

Adopted: April 1, 2009

**BY-LAWS
OF
Congenital Adrenal Hyperplasia Research, Education and Support Foundation, Inc.**

ARTICLE I

Name and Incorporation

Section 1. Name. The name of the organization is Congenital Adrenal Hyperplasia Research, Education and Support Foundation, Inc., also known as “CARES Foundation, Inc.” It is hereafter referred to as “CARES”

Section 2. Purposes. CARES shall be a nonprofit organization organized under the laws of the State of New Jersey and its purposes are exclusively charitable, scientific and educational as set forth in the Certificate of Incorporation. CARES is committed to educate the public and healthcare professionals about adrenal diseases and disorders, emphasizing Congenital Adrenal Hyperplasia (CAH), to promote newborn screening, to provide support and information to affected individuals and their families, to support scientific and medical research, and to raise funds to support its goals. CARES is international in its focus, and may work collaboratively with other organizations both national and international.

Section 3. Location. The principal offices of CARES shall be 2414 Morris Avenue, Suite 110, Union, New Jersey 07083, or such other location as the Trustees may determine.

ARTICLE II

Board of Trustees

Section 1. Number. The Board of Trustees shall consist of not less than five or more than thirty persons.

Section 2. Powers. The Board is responsible for overall policy and direction of CARES, and delegates responsibility for day-to-day operations to CARES’ Executive Director.

Section 3. Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the organization, including carrying out the organizational goals and Board



policy. The Executive Director will attend all Board meetings, report on the progress of the organization and its operations, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director attends all board meetings and reports to the Board. The Executive Director's performance is reviewed by the Board, no less than once yearly.

Section 3. Election.

The current Trustees are set forth in Appendix A with staggered terms of one and three years as noted. New Trustees will join the Board with an initial term of one year, and may serve for successive three-year terms or, after their resignation or the end of a term, until new members are elected and qualified. Election of new Trustees, committee chairs and Board officers will occur by a majority vote of the current Trustees.

Section 4. Terms

Prior to the expiration of a Trustee's one-year or three-year term, the Trustee will be informed, in writing, that their term is about to expire and will be asked to express to the Board their intention to either seek another term or resign from the Board. If the Trustee decides to seek another term, he or she must do so, in writing, to the Board President. There will then be a vote by the full Board at the board meeting preceding the Trustee's term expiration to confirm or deny another term. If the Trustee decides to resign from the Board at the end of their term, they must do so, in writing, to the Board President one month prior to the expiration of their term. If no request is made by the Trustee prior to the end of their term, their appointment to the Board will expire with the term.

Section 5. Resignation and Removal.

A Trustee may resign by submitting his or her resignation in writing to the Secretary of the Board of Trustees. A Board member may be terminated from the Board if she/he has one or more unexcused absences from Board meetings in a year. Other possible reasons for removal include consistent failure to fulfill Board obligations, or intentional disregard for conflict of interest or confidentiality policies. A Board member may be removed by a majority vote of the remaining Trustees. A Trustee whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 6. Compensation.

The Board of Trustees shall have the authority to reimburse expenses of Trustees.

Section 7. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CARES shall be signed by the Treasurer or other officers or agent or agents of CARES and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Trustees. The current resolution regarding



check-signing and ability to sign contracts, tax returns and other official documents is attached as Appendix B.

Section 8. Participation.

In-person participation at Board meetings is strongly encouraged, particularly for the annual meeting. Participation by conference call is permissible if attendance is not possible. Board members may be dismissed for unexcused absences from one or more meetings per year.

Section 9 Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from the Executive Director, the nominating committee, or current Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 10. Annual and other Meetings

An annual meeting of the Board of Trustees shall be held in the fall of each year upon not less than two weeks written notice of the time, place, and purposes of the meeting at the principal office of CARES, or such other time and place as shall be specified in the notice of meeting. The Board shall also meet at least four additional times each year, with meetings evenly spaced.

Section 11. Special Meetings of the Board.

Special meetings of the Board for any purpose or purposes may be called at any time by the President or the Executive Committee, or upon request of the Executive Director. Notice of special meetings shall be sent out by the secretary to each board member at least one week in advance.

Section 12. Action Without Meeting.

The Board or any Committee of the Board may act without a meeting if, prior or subsequent to such action, each Trustee or Committee member shall consent to such action. Committee members may give their consent to an action verbally or via email to the Committee Chair. Board members may give their consent to an action verbally or via email to the President.

Section 13. Quorum.

Twenty-five percent of the Trustees shall constitute a quorum of the Board for the transaction of business. The act of the majority of the Trustees at a meeting at which a quorum is present shall be the act of that body (except that the act of a majority of the entire Board shall be required in the event that the Board of Trustees is voting on any amendment to these by-laws or the Certificate of Incorporation).

ARTICLE III

Officers

Section 1. Titles/Qualifications.

The Officers of the Foundation shall include a President, Vice President, Secretary, Treasurer, and Parliamentarian and such other officers whose positions shall be created from time to time by the Board of Trustees to perform such duties as may be prescribed by the Board of Trustees. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these by-laws to be executed, acknowledged, or verified by two or more Officers.

Section 2. Election.

The Officers shall be elected from among the Trustees by the Trustees at the annual meeting and shall serve for a term of two years, which can be renewed for no more than two additional terms or until their successors are elected and qualified.

Section 3. Duties.

The Board shall determine the duties and authority of the Officers from time to time. Subject to any such determination, the Officers shall have the following duties and authority:

- (a) The President shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of CARES contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. The President may delegate from time to time to any other officer, any or all of such duties and authority. The President is a member of and presides over the Executive Committee.
- (b) The Vice President shall have such duties and possess such authority as may be delegated to the Vice President by the President. The Vice-President shall preside over the meetings of the Board in the absence of the President and shall perform all duties and have all authority of the President in the event the President is unable to fulfill his or her duties due to illness, injury or other circumstances.
- (c) The Treasurer shall insure that CARES meets recommended practices for stewardship of funds. The Treasurer makes a report of the financial health of CARES at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, help develop financial policies, and make financial information available to board members and the public. The Treasurer may participate in the annual audit of CARES and should review all recommendations made by the auditor each year for improving checks and balances. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board.
- (d) The Secretary shall be responsible for keeping records of Board actions, including providing notices of all meetings as prescribed in these by-laws, overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agendas to each board member, and assuring that corporate records are maintained. The



Secretary receives nominations for new board members and shares these with the Executive Committee for action by the full Board. The Secretary receives correspondence on behalf of the Board, such as resignations, and shares correspondence with the appropriate officers and committees. The Secretary will insure that appointment letters, conflict of interest review and disclosures, committee chair appointments, and resignation acceptances are provided to Board members. The Secretary insures that the Board list is up to date and terms of office are being tracked. The Secretary shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the President or the Board.

(e) The Parliamentarian insures that meetings are conducted in an orderly fashion, following rules of conduct endorsed by the Board (e.g. Robert's Rules of Order). Tasks include but are not limited to insuring that the planned agenda is followed, members have the opportunity to speak and be heard, minutes reflect decisions made, meetings are not dominated by one person, meetings begin and end on time, etc.

Section 5. Resignation and Removal.

An Officer may resign by submitting his or her resignation in writing to the Secretary of the Board of Trustees. An Officer may be removed from that position with or without cause by the affirmative vote of a majority of the entire Board of Trustees. An Officer whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

Section 6. Vacancies.

Vacancies in the Officers shall be filled by appointment by the President of the Board based on the recommendations of the Executive Committee. Officers thus appointed shall serve for the remainder of the vacated term.

ARTICLE IV

Committees of the Board of Trustees

Section 1. General Provisions.

The Board may create standing or ad hoc committees as needed, such as by-law review, annual conference, program, strategic planning, capital campaign, etc. The Board President appoints all Committee chairs, with Chairs appointing members. Committee chairs and members, with the exception of the Executive Committee, may include non-Board members. It is expected that Board members serve on at least one committee. Committee members are voluntary, with the exception of members of the Executive Committee. There shall be seven standing Committees of the Board of Trustees: Executive Committee, Finance Committee, Fundraising Committee, Personnel Committee, Research Grants Committee, Program Committee and Nominating Committee (active as needed). All Committees shall be advisory to the Board and have power or authority defined by the Board from time to time. A quarter of each Committee shall constitute a quorum for the transaction of business and the act of the majority of the Committee members present at a meeting in which a quorum is present shall be the act of such Committee.

Actions taken at a meeting of any Committee shall be kept in a record of its proceedings which shall be reported to the Board at its next meeting following such Committee meeting, except that, when the meeting of the Board is held within two days after the Committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such Committee meeting. Each Committee Chair is responsible for keeping minutes of all meetings or delegating this responsibility to another member and forwarding these minutes to the Secretary of the Board.

Section 2. Executive Committee.

The Executive Committee shall consist of the Officers of the Board and shall meet from time to time as required by the President of the Board upon proper notice. Except for the power to amend the articles of incorporation and by-laws, the Executive Committee shall have all the powers and authority of the Board of Trustees in the intervals between meetings of the Board.

Section 3. Finance Committee.

The Treasurer is the Chair of the Finance Committee, which must include at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. Annual reports must be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

Section 4. Fundraising Committee.

The Fundraising Committee oversees development and implementation of the Fundraising Plan, identifies and solicits funds from external sources of support, supports special events, and works collaboratively with the Development Director and Executive Director.

Section 5. Personnel Committee.

The Personnel Committee guides development, review and authorization of personnel policies and procedures and on occasion may assist the Executive Director with leadership and management matters.

Section 6. Research Grants Committee.

The Research Grants Committee oversees the Foundation's competitive grant-giving activities, participates in soliciting and reviewing formal proposals from researchers, and recommends projects for funding to the full board. This Committee shall include members of CARES Scientific and Medical Advisory Board to advise on value and scientific soundness of grant requests.

Section 7. Program Committee.

The Program Committee works with the Executive Director to develop and plan programs for CARES Foundation. The existence of these committees shall not be deemed to prevent the



Executive Director of CARES Foundation from establishing any programs he/she feels fits the goals of the organization. Committee approval is not necessary to implement a program. The committee exists to provide support and feedback about programming to the Executive Director as needed.

Section 8. Nominating Committee.

The Nominating committee makes recommendations to the Executive Board for the addition of new members and sets the slate of officers for the board elections.

ARTICLE V

Fiscal Year

Section 1. The fiscal year of the Foundation shall be January 1 to December 31.

ARTICLE VI

Amendment to By-laws

Section 1. These by-laws may be altered, amended, or repealed by the Board. Written notice of any such by-law change to be voted upon by the Board shall be given not less than 10 days prior to the meeting at which such change shall be proposed.

ARTICLE VII

Conflicts of Interest

Section 1. The Foundation shall require all Board members to review and document their understanding of Conflict of Interest Policies and Disclosures annually. Any intentional breach of this policy is grounds for termination from the Board.

ARTICLE VIII

Honorary Board and Scientific Board

Section 1. Honorary Board.

The Board may appoint and remove members who have made substantial contributions to the mission of CARES to an Honorary Board. The Honorary Board may act as ambassadors for the Foundation, but does not have any decision-making authority. They are not members of the Board of Trustees and cannot vote on Foundation issues. The current Honorary Board members are listed in Appendix C.

Section 2. Scientific and Medical Advisory Board.



The Board may appoint and remove professionals who have significant expertise in understanding or treating adrenal diseases and disorders or related sciences to the Scientific and Medical Advisory Board. The current Scientific and Medical Advisory Board members are listed in Appendix C.

ARTICLE IX

Additional Provisions

Section 1. Dissolution.

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Trustee or employee of CARES but shall be distributed in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, or a State or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.

Section 2. Indemnification of Officers and Trustees.

CARES shall indemnify every corporate agent as defined in, and to the full extent permitted by Sections 15A:2-8 and 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law. CARES shall maintain appropriate directors and officers liability insurance for the benefit and protection of those so serving.

Section 3 Force and Effect of By-laws.

These by-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.