

The SMC1A Foundation Bylaws

ARTICLE I: NAME, LOCATION AND PURPOSE OF CORPORATION

Section 1. Name.

The name of the Organization shall be the SMC1A Foundation (hereinafter sometimes referred to as the "Business").

Section 2. Place of Business.

The place of business shall be located at San Francisco, California or at location as the Board may designate in the future.

Section 3. The Expectations of the Business.

The Organization shall be operated exclusively for charitable purposes and make the best effort to the best of their abilities to achieve its mission.

ARTICLE II: LEADERSHIP (Founders) and BOARD MEMBERS (Referred as Directors, Members).

Section 1. Number.

There shall be a Board Members consisting of not less than three (3) nor more than ten (10) members as shall be determined by the Board by resolution from time to time.

Section 2. Non-Discrimination.

No person shall be denied membership because of race, sex, age, religion, national origin, sexual orientation, or any other basis prohibited by law.

Section 3. Power of the Board.

The property, affairs, business and concerns of the Organization shall be managed and controlled by all Board of Members.

Section 4. Election of Members and Term.

Members shall be elected by majority vote of the existing Board at the annual Board meeting each year.

Section 5. Non-Voting Board Members.

The Funders and Leadership team shall serve as non-voting members of the Board.

Section 6. Board Meetings.

A majority of the Board shall contribute to the transactions of business. The minimum number of 3 members must be present at any of its meetings to make the proceedings of that meeting valid.

Section 7. Election, Resignation, and Removal.

Election and appointment of Members shall take place at the annual meeting, except for the election of New Members to fill vacant or new authorized membership. Any Member of the Board or Leadership team may resign at any time by giving written notice to the Board. Any such resignation

shall take effect at the time specified therein. Any Board Member may be removed, with cause or without cause, by a majority vote of the Board. The Board may remove a member only at a meeting called for the purpose of removing him/her, and the meeting notice must state that the purpose or one of the purposes of the meeting is removal of the Member.

Section 8. Fiscal Year.

The fiscal year of the Organization shall extend from [January 1 through December 31].

Section 9. Meetings.

The Organization should hold one Annual Board Meeting that shall take place in date and time as determined by the Board Members. For best practice, this should be set at a consistent time such as each year in spring, end of the year, or other.

The Leadership team shall hold regular meetings at least four (4) times per year in date and time as determined by the Board.

Section 10. Notice of Board Meetings

Notice of any special meeting of the Board shall be given to each Member not less than seventy two (72) hours prior the meeting by written (including electronic) notice of the time.

Section 11. Meetings by Telephone or Web Platform

Any individual Member of Board may participate in a meeting by means of a telephone conference call, via Web platform, IM, or any other means of communication by which all persons participating in the meeting are able to hear and communicate with each other effectively.

Section 12. Action Taken Without Meeting

Any action taken can be taken without a meeting if consent and agreement is received in writing or via electronic transmission (email, IM, text, etc.) by all board members or consent is signed by all of the Board Members or agreement is indicated via electronic transmission.

Section 13 Vacancies

Any vacancy occurring in the Board, whether caused by failure to elect, or resignation or otherwise, shall, as soon as possible, be filled by the Board by majority vote so that the person elected can serve for the remainder of the unexpired term of his or her predecessor.

Section 14 Compensation.

Board Members shall serve without compensation. The Organization may reimburse expenses of Members in attending meetings and conducting other activities on behalf of the Organization if agreed by the Board.

Section 15. Financial Commitment and Funding.

a). The Board Members are committed to make their best efforts and intend to support fundraising and aim to raise or contribute \$5,000.00 annually (five thousand dollars a year) to the Foundation.

b). The Board Members are committed to cover all operating expenses and are in agreement that all funds raised shall go directly to fund SMC1A research and studies with the goal and focus on finding effective treatments.

b.1). The Board Members agree that the funds can and shall be used for generating biomaterials, blood draws, or other directly related research needs and expenses.

c). The Board Members agree that The Foundation shall not cover indirect costs such as administrative costs, supplies, utilities, office equipment rental, desktop computers, cell phones or other.

ARTICLE III: LEADERSHIP and BOARD MEMBERS DUTIES.

Section 1. Positions.

The Board Members of the Organization shall be Founders, Secretary, and Treasurer. One person may hold two (2) positions simultaneously. Each Member has a duty to act in good faith, with ordinary prudent care, and in the best interest of reaching the Mission of this Organization.

Section 2. Duties.

The duties of each Member shall be:

FOUNDERS. The Founders shall act as the principal executive officer of the Organization and shall perform all duties incidental to that position including supervising and maintaining of all the business and affairs of the Organization. Founders shall preside at all meetings of the Organization, serve on the Board. The Founders shall also perform such other duties as may be prescribed by the Board from time to time. These duties can vary and depend on the Organization's needs, goals, and priorities.

SECRETARY. The Secretary shall keep or cause to be kept the minutes of the Board meetings in one or more books provided for that purpose or via electronic record, see that all notices are duly given in accordance with the provisions of the Board, and be custodian of the corporate records or designate. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Founders or by the Board. These duties can vary and depend on the Organization's needs, goals, and priorities.

TREASURER. The Treasurer has the responsibility to manage the financial affairs of the Organization. He or she shall keep and maintain, or cause to keep and maintain in good order all financial records of the Organization. At the annual business meeting of the Board and the Organization, the Treasurer shall present a report of the receipts and expenditures of the funds of the Organization. The Treasurer shall oversee all tax filings and ensure they are filed on a timely basis. The Treasurer of the Organization shall be in charge of all papers and financial records of the Organization and shall have the responsibility for the funds of the Organization and for keeping full and accurate accounts and records of all receipts and disbursements of the Organization. This includes keeping up to date monthly Profit/Loss statements and related financials. All such papers, records, and accounts shall

be kept at the principal place of business of the Organization and be open to inspection by any Member with reasonable advance notice.

Section 3. Term.

The term of Members for all officers shall be two (2) years. Members are eligible for re-election in successive terms. Officers shall be elected at the annual meeting.

Section 4. Vacancies.

The Board Members may make interim appointments to fill officer vacancies. These appointments will be effective until the next annual Meeting.

ARTICLE IV. ADVISORY BOARDS (Referred as Advisers, Medical Advisors).

The Board may appoint or elect Advisers or Advisory board(s). The Advisers shall not be considered to act as Founders or Members of the Organization. The Advisers shall provide support, advise, and counsel that helps the Organization achieve their mission. The advisory board(s) shall have no duties with respect to the management of the Organization, nor any authority to bind the Organization or act on its behalf.

The members of the advisory board(s) shall be appointed for any length of time approved by the Board; additionally, members of the advisory board may be removed at any time at the discretion of the Board.

Section 1. The Goal of Advisers (Scientific and Medical Advisers)

The Advisers shall support the Organization's Mission to the best of their abilities. The Board shall recruit Adviser(s) (clinicians and scientists) who have previous knowledge and experience in the SMC1A gene, or relevant areas. Medical Advisers shall provide assistance in developing SMC1A research with the focus on effective treatments and cure. That includes identifying the gaps in science that are critical to target and developing appropriate research objectives that are helpful in reaching Organization's Mission. Advisers shall help with decisions on granting grants and funding research aligned with the Organization's Mission.

ARTICLE V. Indemnification of Board Members, Funders, and Volunteers

Section 1. No liability of Directors.

The Members shall not be personally liable as such for the debts, liabilities, or other obligations of the Organization.

Section 2. Compensate for Harm or Loss.

The Board may vote to defend, indemnify and hold harmless any Members, Founders, or Volunteers from liability for anything done within the scope of their duties, to the fullest extent permitted by law, if the Organization or that individual does not have adequate insurance to cover those costs.

ARTICLE VIII. Distribution on Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court, with jurisdiction of the county in which the principal office is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts.

The execution of any contract between other organizations, parties, or other business matters has to be authorized collectively by the Members of the Board and the Founders. If the contracts are agreed on then the Secretary may execute contracts in the name and on behalf of the Organization if needed.

Section 2. Loans.

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3. Checks, Drafts, etc.

All checks, drafts and orders for payment of money shall be signed in the name of the Organization. All checks over the amount of \$500 shall be signed and countersigned by such officer or officers, or other duly authorized employees or agents of the Organization, as the Board shall from time to time designate for this purpose.

Section 4. Deposits

All funds of the Organization, shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

ARTICLE X. Books and Records

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees. All books and records, except those which reveal the identity of donors of the Organization, may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI. Fiscal Year

The fiscal year of the Organization is January 1 through December 31.

Article XI. Conflict of Interest

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect SMC1A Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board Member or Founders of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family - a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.

b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Founders and Board members collectively shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 2: Records of Proceedings

The minutes of the Board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XVI. Adoption and Amendment of the Bylaws

Section 1. Amendment.

These bylaws and the certificate of incorporation may be amended, altered or repealed at any legal meeting of the Board, regular or special, by a majority of the Members entitled to vote at a meeting which has been properly noticed at least 14 days before any such change.