

EIN# 20-2838602

**BYLAWS OF
CADASIL TOGETHER WE HAVE HOPE
NON-PROFIT ORGANIZATION**

These Bylaws govern the affairs of the CADASIL Together We Have Hope, a nonprofit organization. On May 10, 2005 the Articles of Incorporation were approved by the office of the Secretary of State of Texas as stated on the certificate of Incorporation, filing number # 800492101.

ARTICLE I

CADASIL Together We Have Hope ensures that the increased knowledge and awareness for this disease will be always be updated as we receive it. We are totally dedicated in communicating through all forms of written, oral and non-verbal media to patients, families, healthcare professional and those in the scientific communities worldwide. This organization acts as an information clearinghouse, offering guidance on sources of information and knowledgeable assistance as well as creating and networking with families who can share their experiences and offer much needed support to other CADASIL families. We will help others get diagnosed and continue to push for cost effective methods to aide with diagnosis. This organization will share a list of doctors who are knowledgeable of CADASIL and bring other CADASIL families closer together with each other. We will keep all involved communities up-to-date with the current research around the world, any treatments and eventual cure.

CADASIL Together We Have Hope is organized exclusively for charitable, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This organization will solely be supported by donations from the public.

ARTICLE II – Location

Section 1: The registered office is located at 3605 Monument Drive, Round Rock, Texas 78681 unless otherwise established by the Board of Directors.

Section 2: The registered office will maintain and archive all associated documentation.

ARTICLE III – Members

The CADASIL Together We Have Hope Non-Profit Organization will not have members.

ARTICLE IV – 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 any of the Directors.

Section 3: Decision Without Meeting. A decision without a meeting may be made by electronic approval via e-mail or by conference call.

Section 4: Minutes will be taken at each Board meeting.

ARTICLE V – Board of Directors

Section 1: The Board is responsible for overall policy and direction of this non-profit organization for day-to-day operations.

Section 2: The Board shall have up to seven and not fewer than three Board Directors.

Section 3: The Board receives no salaries or compensation other than reasonable expenses. (This is a non-profit organization and all persons involved will not be receiving any personal income.) If this non-profit organization becomes insolvent, or the Board Directors vote to dissolve the organization, any remaining monies will be donated to exclusively to a similar non-profit organization as stated in the Internal Revenue Code. (See Article 9 of Articles of Incorporation.)

Section 4: Meeting. The Board shall meet at least once a year, at an agreed upon time and place. This will be decided by e-mail communication or conference call.

Section 5: Board Elections. Election of new Directors or election of current Directors to an additional 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.

Section 6: Board Directors are required to be Texas residents and United States citizens to be eligible to be elected.

Section 7: Terms. All Board Directors shall serve three-year terms, but are eligible for re-election.

Section 8: Quorum. A quorum must be attended by at least 60% percent of the Board Directors before business can be transacted or motions made or passed.

Section 9: Vacancies. When a vacancy on the Board exists, nominations for new Board Directors may be received from past and present Board Directors, two weeks in advance of a Board meeting. These nominations shall be sent out via e-mail to Board Directors 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 Director's term.

Section 10: Resignation. Resignation from the Board must be in writing and received by all Board Directors.

ARTICLE VI – Conflict of Interest

Section 1: No Board Director shall be offered or accept money or anything of value for or in consideration of becoming a Director of the Board.

Section 2: No Board Director will use any of the CADASIL Together We Have Hope information for personal gain or benefit.

Section 3: No Board Director will accept any gifts, favor or service that might reasonably tend to influence the decision of such Board Director.

Section 4: If there has been a possible conflict of interest, that interested Director must disclose all material facts at the Conflict of Interest Meeting.

Section 5: If, after the meeting and after making further investigation as warranted by the circumstances, the Board has determined that the Board Director has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

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ARTICLE VII – Transactions

Section 1: All funds of CADASIL Together We have Hope will be deposited to the credit of the Non-Profit Organization in a bank that the Board of Directors selects.

Section 2: The fiscal year of this Non-Profit Organization shall begin on the first day of the new year and end on the last day of the year. (January 01 – December 31)

Section 3: Quarterly budget reports will be e-mailed to each Board Director for review. Yearly budget reports will be e-mailed for review prior to applicable Board meetings.

ARTICLE VIII – Decision Making

Section 1: The Board Directors will utilize fact-based decision-making on all major decisions. All decisions will be made keeping the following in mind:

- **Our Mission:** We are devoted in promoting awareness/education, support, and research for this rare genetic disease for CADASIL patients, families, friends, and healthcare providers. We are also dedicated to creating a communication network among families and identifying sources of medical care and social services.
- **Our Vision:** It is our vision that an environment where affordable diagnosis and up-to-date care is readily available with cost effective treatment for everyone.
- **Our Values:** Families, Advocacy, Medical Technology, Innovations, Loyalty, Integrity, Ethical Practices, and Service to Society, which spells out FAMILIES.

ARTICLE IX - Amendments

Section 1: These Bylaws may be amended when necessary by a 60% majority vote of the Board of Directors. Proposed amendments must be submitted to the Board to be sent out with regular Board announcements.

These Bylaws were revised, approved, and adopted at the CADASIL Together We Have Hope Board meeting on June 17, 2013.

_____ Billie Duncan-Smith

_____ Deborah Ewald

_____ Kalletta Pemberton

_____+ Rose Stuckey Kirk