



## **Corporate Bylaws**

### **ARTICLE I – NAME and PURPOSE**

**Section 1:** The name of the organization shall be Bridge the Gap – SYNGAP Education & Research Foundation

**Section 2:** The Organization is a not for profit corporation under the laws of Texas organized exclusively for charitable, scientific and educational purposes. Our mission is to serve, educate and fund research for families coping with the effects of SYNGAP mutations.

### **ARTICLE II – MEMBERS**

**Membership shall only consist of the Board of Directors.** Members will be elected to the board and each board member must be in good standing with Bridge the Gap – SYNGAP ERF. Board Members will only be added during the annual board meeting, except during the first year of operating.

### **ARTICLE III - ANNUAL MEETING**

**Section 1:** Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 2:** Special Meetings. Special meetings may be called by the President, chair, or one third of the Board.

**Section 3:** Notice of each meeting shall be given to each board member, by mail/email, not less than ten business days before the meeting

### **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1:** Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates' responsibility for day-to-day operations to the Officers. The Board shall have up to 11 and not fewer than 3 members. Board members must be over the age of 18.

**Section 2:** Other Board Appointments: Foundation volunteers must volunteer successfully for one year, showing commitment, reliability and dependable service and have an excellent review before a board nomination can be accepted. Essential Members at Large and Advisory Members may be added and one year voluntary status waived if the board presents a justifiable reason for the addition and is accepted by a majority vote. Honorary Board Members may be nominated to the position if held in good standing once they have resigned or retired from the Board of Trustees. The Board will set standards and criteria for which an honorary board member will follow by a majority vote. They must remain in good standing and positively represent the organization. (Moved to section VII-5)



**Section 3:** Meetings. The Board shall meet at least quarterly, 4th Thursday of January (Annual), and Quarterly meetings in May, August, and November as called by the Chair.

**Section 4:** Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors. All board members must complete the board application, conflict of interest form, code of conduct, confidentiality agreement, and volunteer handbook.

**Section 5:** Terms. All Board members shall serve 2 year terms, but are eligible for re-election.

**Section 6:** Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

**Section 7:** Voting. All issues to be voted on shall be decided by a simple majority of the board members.

**Section 8:** Notice. An official Board meeting requires that each Board member have written notice 10 business days in advance. The agenda to the meeting will be sent out five business days prior to the meeting.

**Section 9.** Officers and Duties. There shall be four officers of the Board consisting of a President, Chairman, Treasurer, and Secretary. Their duties are as follows:

**The Chairman of the Board** shall convene regularly scheduled Board meetings, special meetings and preside over or arrange for other members to preside at each meeting. The chairman will have oversight of the daily operations of the foundation and foster fundraising efforts. The chairman will be nominated by the Board of Trustees and voted in as chair with a majority vote.

**The President/CEO** shall execute daily operations of the foundation. Duties include, recommending committees, representing the organization in public, with media, writing articles and attending functions on behalf of the organization as outlined in their contract. The President/CEO is also responsible for executing and signing contracts and other obligations in the name of the organization. The President/CEO serves as a voting member of the Board and should be excluded from discussions of compensation of an officer, Executive Committee member or any other employee. The President/CEO shall make such reports at the Board and Executive Committee meetings as shall be required by the Chairman or the Board. The President/CEO or a staff representative shall be an ad-hoc member of all committees. President/CEO will abide by the organizations accounting policy as follows: All transactions over \$2000 must have a board of trustees majority vote, except in budgets approved by the board. Purchases by check over \$1000 must be authorized with two bank account signatories.



**The Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

**The Treasurer** shall present a financial report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. All documentation involving purchases and expenses must be given to the Treasurer within a reasonable amount of time (30 days) for budgeting purposes, otherwise membership will be terminated from the board if not received.

**Section 10: Directors at Large** shall be responsible for supporting the foundation by chairing committees and facilitating foundation engagement based on the appointed role within the foundation. They will submit a brief written report of activities inclusive of fundraising for the quarterly meeting to the Secretary. Directors at Large will be voting members of the board.

**Section 11: Vacancies.** When a vacancy on the Executive Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting with a qualifying resume. Nominees need to be individuals willing to meet the goals and fulfill the mission of the organization to the best of their ability. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 12: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has (3) three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons, such as gross negligence of duties or misconduct. A majority vote of the remaining directors will decide upon removal from the board. A decision will be made either to remain until the end of their term and placed on a leave of absence, removed immediately or until the decision is reversed by the board because of conflict resolution.

**Section 13: Special Meetings.** Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member 10 days in advance.

**Section 14: Give-Get Policy.** Each Board member will be expected to contribute to the foundation financially by raising at least \$3,000 or raise awareness by participating in/ organizing/ running at least 3 fundraisers annually; this includes in-kind donations.



**Section 15:** The organization wishes to protect its confidential information. All board members and committee chairs must agree to adhere to the policy and sign a Confidentiality Agreement (NDA) to provide such protection to the organization upon the terms and conditions set forth in the agreement.

**Section 16:** In the event that Bridge the Gap – SYNGAP Education and Research Foundation ceases to exist any remaining assets shall be conveyed to a similar non-profit organization qualifying for tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, or as they may hereafter be amended.

## **ARTICLE V - COMMITTEES**

**Section 1:** The Board may create committees as needed.

**Section 2:** Three (3) officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

## **ARTICLE VI – AMENDMENTS**

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. Advisory Council, Medical Advisory Board and Committee members will not have a vote on amending the bylaws.

## **ARTICLE VII–ADVISORY BOARDS**

**Section 1.** Medical Advisory Board: The Board of Directors must designate a minimum of three persons (each member of the Medical Advisory Board must have a current and relevant doctorate degree) to act as a Medical Advisory Council to make recommendations regarding the SYNGAP EDUCATIONAL MATERIALS, Grants Program, ETC . The Chairperson of the Medical Advisory Board shall be a non-voting member of the Board of Directors.

**Section 2.** Advisory Board: The Board of Directors may by resolution designate one or more persons to this council. They may be persons of talent, special skills or experience, position, rank, influence, connection or demonstrated interest. Advisory Board members will be non-voting members.



**Section 3.** Honorary Board: An Honorary Board of former members of the Board of Directors and others whose name would lend influence may be appointed to an Honorary Board by The Board of Directors. The Board will set standards and criteria for which an honorary board member will follow by a majority vote. They must remain in good standing and positively represent the organization.

## **ARTICLE VIII – CHAPTERS**

**Section 1.** Formation: The Board of Directors shall be empowered to designate one or more groups of interested people to act as Chapters of Bridge the Gap - SYNGAP Education and Research Foundation. A Chapter is a local unit with a specific area designated by the Board of Directors.

**Section 2.** Purpose: A Chapter is organized and operated exclusively to act locally for the benefit of, to perform the functions of, and to carry out the purposes of the Bridge the Gap - SYNGAP Education and Research Foundation.

**Section 3.** Responsibilities: A Chapter will conduct all activities in an ethical manner as mandated in the Bridge the Gap - SYNGAP Education and Research Foundation Chapter Guidelines, Affiliation Agreement, and other binding documents between Bridge the Gap - SYNGAP Education and Research Foundation and its Chapters.

**Section 4.** Non-U.S. Chapters and Affiliates: Chapters and Affiliates outside the United States may be authorized from time to time. A Chapter or Affiliate outside the United States will conduct all activities in an ethical manner as mandated in the Bridge the Gap - SYNGAP Education and Research Foundation Chapter Agreement. Chapter by-laws, and other binding documents between Bridge the Gap - SYNGAP Education and Research Foundation and its Chapters, and in accordance with applicable local law. Membership moneys do not cross national boundaries, and will be used within the country in which they were collected.

## **ARTICLE IX – COMMITTEES**

**The Executive Committee:** has the authority to act on behalf of the Board and shall meet at the discretion of the President/Chairman of the Board. The Executive Committee shall be comprised of the President/Chairman of the Board, and at least two other Directors selected by the Board of Directors.

**Nominating Committee:** The Nominating Committee shall consist of the President/Chairperson of Bridge the Gap – SYNGAP Education and Research Foundation and two (2) other members elected by the Board of Directors at the regular meeting of the Board following the annual meeting. The Nominating committee shall present for approval by the Board a slate of nominees for Directors and Officers.



**Development Committee:** The Development committee's responsibility is to assure that existing and new programs are adequately funded to assure the viability of the organization over the long term the committee is responsible for:

- A. Fund-raising programs
- B. Grants management
- C. Management of fund-raising special events
- D. Input to the Board of Directors in drafting long-range organizational plans.

**Professional Education Committee:** The Professional Education Committee shall attempt to increase awareness of members of the Medical and other professional communities about SYNGAP. It will also work with the Medical Advisory Board toward establishing Clinics with expertise in SYNGAP and maintaining relationships between each clinic and Bridge the Gap – SYNGAP Education and Research Foundation.

**Public Awareness Committee:** The Public Awareness Committee is responsible for programs designed to make the general public and specifically targeted audiences aware of SYNGAP and of Bridge the Gap – SYNGAP Education and Research Foundation resources for dissemination of information, general and scientific about SYNGAP.

**Medical Advisory Committee:** The Medical Advisory Committee shall recommend to the Board of Directors appointments to the Medical Advisory Board, shall act as liaison with the Medical Advisory Board and shall perform such other functions relating to medical concerns that may be assigned to the Committee by the Chairperson of the Board.

**Legislative Committee:** The Legislative Committee shall keep the board of the Corporation informed about legislation relating to SYNGAP neurological disorder and health care and related issues which may be of interest to our constituency. The committee will actively monitor coalition memberships and oversight on up to date changes in legislative policy.

**Finance/Compensation Committee:** The Compensation Committee will set needed positions, salaries, and guidelines that the employee will follow. The role of the finance committee is to provide financial oversight for the organization. Task areas include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies is responsible for the following:

- Develop an annual operating budget with staff.
- Approve the budget within the finance committee.
- Monitor adherence to the budget.
- Set long-range financial goals along with funding strategies to achieve them.
- Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
- Present all financial goals and proposals to the board of directors for approval.
- File appropriate federal and state paperwork (ie: 990's)
- Maintain compliance within US state fundraising registrations
- Attain and keep current applicable insurance and liabilities coverage for the foundation



**Family Advisory Committee:** The Family Advisory Committee is responsible for providing feedback on Bridge the Gap – SYNGAP ERF initiatives as non-voting members. A Director-at-Large will co-chair the committee, which will be comprised of no more than ten SYNGAP family members and should be a diverse representation of the families world-wide. The committee should meet on a regular basis, at least quarterly.

### ARTICLE X – ADOPTION OF BYLAWS

These bylaws were approved and adopted at a meeting of the Board of Directors on

President: Monica Weldon Signature Monica Weldon Date 09/24/2018

Secretary: Katelyn Kennedy Signature Katelyn Kennedy Date 9-25-18

Treasurer: Nicole Merriam Signature Nicole Merriam Date 9/21/18

Chair/Director at Large \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

Director at Large: Candace Lerman Signature Candace Lerman Date 9/24/18