

**The STAG1 Gene Foundation
Bylaws**

ARTICLE I: NAME, LOCATION AND PURPOSE OF CORPORATION

Section 1. Name.

The name of the Corporation shall be the STAG1 Gene Foundation (hereinafter sometimes referred to as the “Corporation”).

Section 2. Place of Business.

The place of business shall be located at Kalamazoo, MI or locations as the Board of Directors may designate.

The Corporation is organized and shall be operated exclusively for the charitable or educational purposes set forth in the articles of Incorporation.

ARTICLE II: BOARD OF DIRECTORS

Section 1. Number.

There shall be a Board of Directors consisting of not less than three (3) nor more than fifteen (15) directors as shall be determined by the Board of Directors by resolution from time to time.

Section 2. Non-Discrimination.

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

Section 3. Power of the Board of Directors.

The property, affairs, business and concerns of the Corporation shall be managed and controlled by the Board of Directors who shall also set the policy of the Corporation within the purposes defined in the Certificate of Incorporation.

Section 4. Election of Directors and Term.

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

Section 5. Non-Voting Board Members.

The Executive Director shall serve as a non-voting member of the Board of Directors.

Section 6. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business. Except as specifically set forth herein to the contrary, the act of the majority of the Board at a meeting which quorum is present shall be the act of the Board.

Section 87. Election, Resignation, and Removal.

Election and appointment of Directors shall take place at the annual meeting, except for the election of Directors to fill vacant or new authorized directorships. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein. Any Director may be removed, with cause or without cause, by a majority vote of the Board of Directors. The Directors may remove a Director 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 Director.

Section 8. Fiscal Year.

The fiscal year of the Corporation shall extend from [JULY 1 TO JUNE 30] except as otherwise determined by resolution of the Directors.

Section 9. Meetings.

The Annual Meeting of the Corporation shall take place in the fall of each year on a date as determined by the Board of Directors.

The Board of Directors shall hold regular meetings at least three (3) times per year as determined by the Chairperson of the Board of Directors.

Section 10. Notice of Board Meetings

Notice of any special meeting of the Board shall be given to each Director not less than twenty-four (24) hours before the meeting by written (including electronic) notice of the time. Such notice may be waived by any Director. Neither the business to be transacted, nor the purpose of any annual or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by these Bylaws or applicable law. At any meeting attended by all of the Directors, any business may be transacted, notwithstanding the lack of due notice of such meeting.

Section 11. Meetings by Telephone or Web Platform

The Board, a committee of the Board or any individual Director may participate in a meeting of the Board or such committee upon the submission of notification to the President, by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other.

Section 12. Action Taken Without Meeting

Any action required by law to be taken at a meeting of the Board, may be taken without a meeting if consent in writing or via electronic transmission setting forth the action so taken shall be signed by all of the Directors or their assent indicated via electronic transmission.

Section 13 Vacancies

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

Section 14 Compensation

Directors shall serve without compensation. The Organization may reimburse expenses of Directors in attending meetings and conducting other activities on behalf of the Organization.

ARTICLE III: OFFICERS

Section 1. Positions.

The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. One person may hold two (2) Officer positions simultaneously. Each officer has a duty to act in good faith, with ordinary prudent care, and in the best interest of the Organization.

Section 2. Duties.

The duties of each Officer shall be:

- a. **President.** The President shall be 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. The President shall preside at all meetings of the Organization, serve as chairperson of the Board and an ex-officio member of all committees. The President shall also perform such other duties as may be prescribed by the Board from time to time.
- b. **VICE PRESIDENT.** The Vice President shall be a member of the Board and shall perform the duties of the President in the absence or incapacity of the President, and will perform such other duties as may be assigned by the Board or President.
- c. **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 a custodian of such records. 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 President or by the Board.
- d. **TREASURER.** The Treasurer shall be empowered to have 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 an oral and written 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 shall be responsible for sending to donors, or for making sure that donors are sent, written acknowledgements of their donations, as set forth in article 9 of these Bylaws. The Treasurer of the Corporation shall have charge of all papers and financial records of the Corporation and shall have the responsibility for the funds of the Corporation and for keeping full and accurate accounts and records of all receipts and disbursements of the Corporation. This includes an annual financial audit

by a qualified auditor prior to final approval by the Board of Directors. All such papers, records, and accounts shall be kept at the principal place of business of the Corporation and be open to inspection by any Director with reasonable advance notice.

Section 3. Term.

The term of office for all officers shall be two (2) years. Officers are eligible for re-election to [X] successive terms. Officers shall be elected at the annual meeting.

Section 4. Vacancies.

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

ARTICLE IV. ADVISORY BOARDS

The Board may appoint an advisory board or boards, the members of which shall not be deemed to be Directors or officers of the Organization. The advisory board(s) may be looked to by the Board and the officers of the Organization for support, advice, counsel and such other matters deemed appropriate. 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.

No person shall serve as a member of an advisory board without having first entered into an agreement with the Organization satisfactory in form to the Board, evidenced by their written resolution, requiring that the member of the advisory board (i) not use any such proprietary and/or confidential information to the detriment of the Organization; and (ii) disclose any direct or indirect interest he or she may have in any proposed contract or transaction with the Organization. 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. The President may designate one of the members of the advisory board as its chairperson. The advisory board(s) shall meet at such times as the chairperson of such advisory board or a majority of the members thereof shall determine, but not at the expense of the Organization. Members may be reappointed for additional terms for which they are willing and able to serve.

ARTICLE V. COMMITTEES

Section 1. Creation of Committees

The Board, on the recommendation of the President, and by resolution approved by a majority of the Board, may provide for standing or special committees of one or more Directors (which may include persons who are not Directors, provided that any act of any committee which has members which are not Directors shall be advisory, shall not bind the Board or the Organization and shall be subject to Board approval) each of which, to the extent provided in the resolution, shall have and may exercise the authority of the Board, except that no committee shall:

- (a) Make, alter or repeal any Bylaws of the Organization;
- (b) Elect or appoint any officer or Director, or remove any officer or Director; or
- (c) Make any grants or distributions of funds; or

(d) Amend or repeal any resolution previously adopted by the Board.

Section 2 Powers of Board regarding Committees

The Board, by resolution of a majority of the entire Board, may, at its discretion:

- (a) Fill any vacancy in such committee;
- (b) Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any such committee with all the powers of such absent or disabled members of a committee; or
- (c) Abolish any such committee.

Section 3 Quorum

A majority of the members 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 at which a quorum is present shall be the act of such committee.

Section 4 Committee Chairs

The President shall appoint a chairperson for each committee, unless the resolution of the Board establishing such committee designates the chairperson, in which case, in the event of a vacancy in the chair, the Board shall fill the vacancy.

**ARTICLE VI. Indemnification of Board Members, Officers and Volunteers **

SECTION 1 No liability of Directors

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

SECTION 2 Indemnification

The Board may vote to defend, indemnify and hold harmless any Director, officer, or volunteer 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 VII. Charitable Contribution

The Treasurer will send to donors, or cause to be sent to donor's written acknowledgments of donations of \$250.00 or more, and of all the donations of \$75.00 or more for which the Organization gives the donor something of value in return, as required by IRS regulations, so that the donors may take tax deductions for those donations. The Treasurer will also send to donors, or cause to be sent to donors, written acknowledgment of receipt of non-cash gifts worth \$500.00 or more, and will also provide donors of non-cash gifts worth more than \$5,000.00 with a written appraisal by a qualified appraiser so donors can take tax deductions for those gifts on 8283 forms.

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, or

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

When the execution of any contract or other instrument has been authorized without specification of the executing officers, the President, together with the Secretary, may execute the same in the name and on behalf of the Organization.

Section 2 Loans

No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

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 \$750 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 not otherwise employed 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.

Section 5 Gifts

The Board may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

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 shall commence on the first day of January each year and end with the following last day of December.

Article XI. Conflict of Interest

Section I. Purpose

The purpose of the conflict of interest policy is to protect STAG1 Gene Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director 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

1. 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.

2. 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
- c. 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. Under Article III, Section 2, 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

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee 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.
- d. 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.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee 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.
- b. 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 governing board and all committees with board delegated powers shall contain:

- a. 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.
- b. 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 XII. Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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 of Directors, regular or special, by a majority of the Directors entitled to vote at a meeting which has been properly noticed at least 14 days before any such change.

Section 2. Rules.

Neither meetings of the Board of Directors nor any other committee shall be bound by Robert's Rules of Order except in case of conflicts or uncertainty over interpretations or a procedural issue not covered by these bylaws.