

**BYLAWS
OF
GALACTOSEMIA FOUNDATION
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Parents of Galactosemic Children, Inc. - (PGC, Inc.)**

ARTICLE I - NAME AND PURPOSE

Section 1 - Name: The name of the Corporation shall be **Galactosemia Foundation**, Hereafter referred to as “Corporation”). It shall be a nonprofit Corporation as defined under Section 501 (c)(3) of the Internal Revenue Code incorporated under the laws of the State of Delaware.

Section 2 - Purpose: The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future tax code, with the added limitation that all such purposes and distributions shall be related to the study and treatment of the disease galactosemia or the education of individuals, families and health care providers on the topic of the disorder galactosemia.

ARTICLE II - MEMBERSHIP

Section 1 - General Rights and Powers: Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, dues, fees, and responsibilities shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchise, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2 - Classes of Membership: The Corporation shall have two classes of membership, which shall be voting and non-voting.

Section 3 - Qualifications and Rights of Voting Members: Voting membership shall be open to any natural parent, adoptive parent, or legal guardian of any galactosemic child or children and any person over the age of 21 who is galactosemic. Each household shall be limited to one vote, in person or by proxy, on each matter submitted to a vote by action of the Board of Directors or as otherwise provided in these Bylaws. All other rights, obligations and power shall be as provided in Section 1 of this Article.

Section 4 - Qualifications and Rights of Non-Voting Members: Non-voting membership shall be open to any person who shall by his or her support, demonstrates an interest in and commitment to the purposes of the Corporation.

Section 5 - Eligibility of Members:

- (a) Any person who wishes to become a member of the Corporation shall submit his name, address, telephone number and such other information as may be required by the Board of Directors to the President of the Corporation and shall agree to have his name appear on the published membership list. Upon receipt of such information and the requisite dues, if any, the applicant shall become a member of the Corporation.
- (b) The Board of Directors, by affirmative of two-third (two-third) of all of the members of the Board of Directors, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.
- (c) Any person who is a member of the Corporation at the time of the adoption of these Bylaws shall automatically become a voting or non-voting member of the Corporation, as the case may be.
- (d) A voting member in good standing shall be entitled to vote at any membership meeting or upon any matter that is submitted to the membership. A voting member in good standing is a voting member whose annual dues, if any, are paid prior to any membership meeting or the time that a matter is submitted to the membership.
- (e) Any member may resign by filing a written resignation with the President.

Section 6 – Termination of Membership. Membership may be terminated by the Board after giving the member at least 15 days written notice by first class, or certified mail of the termination and the reasons for termination, and an opportunity for the member to be heard by the Board, orally, in writing, or by electronic means, not less than five days before the effective date of the termination. The decision of the Board shall be final and not be reviewable by any court.

Section 7 – Resignation of Membership. A member may resign from membership at any time by giving notice to the Board in writing, or by electronic means. The Board shall confirm the resignation of the member in writing, or by electronic means.

Section 8 – Membership Meetings

- (a) *Membership Meetings.* Membership meetings shall be called upon the vote of a majority of the Board, or upon a written petition delivered to the Secretary and signed by not less than one-third of the voting members. Membership meetings shall be held at such time and place as shall be determined by the Board, provided that in the event of a meeting called by petition of the voting members the meeting shall be called not more than 45 days after the date of presentation of such petition to the Secretary. Membership meetings may be held through a conference call, or other electronic means where members can communicate with one another.

- (b) *Notice.* Written notice stating the place, date and hour of any membership meeting shall be delivered, either personally, by regular mail, or by electronic means to each member entitled to vote at such meeting, not less than 30 days before the date of the meeting, by or at the direction of the Secretary. The purpose, or purposes for which the meeting is called shall be stated in the notice. Inclusion of a notice of meeting in a newsletter or other publication addressed and timely mailed to each member entitled to vote at such meeting shall constitute notice under this Section. A notice of a meeting, whether by separate notice or included in a newsletter, which is addressed, collectively, to a married couple, parents, or legal guardians who are both members shall be deemed notice to each member.
- (c) *Quorum.* The presence of not less than one-third of the voting members then in good standing present in person, or by proxy shall constitute a quorum for the transaction of any business. If at any meeting there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained
- (d) *Proxies.* At any membership meeting, a member entitled to vote may do so by proxy executed in writing, or by electronic means. Unless otherwise provided in the proxy statement, the proxy shall cease to be valid 11 months from the date of the execution. Proxies may confer a general voting right, or they may be limited to prescribe action on a particular issue.
- (e) *Alternative Action.* Any action required by law to be taken at a membership meeting, may be taken without a meeting if a content in writing, setting forth the action so taken shall be signed by two-third of the members entitled to vote with respect to the subject matter thereof. Any other action may be taken at a membership meeting, may be conducted by mail ballot, or electronic ballot in such manner as the Board may by resolution determine.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Board role and size: The Board of directors is responsible for establishing and executing overall policy and direction of the Corporation. The Board may delegate specific, limited responsibilities for operations to staff, volunteers or committees. The Board shall be composed of up to 11, but not fewer than 3 directors.

Section 2 - Compensation: Directors shall serve as unpaid volunteers without financial or material compensation. Reasonable expenses incurred in the furtherance of the Corporation's business by a director shall be reimbursed upon submission of documentation (e.g. original receipts, etc.). Directors do not need prior approval for reasonable and customary expenses less than \$100. Directors must receive prior approval from the president or vice president for any expense of \$100 or greater. Directors serving the Corporation in any other capacity, such as staff, are allowed to receive compensation therefore if that capacity has been defined by the Board to be a compensated position.

Section 3 - Qualifications: Directors must support the mission and purposes of the Corporation. Directors must be a graduate of an accredited high school in the United States or holder of the equivalent degree if issued in another country, or holder of a General Equivalency Degree (GED). It is preferable that the majority of directors shall be parents of classic galactosemic children at all times.

Section 4 - Terms: The term of office for all Directors is three years. Directors are eligible to serve an unlimited number of consecutive terms before reaching their 75th birthday. No director shall begin a term after they have reached their 75th birthday.

Section 5 – Regular Meetings and notice: The Board of directors shall meet at least quarterly, by conference call, at an agreed upon place, date, and hour. A meeting will be considered valid only if each Board member was notified of the meeting's place, date, and hour at least two weeks in advance. A meeting notice may be oral, electronic, or written.

Section 6 – Manner of Acting - A majority of the votes cast on a matter to be voted upon by the directors present or represented by proxy shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

Section 7 – Emergency meetings and notice - Emergency meetings may be called by the president or 3/5ths of the Board officers if Board action is urgently required to respond to an unforeseeable circumstance. Board actions taken at emergency meetings are limited to actions required to respond to the emergency circumstance. Notice of the date, time and place of a special meeting of the Board shall be given by the person(s) calling the meeting, at least 48 hours before the meeting. Notice may be oral, electronic, or written. Notice shall be sufficient if actually received by or on behalf of the director at the required time, or if mailed, with no postage due, by first class mail to the director at the director's business or home address at least three days before the meeting. Notice of any special meeting shall describe the purposes of the meeting. Additional business not described within the notice may be conducted with the consent of all directors present at the meeting.

Section 8 - Board elections: During the last quarter of each fiscal year of the Corporation, the Board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these Bylaws. Directors shall be elected by the then current Board of Directors.

Section 9 - Election procedures: Candidates shall submit a written nomination letter outlining their qualifications (e.g. education, background, relationship to galactosemia, etc), the specific intentions for service (e.g. fundraising, conference planning, newsletter, etc), and a statement describing why they want to serve on the Board. These written statements shall be read at the meeting and entered into the minutes. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 10 - Quorum: A quorum must be attended by at least forty percent of the Board members for business transactions to take place and motions to pass.

Section 11 - Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board of directors, including amendment of these Bylaws, or of any committee

may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 12 - Participation in Meeting by Conference Telephone, or Other Means: Directors may participate in a meeting through use of conference telephone or by any similar means by which all persons participating in the meeting can communicate with each other. A director participating by such means is deemed to be present in person at the meeting.

Section 13 - Officers and Duties: There shall be required to have standing officers of the Board of directors, consisting of a president, vice-president, secretary, and treasurer. No more than two offices may be held by the same person at the same time. No one person may hold the offices of president and vice president at the same time. No two persons related by blood or marriage may hold the offices of president and vice president at the same time. All officers shall be voting members of the Board of Directors. The duties of the officer positions are as follows:

The president shall convene and preside over at least one regularly scheduled Board meeting in each quarter of the Corporation's fiscal year. In the event that the president cannot preside at a meeting, the president must arrange for another officer to preside at each meeting in the following order: vice-president, secretary, treasurer, and at-large-director. The president shall also be responsible for updating and maintaining the Corporation's membership list.

The vice-president shall preside at meetings of the Board of directors in the absence or at the request of the president, chair committees, and perform other duties as designated by the president or the Board.

The secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each Board meeting to include information concerning all funds received by the Corporation since the last meeting, all expenditures made by the Corporation since the last meeting, and the state of all assets of the Corporation. The treasurer shall deposit all funds received by the Corporation within 10 business days of receipt. The treasurer shall make reimbursement for expenditures within 10 business days of approval by the president or vice president. The treasurer shall, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 14 – Officer Elections: During the last quarter of each fiscal year of the Corporation, the Board of directors shall elect officers to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these Bylaws. Officers shall be elected by the then current Board of Directors.

Section 15- Vacancies: When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members not less than 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. These vacancies will be filled only to the end of the particular Board member's term.

Section 16- Resignation, termination, and absences: Resignation from the Board must be in writing and received by the secretary. A Board member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board member may be removed for not fulfilling their assigned duties. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 17 – Conflict To assure the protection of the Corporation and its Board in the event of conflicts of interests, it is the policy of this Corporation that Board members be free and unencumbered from any conflicts which will affect their decision making, authority and fiduciary duty as Board members representing the Corporation. The provisions of this policy and procedure shall apply to all members of the Board of Directors and all members of committees established hereunder or by the Board in furtherance of its duties.

ARTICLE IV - COMMITTEES

Section 1 - Committee formation: The Board may create committees as needed, such as fundraising, education, and research. The president has the sole power to appoint committee chairs. Committees will be chartered in writing so as to describe the limits of the scope of activities that committee members may pursue.

ARTICLE V - DIRECTOR AND STAFF

Section 1 - Executive Director: An executive director may be hired by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 2 - Paid Staff: The Board may hire such paid staff as they deem proper and necessary for the operations of the association. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE VI - AMENDMENTS

Section 1 - Amendments: These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-third majority vote of the Board. The Corporation shall provide at least 2 days notice of any meeting at which the amendment of these Bylaws is considered. The notice must state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws, and the notice must be accompanied by a copy or summary of the amendment

ARTICLE VII - INDEMNIFICATION

Section 1 - Indemnification: Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities,

including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1 - Fiscal Year: The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of directors.

Section 2 - Checks, Drafts, etc.: All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of directors or of any committee to which such authority has been delegated by the Board.

Section 3 - Deposits and Accounts: All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts, as set forth by these by-laws, in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the general account of the Corporation, funds may be transferred by a two-thirds vote of the Board of Directors from any special accounts, as set forth by these by-laws as needed. For the purpose of deposit and for the purpose of collection for accounts of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 4 - Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX - BOOKS AND RECORDS

Section 1 - Books and Records: Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the certificate of incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of directors.