### **SECTION 13.4 FEES AND DUES**

The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Executive Board.

Dues may vary between Member classes and within a class based on reasonable and nondiscriminatory criteria approved by the Executive Board. Current due structures demonstrated in Schedule A attached.

Ongoing dues for all classes are payable annually on the anniversary of receipt of the Membership Application or at the beginning of the Corporation's fiscal year if, and only if, the Member joined the Corporation during the middle of a fiscal year and its dues had been prorated according to the membership structure outlined in a previous version of these Bylaws.

If any Member is delinquent by more than thirty (30) days in the payment of dues, such Member's rights, including voting rights, shall be deemed suspended upon written notice from the Corporation until all delinquent dues are paid. A Member is not in good standing if its dues have not been paid within the time required.

#### **SECTION 13.5 NUMBER OF MEMBERS**

There is no limit on the number of Members that the Executive Board may admit to any class

of Members.

### **SECTION 13.6 MEMBERSHIP RECORDS AND DESIGNATION OF REPRESENTATIVE**

The Corporation shall keep a membership record containing the name and address of each Member and the date upon which the applicant became a Member. Termination of the membership of any Member shall be recorded in the record, together with the date of termination of such membership. Such record shall be kept at the Corporation's principal office or the office of the Administrator or Secretary. The Member shall designate in writing one (1) individual as the representative authorized to vote and otherwise act on behalf of the Member. The Member may change its representative by notice to the Corporation. The Member may designate a substitute representative to exercise their voting rights at any meeting of Members. The representative and substitute representative must be employees of the Member.

### **SECTION 13.7 NON-LIABILITY OF MEMBERS**

No Member of this Corporation is, as such, individually liable for the debts, liabilities, or obligations of the Corporation. A Member exercising management powers or responsibilities for or on behalf of the Corporation will not have personal liability to the Corporation or its Members for damages for any breach of duty in that capacity, provided that nothing in this Section shall eliminate or limit: (a) the liability of any Member if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that he or she personally gained, in fact, a financial profit or other advantages to which he or she was not legally entitled, or that, with respect to distribution to Members, his or her acts were not performed in accordance with the applicable provisions of the laws and codes of the State of Texas.

### **SECTION 13.8 NON-TRANSFERABILITY OF MEMBERSHIP**

No Member may transfer membership or any right arising therefrom unless approved by the Executive Board. All rights of membership cease upon the Member's dissolution.

### **SECTION 13.9 AFFILIATED ENTITIES – ONE MEMBER**

Notwithstanding status as separate legal entities or payment of more than one (1) membership fee, Affiliates shall be treated as one (1) Member entitled collectively to only one (1) vote.

### **SECTION 13.10 TERMINATION OF MEMBERSHIP**

The membership of a Member shall terminate upon the occurrence of any of the

following events:

- i. Upon the Member's decision to terminate its membership in the Corporation, upon written notice to the Corporation;
- ii. Upon a failure of a Member to initiate or renew membership by paying dues on or before their due date, such termination is to be effective thirty (30) days after a written notification of delinquency is sent to such Member by the Administrator of the Corporation. A Member may avoid such termination by paying the number of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency;
- iii. After providing the Member with prior written notice of the proposed termination and the reason(s) therefore, in no event less than fifteen (15) days, and an opportunity to be heard either orally or in writing not less than five (5) days before the effective date of termination, upon a determination by the affirmative vote of the number of Regular Directors authorized to serve on the Executive Board, minus one (1): (i) that the Member is in breach of these Bylaws or its Membership Agreement; (ii) that the Member fails to satisfy the qualifications for membership; or (iii) that there are other grounds supporting termination that are fair and reasonable under the circumstances.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided. A Member terminated from the Corporation (whether voluntarily or involuntarily) shall not receive a refund of dues already paid for the current dues period.

#### **SECTION 13.11 NO OWNERSHIP INTEREST**

Members shall not have any ownership interest in or right to possess the assets of the Corporation, except as expressly provided in the Member's Membership Agreement.

### **ARTICLE 14 MEETINGS OF MEMBERS**

#### **SECTION 14.1 PLACE OF MEETINGS**

Meetings of Members shall be designated from time to time by resolution of the Executive Board and be held at places and times reflecting the global nature of the Corporation and to encourage maximum participation. Meetings may be held in person or by any combination of audio or video teleconferencing techniques if such cost is deemed reasonable by the Executive Board.

#### **SECTION 14.2 REGULAR MEETINGS**

There will be an Annual Meeting of Executive Board Members and an Annual Meeting of all



Members. Annual Meetings of the Executive Board Members shall be held for the purpose of transacting any business that may properly come before the meeting. The Annual Meeting of all Members shall be held for the purpose of electing Executive Board Members and transmitting other business as may come before the meeting.

Other regular meetings of the Members shall be held on dates and times to be determined by the Executive Board.

### **SECTION 14.3 SPECIAL MEETINGS OF THE MEMBERS**

Special meetings of the Members for any purpose may be called by the Executive Board, or by written request of two-thirds (2/3) of any class of Members.

### **SECTION 14.4 NOTICE OF MEETINGS**

Unless otherwise provided by these Bylaws or provisions of law, a written notice stating the place, day, and hour of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered to each Member not less than fifteen (15) days before the date of the meeting, at the direction of the Executive Board Chair or the Administrator, or the persons calling the meeting by personal delivery, by postal mail, by express mail, by electronic mail, by facsimile transmission, or by other electronic means. If mailed, such notice shall be deemed to be delivered seven (7) days after being deposited in the mail addressed to the Member's prime contact at his or her address as it appears on the records of the Corporation, with postage prepaid, or, if sent by express mail, such notice shall be deemed delivered on the following business day. If the notice is sent by electronic mail, by facsimile transmission, or by other electronic means, the notice shall be deemed delivered the first business day following the day it is sent. If the notice is personally delivered, the notice shall be deemed delivered on the day it is personally delivered.

The notice of any meeting of Members at which Executive Board Members are to be elected by the Members shall also state the names of all those who are nominees or candidates for election to the Executive Committee at the time notice is given or as soon thereafter as such information is known.

Whenever any notice of a meeting of Members is required to be given to any Member of this Corporation under provisions of these Bylaws or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **SECTION 14.5 QUORUM FOR MEETINGS**

A majority of the Executive Board Members and at least twenty-five percent (25%) of the classes of Board Members and Members, present in person of a duly authorized employee or

present by proxy, shall constitute a quorum for meetings of the Membership.

#### **SECTION 14.6 MEMBERSHIP ACTION**

Every act or decision done or made by a majority of each class of Members present in person or by proxy at a duly held meeting is the act of the Members, unless these Bylaws or provisions of law require a greater number or different method of calculation.

#### **SECTION 14.7 APPOINTMENT OF THE EXECUTIVE BOARD**

The Executive Board is comprised of Executive Board Member Companies. Only the Executive Board Members are entitled to appoint individuals to serve on the Executive Board as Regular Directors.

#### **SECTION 14.8 VOTING PROCEDURE**

Each Executive Board Member shall have one (1) vote on each matter submitted to the Executive Board. Voting on all matters shall be by a show of hands if held in person, or by voice ballot if held by audio or video teleconferencing, unless otherwise required, or by secret ballot if requested by a majority of any class of voting-eligible Executive Members. Results of all ballots shall duly be distributed to all Members within thirty (30) days of each ballot.

#### **SECTION 14.9 ACTION BY WRITTEN OR ELECTRONIC BALLOT**

Except as otherwise provided under these Bylaws or provisions of law, any action which may be taken at any regular or special meetings of Members may be taken without a meeting if the Corporation distributes a written or electronic ballot to each eligible voting Member (under section 14.8).

The ballot shall:

- i. Set forth the proposed action;
- ii. Provide an opportunity to specify approval or disapproval of each proposal;
- iii. State the percentage of approvals necessary to pass the measure submitted; and
- iv. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

#### **SECTION 14.10 CONDUCT OF MEETINGS**

Meetings of Members shall be presided over by the Chair or Co-Chair of the Executive Board

or, in his or her absence, by another individual serving on the Executive Board or, in the absence of all of these persons, by the Administrator. The Administrator of the Corporation shall act as secretary of all meetings of Members, provided that, in his or her absence or when the Administrator is presiding, the presiding officer shall appoint another person to act as secretary of the Meeting.

Meetings shall be conducted to allow for active, fair, and open participation by all Members attending the meeting. All participants shall have the right to express opinions on the subject matter, whether or not the opinions differ from those of the majority.

Where a decision is called for, it shall be determined by voice vote, and each Member that is eligible to vote (under section 14.8) shall have the opportunity to vote on the outcome, provided they are eligible to vote by their class of membership. Meetings may not be adjourned until questions, opinions, and comments from all participating Members are voiced and duly recorded by the presiding officers, subject to reasonable limitations on the time and duration of meetings.

#### **SECTION 14.11 PROXIES**

Every Member eligible to vote (under section 14.8) shall have the right to vote either in person or by one (1) or more agents authorized by a proxy validly executed by the Member. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Member, giving the proxy holder(s) the power to vote on behalf of the Member. A proxy shall be deemed signed if the Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission, or otherwise) by the Member. A proxy may only be held by a Member of the Corporation.

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by written consent delivered to the cooperation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of such a proxy unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the applicable provisions of the Corporations Code of the State of Texas.

#### **SECTION 14.12 NON-LIABILITY OF MEMBERS**

The Members do not have any liability for the obligations or liabilities of the Corporation, except to the extent provided by the Corporate Code of the State of Texas.

### **ARTICLE 15 ANTITRUST**

Each Member acknowledges that the Members are committed to fostering competition in the

development of the market for Coenzyme Q10 and that the Corporation's Specific Purpose is intended to promote such competition. The Members further acknowledge that some of them may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members acknowledge that the Members that are competitors shall not discuss issues relating to product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that would be prohibited by applicable antitrust laws. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting according to these Bylaws regarding the importance of limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Each Member consents to the Corporation's giving notice of Member's membership in the Corporation, to the extent necessary for the Corporation to invoke the protection of the National Cooperative Research and Production Act of 1993. (15 U.S.C. §§4301 et seq.)

## ARTICLE 16 VOLUNTARY DISSOLUTION

The Corporation may dissolve voluntarily upon the affirmative vote of two-thirds (2/3) of the individuals authorized to serve as Regular Directors on the Executive Board and the approval of a majority of Members (voting together as a single class) that are eligible to cast votes.

Schedule A – Membership Dues

<b>CoQ10A Membership Dues</b>	<b>Executive \$25,000</b>	<b>Professional \$15,000</b>	<b>Trade \$10,000</b>	<b>Emerging \$5,000</b>
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- Initial dues shall be twenty-four thousand United States dollars (US \$25,000) for Executive Board Members.
- Initial dues shall be twelve - thousand United States dollars (US \$15,000) for all Board Members.
- Initial dues shall be six thousand United States dollars (US \$10,000) for all Members.
- Initial dues shall be two thousand and five hundred United States dollars (US \$ 5,000) for all Emerging Members.
- The Executive Board may by unanimous vote elect to modify these amounts with appropriate justification.