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Amended: November, 2018

**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 to benefit the CAH community, and to raise funds to support its goals. CARES works 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.

- a. The Board of Trustees shall consist of not less than five or more than twenty-four persons.
- b. The Members of the Board of Trustees shall be committed to the stated goals of CARES and to the development of an organization that reflects that commitment.
- c. The Executive Director of CARES shall serve as an ex-officio non-voting member of the Board.

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's performance is reviewed by the Board annually, through a process determined by the Board Chair, in his or her reasonable discretion.

Section 4. Election.

- a. Trustees are elected to a three-year term beginning January 1 of each year. Trustees may serve a total of three, three-year terms. Election of new Trustees and Board Officers will occur by a majority vote of the current Board. Following a one year absence after serving three terms, a Trustee may be re-elected to the Board for three additional three-year terms.
- b. Trustees will typically be organized in a structure that will stagger the three-year terms of the Board Members.
- c. In the event of a vacancy on the Board, the Nominating Committee will select qualified individuals to present to the Board of Trustees by following the Board of Trustees nominating process.
- d. At no time shall the Board have fewer than 50% of its members who have or are directly related (*i.e.*, parent, sibling, children or grandparent) to someone with CAH.

Section 5. Terms.

Prior to the expiration of a Trustee's three-year term, the Trustee will be informed, in writing, that his or her term is about to expire and will be asked to express to the Board his or her intention to seek another term or allow his or her term to expire. If the Trustee decides to seek another term, he or she must do so, in writing, to the Board Chair. There will then be a vote by the full Board at the last meeting of the calendar year to confirm or deny another term. If the Trustee decides not to seek a new term, he or she must do so, in writing, to the Board Chair one month prior to the expiration of his or her term. If no request is made by the Trustee prior to the end of his or her term, his or her appointment to the Board will expire with that term.

Section 6. 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 7. Compensation.

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

Section 8. Checks, Official Forms and Contracts.

All checks, tax returns, charitable registration or other government filings and application and all contracts in the normal course of business shall be signed by the Executive Director or Director of Finance and Operations in the absence of the Executive Director, except that prior Board approval shall be deemed necessary to undertake any obligation on behalf of CARES in the excess of \$10,000.

Section 9. 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 10. 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 via the Secretary. These nominations shall be sent out to Board members to be voted upon at the last Board meeting of the year.

Section 11. Annual and other Meetings.

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

Section 12. Special Meetings of the Board.

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

Section 13. 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 Board Chair and/or the Executive Director.

Section 14. Quorum.

Fifty 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 CARES shall include a Board Chair, Board Vice Chair, Secretary, Treasurer, and Immediate Past Board Chair 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 last calendar meeting of the year 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 Board Chair 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 Board Chair. The Board Chair 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 Board Chair may delegate from time to time to any other Officer, any or all of such duties and authority. The Board Chair is a member of and presides over the Executive Committee.

- b. The Board Vice Chair shall have such duties and possess such authority as may be delegated to the Board Vice Chair by the Board Chair. The Board Vice Chair shall preside over the meetings of the Board in the absence of the Board Chair and shall perform all duties and have all authority of the Board Chair in the event the Board Chair is unable to fulfill his or her duties due to illness, injury or other circumstances. The Board Vice Chair shall also hold the role of parliamentarian to ensure that meetings are conducted in an orderly fashion, following rules of conduct endorsed by the Board (*e.g.*, Robert's Rules of Order). Other tasks include ensuring 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, and meetings begin and end approximately on time.
- c. The Treasurer shall ensure 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 may 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 Board Chair 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 shall perform such other duties and possess such powers as are incident to the office or as shall be assigned by the Board Chair or the Board.
- e. The Immediate Past Board Chair shall serve on the Executive Committee for a period of two (2) years. She/he shall have the same voting rights as other members of the Executive Committee. The Immediate Past Board Chair will serve as advisor to the Board Chair and other Officers. He/she will offer historical perspective, continue to cultivate

donors, assist in fund raising efforts, participate in strategic planning initiatives, assist in recruitment of prospective Trustees, and carry out all duties of the Executive Committee.

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 Board Chair 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 Chair 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 up to seven standing committees of the Board of Trustees: Executive Committee, Community Advancement Committee, Finance Committee, Fund Development Committee, Marketing and Outreach, Personnel Committee and Nominating Committee. The Executive Committee may act as the Personnel Committee with annual approval from the Board. Committees shall be advisory to the Board and have power or authority defined by the Board from time to time. Fifty percent 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 Board Officers and meet from time to time as needed, given *adequate* advance notice. The Executive Committee shall have the power and authority to act in lieu of the Board of Trustees as needed during intervals between regular Board meetings, except for the power to amend the Articles of Incorporation and By-Laws. All actions taken by the Executive Committee shall be binding and formally reported to the full Board at the earliest opportunity, within two weeks or less. The Executive Committee may invite, include and appoint other (*non-voting*) participants to advise and support the leadership team, as deemed appropriate and advisable by the Executive Committee, in its reasonable discretion. Such additional participants shall serve for a specific time frame or until the next annual meeting and regular Officer elections, although these temporary participants may be subsequently reappointed.

Section 3. Community Advancement Committee.

The Community Advancement Committee works with the Executive Director to develop, plan and oversee programs and services for the CAH and professional community including family and professional conferences, direct patient and professional services and guide research initiatives. It oversees competitive grant-giving activities, participates in soliciting and reviewing formal proposals from researchers, and recommends projects for funding to the full Board. The existence of this committee shall not be deemed to prevent the Executive Director of CARES from establishing any programs or services he/she feels fits the goals of the organization. Community Advancement Committee approval is not necessary to implement a program, service or research initiative. The Community Advancement Committee exists to provide support and feedback about programming, services and research to the Executive Director as needed. The Community Advancement Committee shall include CARES' medical director(s), and may include members of the Scientific and Medical Advisory Board to advise on value and scientific soundness of research requests.

Section 4 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 5 Fund Development Committee.

The Fund Development Committee oversees development and implementation of the fundraising plan, identifies and solicits funds from external sources of support, supports special events, sets long and short term fundraising goals and prepares plan to meet those goals. The Fund Development Committee helps Trustees fulfill their obligation to ensure the financial health and effectiveness of the organization. The Fund Development Committee works collaboratively with the Development Director and Executive Director.

Section 6. Marketing and Outreach Committee.

The Marketing and Outreach Committee is responsible for enhancing and implementing marketing and outreach materials to raise CARES' profile and increase awareness of CAH. It oversees newsletters, the website, social media efforts, marketing materials. The Marketing and Outreach Committee explores public relations opportunities, community outreach efforts and promotes awareness events.

Section 7. 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 8. Marketing and Outreach Committee

The Marketing and Outreach Committee is charged with enhancing and implementing marketing and outreach materials to raise CARES' profile and increase awareness of CAH in the community. It oversees newsletters, website, social media efforts, marketing materials, explores public relations opportunities, community outreach efforts, and promotes awareness events.

Section 9. Nominating Committee.

The Nominating Committee makes recommendations to the Executive Committee for the addition of new members and sets the slate of Officers for the Board elections. The Nominating Committee will be responsible for distribution of the annual year-end Trustee evaluation as well as assisting the Board Chair with new Trustee orientation and ongoing Trustee education.

ARTICLE V

Fiscal Year

Section 1. The fiscal year of CARES 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 a quorum of the Board. Written notice of any such vote 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. CARES 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

Emeritus Board and Scientific Board

Section 1. Emeritus Board.

The Board may appoint an Emeritus Board member to honor those individuals who have served CARES with dedication and distinction. In order to be considered for the position of Emeritus Board Member, an individual must have made either significant contribution to CARES or significant advances to the understanding of CAH. He or she must have served as a member of CARES' Board of Trustees. Emeritus Board members have no voting rights, no committee responsibility and shall receive no compensation for their time. Emeritus members are invited to participate on any committee or task force. Emeritus members are strongly urged to use their designation and the time as an Emeritus member to serve as a mentor, consultant, and actively recruit members. The appointment of an Emeritus Board member shall be a lifetime appointment unless removed by either a majority vote of the Board or resignation.

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.

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 instead 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.