# BYLAWS
## OF
# CLEARVISION GLOBAL HEALTH, INC.

A Texas Nonprofit Corporation
Adopted: 6/12/2026

## ARTICLE I — NAME AND PRINCIPAL OFFICE

### Section 1.1 — Name

The name of this organization is ClearVision Global Health, Inc. (hereinafter referred to as the "Corporation").

### Section 1.2 — Principal Office

The principal office of the Corporation shall be located at 17422 Straloch Lane, Richmond, Texas 77407. The Board of Directors may change the principal office location by resolution at any duly noticed meeting.

### Section 1.3 — Registered Agent

The registered agent of the Corporation in the State of Texas is Eren Coban, located at the address stated above. The Board of Directors may change the registered agent by filing the appropriate forms with the Texas Secretary of State.

## ARTICLE II — MISSION AND PURPOSE

### Section 2.1 — Mission

The mission of ClearVision Global Health, Inc. is to remove barriers to surgical access for underserved populations by building transparent, evidence-driven partnerships with hospitals and medical institutions — using cataract surgery in Mali as a proven model for scalable global health equity.

### Section 2.2 — Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to:

(a) Funding access to surgical care for underserved populations in low-resource settings;

(b) Building transparent, evidence-driven partnerships with hospitals and medical institutions to ensure donated funds are used exclusively for approved surgical purposes;

(c) Conducting and publishing rigorous research on surgical access, patient outcomes, and health equity in under-resourced communities;

(d) Educating the public on barriers to surgical access in underserved communities; and

(e) Engaging volunteers, donors, and community partners in the mission of expanding access to life-changing medical care.

### Section 2.3 — Limitations

No part of the net earnings of the Corporation shall inure to the benefit of any private individual. No substantial part of the activities of the Corporation shall consist of lobbying or political activity. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE III — MEMBERSHIP

### Section 3.1 — Members

The Corporation shall have members. Membership shall be open to any individual who supports the mission of the Corporation and completes the membership application as determined by the Board of Directors.

### Section 3.2 — Classes of Membership

The Board of Directors may establish classes of membership, including volunteer members, donor members, and advisory members, with such rights and privileges as the Board shall determine.

### Section 3.3 — Non-Voting Members

Members shall be non-voting unless the Board of Directors by resolution grants voting rights to a class of members. All governance authority remains vested in the Board of Directors.

### Section 3.4 — Termination of Membership

Membership may be terminated by resignation or by action of the Board of Directors for cause, including conduct inconsistent with the mission or values of the Corporation.

## ARTICLE IV — BOARD OF DIRECTORS

### Section 4.1 — General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary and appropriate to carry out the purposes of the Corporation, subject to the provisions of these Bylaws, the Certificate of Formation, and applicable law.

**Section 4.2 — Number of Directors**

The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) directors. The initial Board shall consist of three (3) directors. The exact number within this range may be changed by resolution of the Board of Directors.

**Section 4.3 — Initial Directors**

The initial directors of the Corporation are:

1. Eren Coban — 17422 Straloch Lane, Richmond, Texas 77407
2. Dr. Harun Yilmaz — 5010 Grove West Blvd, Unit 1010, Stafford, Texas 77477
3. Dr. Adam Sahin — 1225 Enclave Pkwy, Houston, Texas 77077

**Section 4.4 — Terms of Office**

Directors shall serve terms of two (2) years. Directors may be re-elected for any number of consecutive terms. Terms shall be staggered so that, to the extent possible, approximately half the Board is elected in each year. Initial directors shall draw lots to determine which serve one-year and two-year initial terms.

**Section 4.5 — Election of Directors**

Directors shall be elected by a majority vote of the existing Board of Directors at any duly noticed meeting at which a quorum is present.

**Section 4.6 — Vacancies**

Any vacancy on the Board of Directors, including vacancies caused by an increase in the number of directors, shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor.

**Section 4.7 — Removal of Directors**

Any director may be removed, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors at a duly noticed meeting at which a quorum is present. The director in question shall be given reasonable notice and an opportunity to be heard before the vote.

**Section 4.8 — Resignation**

Any director may resign at any time by delivering written notice to the President or Secretary. Such resignation shall be effective upon receipt unless a later date is specified therein.

**Section 4.9 — Compensation**

Directors shall serve without compensation for their services as directors. Directors may be reimbursed for reasonable expenses incurred in connection with their service, upon approval by the Board of Directors.

### Section 4.10 — Conflict of Interest

Any director who has a direct or indirect financial interest in any transaction or matter before the Board shall disclose such interest and shall recuse themselves from the discussion and vote on the matter. The Corporation shall adopt and maintain a Conflict of Interest Policy consistent with IRS requirements for 501(c)(3) organizations.

## ARTICLE V — MEETINGS OF THE BOARD

### Section 5.1 — Regular Meetings

The Board of Directors shall hold at least two (2) regular meetings per year. Meetings may be held in person, by telephone, by video conference, or by any other means of communication by which all participating directors can simultaneously hear and be heard.

### Section 5.2 — Special Meetings

Special meetings of the Board of Directors may be called by the President, or by any two (2) directors, upon not less than five (5) days written notice to all directors.

### Section 5.3 — Annual Meeting

The Board of Directors shall hold an annual meeting for the purposes of electing officers, reviewing financial reports, approving the budget, and conducting other business of the Corporation. The annual meeting shall be held within ninety (90) days of the end of the fiscal year.

### Section 5.4 — Notice

Notice of all meetings shall be provided to each director at least five (5) days in advance for regular meetings and at least forty-eight (48) hours in advance for special meetings. Notice may be given by email, telephone, or written communication.

### Section 5.5 — Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

### Section 5.6 — Voting

Each director shall have one vote. Decisions shall be made by a majority vote of directors present at a meeting at which a quorum is present, unless a higher threshold is required by these Bylaws, the Certificate of Formation, or applicable law.

### Section 5.7 — Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all directors consent in writing to the action. Such written consent shall be filed with the minutes of the proceedings of the Board.

### Section 5.8 — Minutes

The Secretary shall keep minutes of all Board meetings. Minutes shall record attendance, actions taken, votes, and other significant matters. Approved minutes shall be maintained in the official records of the Corporation.

## ARTICLE VI — OFFICERS

### Section 6.1 — Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors may elect additional officers as it deems necessary. Officers shall be elected annually by the Board of Directors and shall serve one-year terms, renewable without limit.

### Section 6.2 — President

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, oversee the execution of the Corporation's programs and activities, serve as the primary spokesperson for the Corporation, and perform such other duties as the Board may assign. The initial President is Eren Coban.

### Section 6.3 — Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors, give notice of meetings as required, maintain the official records and files of the Corporation, and perform such other duties as the Board may assign. The initial Secretary is Dr. Adam Sahin.

### Section 6.4 — Treasurer

The Treasurer shall have custody of and be responsible for all funds and financial records of the Corporation, oversee financial reporting, prepare or cause to be prepared annual financial statements, ensure that adequate financial controls are in place, and perform such other duties as the Board may assign. The initial Treasurer is Dr. Harun Yilmaz.

### Section 6.5 — Removal and Resignation of Officers

Any officer may be removed by a majority vote of the Board of Directors at any duly noticed meeting. Any officer may resign at any time by written notice to the President or Secretary.

### Section 6.6 — Vacancies

Vacancies in any office shall be filled by the Board of Directors for the remainder of the unexpired term.

## ARTICLE VII — COMMITTEES

### Section 7.1 — Standing Committees

The Board of Directors may establish standing committees to assist in carrying out the work of the Corporation. Standing committees shall include but are not limited to:

(a) Finance Committee — to oversee financial management, budgeting, and reporting;

(b) Fundraising Committee — to coordinate fundraising campaigns, donor relations, and sponsorships;

(c) Research Committee — to oversee the Corporation's research program and publication activities.

### Section 7.2 — Special Committees

The President or the Board of Directors may appoint special committees for specific purposes. Special committees shall report to and serve at the pleasure of the Board.

### Section 7.3 — Committee Composition

Each committee shall include at least one director. Committee members may include non-directors, including volunteers and advisors, as appointed by the Board.

## ARTICLE VIII — FINANCIAL MANAGEMENT

### Section 8.1 — Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, unless otherwise determined by the Board of Directors.

### Section 8.2 — Bank Accounts

The Corporation shall maintain bank accounts in the name of ClearVision Global Health, Inc. All funds shall be deposited in and disbursed from such accounts. No funds of the Corporation shall be commingled with personal funds of any officer, director, or employee.

### Section 8.3 — Authorized Signatures

All checks, drafts, or orders for payment of money shall require the signature of the Treasurer or such other person as the Board of Directors shall designate by resolution. Disbursements above $1,000 shall require dual authorization.

### Section 8.4 — Annual Budget

The Treasurer shall prepare an annual budget for approval by the Board of Directors prior to the commencement of each fiscal year. The Board shall review and approve the budget at the annual meeting.

### Section 8.5 — Financial Reports

The Treasurer shall prepare or cause to be prepared an annual financial statement. Annual financial statements shall be made available to the public in accordance with the Corporation's transparency commitments.

### Section 8.6 — Fund Transfers to Partner Institutions

All fund transfers to partner hospitals or institutions, including Golden Life American Hospital in Mali, shall be governed by written protocol agreements approved by the Board of Directors. The Treasurer shall maintain records of all transfers and ensure that all funds are used exclusively for approved purposes. The Corporation shall obtain regular itemized updates from partner institutions to confirm the exclusive use of transferred funds.

### Section 8.7 — Audits

The Board of Directors may authorize an independent financial review or audit as it deems appropriate, or as required by applicable law or grant requirements.

## ARTICLE IX — INDEMNIFICATION AND LIABILITY

### Section 9.1 — Indemnification

The Corporation shall indemnify its directors and officers against claims and expenses arising from their service on behalf of the Corporation, to the fullest extent permitted by Texas law, provided that the director or officer acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

### Section 9.2 — Limitation of Liability

No director or officer of the Corporation shall be personally liable for the debts, obligations, or liabilities of the Corporation solely by reason of being a director or officer, except as otherwise provided by applicable law.

### Section 9.3 — Insurance

The Board of Directors may, in its discretion, purchase directors and officers liability insurance and such other insurance as it deems appropriate to protect the Corporation and its directors, officers, and volunteers.

## ARTICLE X — TRANSPARENCY AND RECORDS

### Section 10.1 — Public Transparency Commitment

ClearVision Global Health, Inc. is committed to full public transparency. The Corporation shall publish on its official website the following documents and records:

(a) Certificate of Formation and these Bylaws;

(b) Annual financial reports showing funds raised, transferred, and allocated;

(c) Signed protocol agreements with partner hospitals;

(d) Anonymized patient outcome summaries;

(e) Board composition and officer information.

### Section 10.2 — Corporate Records

The Corporation shall maintain the following records at its principal office or such other location as the Board designates: the Certificate of Formation, these Bylaws, minutes of all Board meetings, financial statements, tax filings, and all executed agreements.

### Section 10.3 — Inspection of Records

Directors shall have the right to inspect and copy the Corporation's books and records at any reasonable time for any purpose reasonably related to their duties as directors.

## ARTICLE XI — AMENDMENTS

### Section 11.1 — Amendment of Bylaws

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the entire Board of Directors at any duly noticed meeting at which a quorum is present, provided that:

(a) Written notice of the proposed amendment has been provided to all directors at least ten (10) days prior to the meeting; and

(b) No amendment shall be made that would cause the Corporation to cease to qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XII — DISSOLUTION

### Section 12.1 — Dissolution

The Corporation may be dissolved by a two-thirds (2/3) vote of the entire Board of Directors at a duly noticed meeting. Upon dissolution, after payment of all liabilities, all remaining assets shall be distributed exclusively to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors. No assets shall be distributed to any private individual.

## ARTICLE XIII — MISCELLANEOUS

### Section 13.1 — Parliamentary Authority

In all matters of procedure not covered by these Bylaws or the Certificate of Formation, the Corporation shall follow Robert's Rules of Order, Newly Revised, as the parliamentary authority.

### Section 13.2 — Severability

If any provision of these Bylaws is found to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

**Section 13.3 — Governing Law**

These Bylaws shall be governed by and construed in accordance with the laws of the State of Texas and applicable federal law.

**Section 13.4 — Gender and Number**

Whenever the context requires, words used in any gender shall include all genders, and words used in the singular shall include the plural and vice versa.

**CERTIFICATION OF ADOPTION**

The undersigned, being all of the initial directors of ClearVision Global Health, Inc., hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation on the date set forth below, and that such Bylaws are in full force and effect.

Signature: ____________ Date: 6/12/2026
Eren Coban, President & Founder

Signature: ____________ Date: 6/12/26
Dr. Harun Yilmaz, Treasurer

Signature: ____________ Date: 6/12/26
Dr. Adam Sahin, Secretary