

**BY-LAWS OF
THE SNYDER-ROBINSON FOUNDATION**

Article I - Definitions

Section 1.01 Name. The “Foundation” shall mean: The Snyder-Robinson Foundation, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Foundation.

Article II - Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Foundation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Foundation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these By-Laws. The specific purposes of the Foundation are to advance medical and scientific research related to Snyder-Robinson Syndrome (“SRS”), to support medical treatment and therapies for individuals with SRS, and for related charitable and educational purposes.

Section 2.02 Governing Instruments. The Foundation shall be governed by its Articles of Incorporation and its By-Laws.

Section 2.03 Nondiscrimination Policy. The Foundation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or other bases prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Foundation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Foundation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these By-Laws, the Foundation shall not carry on any activity not permitted to be carried on by a Foundation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article III - Membership

Section 3.01 Members. The corporation shall have two classes of Members; Voting Members and Associate Members. The Executive Director shall ensure the maintenance of the list of Voting and Associate members.

The class of Voting Members shall consist exclusively of individuals with SRS, parents and legal guardians of individuals with SRS, siblings of individuals with SRS, and individuals who carry an SRS mutation.

The class of Associate Members shall consist of all other individuals who support the purposes of the Foundation.

The Voting Members shall have the exclusive right to vote on the election, appointment, and removal of Directors; and they must approve all amendments to the Articles of Incorporation and bylaws. All other voting power shall be vested in the Board of Directors.

The initial Voting Members shall be: Mark Gallagher, Teri Koerner, Nancy Zellner, Justin Fenichel, Jennifer Abbott, Christopher Abbott, Sharon Marchetti, Frank Marchetti, Katia Luedtke, and Michael Raymond.

Article IV - Board of Directors

Section 4.01 Fiduciary Duties. Directors of the Foundation shall assume a fiduciary duty to the Foundation to act legally, ethically, and in accordance with the Foundation's Articles of Incorporation and these By-Laws. Directors of the Foundation shall assume a fiduciary duty to act in furtherance of the purposes and objectives of the Foundation as set forth in the Articles of Incorporation and Article II of these By-Laws, above.

Section 4.02 Biannual Meetings. A meeting of the Board shall be held biannually at such places, on such dates and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. Biannual Meetings of the Board may be held via conference call if it is not possible for members to attend in person.

Section 4.03 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3) and not more than nine (9). To the extent practicable, the Board should be comprised of an odd number of Directors at all times in order to avoid tie votes on matters of import to the Foundation. At least half of the Board shall be comprised of non-industry Directors.

Section 4.04 Ex Officio Director: The Executive Director of the corporation shall serve as an *ex officio* non-voting Director at all times.

Section 4.05 Elected Directors; Terms and Term Limits: Each newly-elected Director or re-elected Director, shall be elected to serve for a term not exceeding three-years. No Director may serve more than two consecutive three-year terms. Any Director who has served two consecutive terms shall be eligible to be re-elected to the Board for additional terms after taking at least one year off from serving as a voting Director. Any Director whose term has expired shall continue in office notwithstanding such expiration until his or her successor shall have been duly elected, and he or she may during such term of office exercise all rights, powers, and privileges pertaining thereto.

Section 4.06 Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Foundation and shall exercise all the powers that may be exercised by the Foundation.

Section 4.07 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the Executive Director or by a majority of the Directors then in office. Additional Meetings of the Board may be held via conference call if it is not possible for members to attend in person.

Section 4.08 Notice of Meetings. Fourteen-day notice must be given before any annual or regular meeting of the Board shall be held. Such notice shall specify the place, date, and hour of the meeting. Such notice may also include a proposed agenda containing certain matters to be voted on by the Board of Directors. However, lack of notice regarding a proposed vote shall not prevent the Board from voting on the matter.

Notice of a special meeting of the Board shall be given by email at his or her email address as it appears in the records of the Foundation. Upon request by any Director, a conference call-in number shall be providing for telephonic participation in the meeting.

The notice requirement contained in this Section 4.06 may be waived by unanimous consent of the Board of Directors.

Section 4.09 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 4.10 Voting. For all votes taken by the Board of Directors, each Director shall have one vote. However, in the event that there is a tie in any vote, the Executive Director may cast an additional vote to break the tie.

Section 4.11 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing (including by email) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.12 Removal. Any Director may be removed for due cause by majority vote of the Board provided there is a quorum at the meeting at which such action is taken. Any Director may be removed by a majority vote of the Voting Members.

Section 4.13 Resignation. Any Director may resign from office at any time by delivering a resignation in writing or by email to all members of the Board of Directors. Acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.14 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Article V – Officers

Section 5.01 Fiduciary Duties. Officers of the Foundation shall assume a fiduciary duty to the Foundation to act legally, ethically, and in accordance with the Foundation’s Articles of Incorporation and these By-Laws. Officers of the Foundation shall assume a fiduciary duty to act in furtherance of the purposes and objectives of the Foundation as set forth in the Articles of Incorporation and Article II of these By-Laws, above.

Section 5.02 Election and Qualifications; Term of Office. The Officers of the Foundation shall include an Executive Director , a Chief Financial Officer, a Director of Research, and other officers appointed by the Executive Director with the approval of the Board of Directors. Officers shall hold office for a term of a term that shall be specified by the Executive Director with consent of the Board. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Assistant Secretaries, and one or more Assistant Financial Officers. Such Officers shall serve for such period as the Board may designate.

Section 5.03 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.04 Powers and Duties of the Executive Director. The Executive Director shall be the provide leadership, direction, and oversight of the activities of the Foundation. The Executive Director shall preside at meetings of the Board. The Executive Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Executive Director by the Board.

Section 5.06 Delegation. In case of the absence of any Officer of the Foundation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.07 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.08 Resignation. Any Officer may resign from office at any time by delivering a resignation in writing or by email to all members of the Board of Directors. Acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Article VI – Bank Accounts, Checks, Contracts and Investments

Section 6.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Foundation. The Board shall determine who shall be authorized from time to time on the Foundation’s behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Conflict of Interest Policy. The Board of Directors shall adopt a Conflict of Interest Policy to provide guidance to Foundation Officers, Directors, and Employees (if any) on permissible transactions, impermissible transactions and reporting requirements.

Article VII - Indemnification and Expenses

Section 7.01 Indemnity and Expenses. Upon majority vote of the Board of Directors, the Foundation may indemnify a Foundation Officer, Director, or Employee for losses or expenses incurred in the performance or furtherance of their duties as Foundation Officer, Director, or

Employee. Reimbursement of expenses shall be pre-approved by the Board of Directors whenever possible. The Foundation shall not indemnify or reimburse any losses or expenses incurred due to violation of the law, or in contravention of the Foundation's Articles of Incorporation and/or By-Laws.

Article VIII - Dissolution

Section 8.01 The Foundation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

Article IX - Amendments

Section 9.01 These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article X - Construction

Section 10.01 In the case of any conflict between the Certificate of Incorporation of the Foundation and these By-Laws, the Certificate of Incorporation of the Foundation shall control.

(originally adopted November 3, 2014; amended as of January 23, 2019).