

**BY-LAWS OF  
GEORGIA PKU CONNECT, INC.  
EIN # 26-3602983**

**ARTICLE ONE**

**General**

**Section 1. Introduction.** These By-Laws constitute the code of rules adopted by the Board of Directors of Georgia PKU Connect, Inc. (hereinafter the “Organization”) for the regulation and management of its affairs.

**Section 2. Principle Office and Agent.** The corporation shall have and continuously maintain a registered office and a registered agent in the State of Georgia, as required by the State of Georgia Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE TWO**

**Purpose**

**Section 1. Purposes and Powers.** The Organization has such purposes as are stated in its Articles of Incorporation and such powers as are now or may hereafter be granted by the Georgia or any successor legislation.

**Section 2. Objectives.** In furtherance of and pursuant to, the purposes stated in the Organization’s Articles of Incorporation, the Organization has the following objectives:

- a. Strengthen the Georgia PKU community by creating a support network for families and individuals affected by PKU
- b. Reduce challenges associated with PKU management by;
  - a. connecting caregivers and PKU adults with diet management resources
  - b. advocating for full access to treatment
- c. Raise funds for PKU support/outreach, advocacy and research

**Section 3. Limitation of Activities.** Notwithstanding any other provision of the Organization's Articles of Incorporation or these By-Laws, the Organization shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of the United States and its Regulations, as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of the United States and its Regulations, as they now exist or may hereafter be amended.

### **ARTICLE THREE**

#### **Members**

**Section 1. Members.** Membership in the Organization is open to anyone interested in Phenylketonuria or other metabolic disorders, on a personal or a professional level, without regard to professional licensing, gender, race or creed. Members shall have no voting authority. Members shall be invited to attend the Annual Meeting. Members shall be granted opportunity to attend meetings of the Board of Directors on request or invitation by any member of the Board of Directors.

### **ARTICLE FOUR**

#### **Board of Directors**

**Section 1. Powers of Directors.** Directors shall be granted the authority to manage the corporation to the extent provided by the Georgia law.

**Section 2. Number and Qualifications.** The members of the initial Board of Directors of the Organization shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter the Board of Directors of the Organization shall be composed of no less than three and no more than twenty individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

**Section 3. Election and Term of Office.** The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. A Special Meeting of the Board (as defined in Section 8), may be called to nominate and elect additional members of the

Board of Directors. Members of the Board of Directors shall serve a term of two years or until his or her successor shall be elected and shall have qualified. Terms of the Board of Directors shall be staggered, with the initial directors to be pre-determined.

**Section 4. Resignation.** Any director may resign at any time by giving written notice to the President of the Organization. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Organization.

**Section 5. Removal of Directors.** A director may be removed by a majority vote of the board of directors, for just cause, at any regular or special meeting of the Board called expressly for that purpose.

**Section 6. Vacancies.** Vacancies shall be filled by the majority vote of the remaining members of the Board of Directors for the unexpired term.

**Section 7. Annual Meeting.** A regular annual meeting of the Board of Directors of the Organization shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

**Section 8. Special Meetings.** Special meetings of the Board may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

**Section 9. Notice of Meetings.** Notice of the place, day and hour of any meeting of the Board of Directors and/or its Officers, other than the scheduled Regular Meetings, may be by telephone, mail or email. Notice of a Special Meeting shall state the purpose of the meeting.

**Section 10. Quorum.** A majority of the whole Board of Directors shall constitute a quorum. Except for the election of Officers, the act of majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under provisions of the General Not-For-Profit Corporation Act, the articles of Incorporation of the Organization, or any provisions of these By-laws.

**Section 11. Alternate Voting Procedures.** Acting by unanimous consent or conducting meetings by telephone or online shall be permitted to the extent and under the conditions allowed by law.

**Section 12. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of reasonable out-of-pocket expenses as approved by the Board of Directors.

**Section 13. Conflicts of Interest.**

- a. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which informs its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Organization.
- b. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Organization. Any director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.
- c. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- d. Has received a copy of the conflicts of interest policy.
- e. Has read and understood the policy,
- f. Has agreed to comply with the policy, and
- g. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE FIVE**

**OFFICERS**

**Section 1. Number of Officers.** The Officers of the Organization shall be a President, a Vice President, a Treasurer and a Secretary.

**Section 2. Election and Terms.** The Board of Directors shall elect the Officers. Each Officer shall serve a term of two years. An Officer may be removed by a majority vote of the Board of Directors at any time.

**Section 3. President.** The President will be the principal Executive Officer of the Organization. Subject to the direction and control of the Board of Directors, he or she shall be in charge of, supervise and control the affairs of the Organization. The President may execute on behalf of the Organization any contract, other instrument or document which the Board of Directors has authorized. The President shall perform all duties as may be prescribed in these By-laws or from time to time by the Board of Directors.

**Section 4. Vice President.** The Vice President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall assist the President in the discharge of his or her duties and perform such duties as from time to time may be assigned to him or her by the President or the Board of Directors.

**Section 5. Treasurer,** The Treasurer shall be the principal accounting and Financial Officer of the Organization. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Organization; (b) have charge and custody of all the funds and securities of the Organization, and be responsible therefore, including the receipt and distribution thereof; and (c) perform all the duties incident to the office of the Treasurer and such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 6. Secretary.** The Secretary shall (a) record the minutes of the meeting of members, the Board of Directors, or the Officers in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records and of the seal, if any, of the Organization; (d) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

- a. Officers may, but are not required to be, members of the Board of Directors.
- b. One person may hold not more than two of the above offices, except that the office of President and Vice President and President and Secretary may not be combined.
- c. All officers shall serve without compensation except that they may be reimbursed for out-of-pocket expenses incurred in the performance of their duties of their office. Changes to compensation rules can be enacted by a majority vote of the Board of Directors.

## **ARTICLE SIX**

### **COMMITTEES**

**Section 1. Authorization of Committees.** The Organization may have one or more Committees as may be from time to time established by resolution of the Board of Directors. Each such committee shall consist of at least one Director and any number of other interested general members and may have and exercise whatever prescribed authority may be designated by the Board of Directors. However, no such Committee will have the authority of the Board in reference to affect any of the following: Articles of Incorporation; By-laws; resolution of the Board of Directors which by its terms provides against such action by a Directorial Committee; or voluntary dissolution or plan of asset distribution of the Organization.

**Section 2. Other Committees of the Board.** The board may appoint one or more other committees of the board, however designated, and delegate to any such committee any of the powers of the board, subject to any rules and regulations imposed from time to time by the board.

**Section 3. Action by Committees.** The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

**Section 4. Advisory Bodies.** The board may from time to time appoint such advisory bodies as it may deem advisable.

**Section 5. Procedure.** Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

## **ARTICLE SEVEN**

### **OPERATIONS**

**Section 1. Fiscal Year.** The fiscal year of the Organization shall end on December 31 of each year.

**Section 2. Checks, Drafts, etc.** In addition to any other powers provided herein or by law, the Board of Directors may authorize one or more officers of the Organization to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Organization, make or obtain loans and sell; assign or pledge securities.

**Section 3.** Whenever these By-laws require written notice to members or directors, such notice shall be sent to the member or directors' addresses shown on the records of the Organization. Each member and director shall be responsible for advising the corporation of his or her current information. In all cases, notice shall be deemed given on the date of mailing.

## **ARTICLE EIGHT**

### **AMENDMENTS TO BYLAWS**

**Section 1.** These By-laws may be amended or new By-laws adopted upon the affirmative vote of (a majority) (two-thirds) (three-fourth) of (a quorum of the Board of Directors) or (all the directors then in office) at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

## **ARTICLE NINE**

### **Effective Date**

**Section 1. Effective Date** This By-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the board the 12<sup>th</sup> day of December, 2010.

[Kristen Vanags]

President

[Shiela Ryan]

Vice President

[Julie Cheek]

Secretary

[Steve Hunt]

Treasurer