

PRADER - WILLI CALIFORNIA FOUNDATION

RESTATED BYLAWS AND REGULATIONS

Approved by the General Membership November 4, 2006

Section 1

Name and Object

A. Name. – The name of the corporation shall be

PRADER-WILLI CALIFORNIA FOUNDATION

B. Objects. – The objects of the corporation shall be those set forth in its Articles of Incorporation.

Section 2

Administration

The affairs of this corporation shall be administered by a Board of Directors consisting of eleven-(11) members, who shall be elected by the regular members of this corporation, with such qualifications as shall be determined from time to time by the regular members, and the majority of said board shall be a regular member of this corporation. The Board of Directors may delegate responsibility for the day-to-day operations of the corporation to an administrative or executive director.

There may also be such additional committees as shall be determined from time to time, consisting of those persons who may be selected therefore and invited to become members thereof by the Board of Directors.

Section 3

Officers

Its officers shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such additional officers who shall be appointed or elected by the Board of Directors.

Section 4

President

The President shall preside over all meetings of the Board of Directors and shall also have such other powers and perform such other duties as may be required of the President from time to time by the Board of Directors. The President may also appoint such committee or committees as may be authorized by the Board of Directors, from time to time, and define the duties of such committees. The President shall be a member of the Board of Directors and shall be elected by the Board of Directors.

Section 5

Vice-Presidents

The Vice-Presidents shall, in the order of their seniority, in the absence of the President, perform all of the duties and have all the powers of the President. They shall also have such other powers and perform such other duties as shall be assigned to them by the Board of Directors. Each Vice-President shall be elected from and be a member of the Board of Directors.

Section 6
Secretary and Assistant Secretaries

A. Secretary – The Secretary shall keep a record of the proceedings of the Board of Directors and shall record the proceedings of any meeting of the general membership. The Secretary shall keep the corporate seal. The Secretary shall serve all notices required by law or the Bylaws of the corporation. In case of the Secretary's absence, refusal or inability to act, the Secretary's duties may be performed by any person whom the Board of Directors may direct. The Secretary need not be a member of the Board of Directors.

B. Assistant Secretaries – There may be one or more Assistant Secretaries appointed by the Board of Directors. The Assistant Secretary(ies) shall, in the order of their seniority, in the absence of the Secretary, perform all of the duties and exercise all the powers of the Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors. Any Assistant Secretary need not be a member of the Board of Directors.

Section 7
Treasurer

Treasurer – The Treasurer shall be elected by the Board of Directors and may hold other offices in the corporation. The duties of the Treasurer shall be such as are implied by the name. The Treasurer shall furnish, prepare and keep a full set of books of account, showing every detail of the business and the corporation's accounts, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the corporation or owing to it, and such other information as may be, in the judgment of said officer, pertinent, or such as may be required by the Board of Directors. The Treasurer need not be a member of the Board of Directors.

Section 8
Board of Directors

A. General Powers of Directors – The Board of Directors shall be responsible for the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these Bylaws, may exercise all of the powers of the corporation.

B. Specific Powers of Directors – Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers, to wit:

1. To fill vacancies on the board caused by death, disability or resignation.
2. To make and change regulations not inconsistent with these Bylaws, for the management of the corporations business and affairs.
3. To appoint and remove, at pleasure, all officers, agents and employees of the corporation, prescribe their duties; fix their compensation and require from them security for faithful service, if they so deem necessary, and in their discretion, from time to time, to dissolve the powers and duties of any officer upon any other person for the time being.
4. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary, and determine their duties and fix, and from time to time change, their salaries or remuneration.
5. To pay for any real property purchased by the corporation in the State of California, either wholly or partly in money, bonds, debentures or other securities of the corporation.
6. To borrow money and to make and issue notes, bonds, and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements and to do every act and thing necessary to effectuate the same.

7. To designate from time to time, the time and place of its meetings or to authorize the President to do so. To appoint such committee or committees on any subject within the powers of the corporation's Articles of Incorporation and to define the powers and duties of such committee.

8. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

9. To raise funds and to expend funds for the furtherance of the goals of the corporation, and for the benefit of individuals with Prader-Willi Syndrome in the State of California, at the sole discretion of the Board of Directors.

C. Compensation of Directors. – Directors shall not receive any stated salary for their service as directors, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

D. Qualifications of Directors. – Directors shall be either regular or associate members in good standing, elected by the membership of this corporation in accordance with section E, "Election of Directors." The majority of the members of the Board of Directors shall be regular members. Regular members will represent the viewpoint of parents, families, relatives, or guardians of persons with Prader-Willi Syndrome. Associate members will represent the professional viewpoint and provide representation and expertise in their specific professional discipline as it applies to treatment and management of the syndrome, or to the operations of the Foundation. All Directors will have as their primary concern in serving the Foundation the welfare and well being of all persons with Prader-Willi Syndrome in the State of California.

E. Election of Directors. – Directors shall be elected for a three (3) year term, by the members of the Foundation eligible to vote. Terms shall be staggered among all Directors so to allow for the election of three (3) candidates annually or such number as is necessary to ensure the Board of Directors consists of eleven (11) members. Directors may serve a maximum of three (3) elected terms or nine (9) consecutive years and may be eligible for re-election or appointment after a one (1) year hiatus from the Board. Candidates for election may be nominated by a committee of the Board of Directors, or nominated by a member in good standing. Nominations shall be structured so that a majority of the Board of Director positions shall be reserved for regular members. Members shall cast the number of votes to which they are entitled, as defined in Section 10, "Membership." The Board of Directors shall adopt policies and procedures to govern the election process that shall be fair and that allow all eligible PWCF members an equal opportunity to vote. The regular member nominees receiving the most votes for the regular member positions on the Board of Directors shall be declared elected for a term of three (3) years beginning the next fiscal year. Similarly, the associate member nominees receiving the most votes for the associate member positions on the board shall be declared elected for a term of three (3) years beginning the next fiscal year.

F. Conflict of Interest. – No Director, or immediate family member, relative-or associate shall profit in any way from the Director's position on the Board of Directors. Each Director shall fully comply with the PWCF Conflict of Interest Avoidance Policy (copy attached hereto). Each Director shall certify compliance with this policy at any Board of Directors meeting that considers any matter that may be perceived as a potential conflict of interest.

Section 9 Committees

A. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, or the President upon authority conferred upon the President by the Board of Directors, designate and appoint such Committee or Committees on any subject within the powers of the corporation; such committee or committees to have such power, to exercise such duties or to perform such services as may be prescribed, from time to time, by the Board of Directors and/or by the President, upon authority conferred upon the President by the Board of Directors. Such committee or committees shall have such name or names as may be stated in these Bylaws, or as may be determined from time to time, by resolution adopted by the Board of Directors.

B. Each committee shall keep regular minutes of their proceedings and report the same to the board when required.

Section 10 **Memberships**

A. Membership Classes. – Memberships in this corporation shall consist of regular members, associate members, and such other members as may from time to time be provided by the Board of Directors when made a part of these Bylaws.

B. Regular Members. – Regular memberships shall consist of those persons who are parents, relatives, or legal guardians of persons with Prader-Willi syndrome.

There are three (3) types of regular memberships: (I) Individual memberships; (II) Family memberships; and (III) Extended Family memberships. Each Individual membership shall entitle the holder thereof to one (1) vote on such matters that come before the general membership for a vote, provided that the Individual Member is a member in good standing as defined in subsection D, "Members in Good Standing." Each Family membership shall entitle the holder to two (2) votes on such matters that come before the general membership for a vote, provided that the Family Member is a member in good standing. Each Extended Family membership shall entitle the holder thereof to one (1) vote on such matters that come before the general membership for a vote, provided that the Extended Family is a member in good standing.

C. Associate Members. – Associate memberships shall consist of those individuals having a professional interest in the treatment, management and care of persons with Prader-Willi Syndrome, such as medical doctors, psychologists, social services professionals, and care-providers, as well as those legal and financial professionals who may provide services in support of this corporation. Additionally, associate memberships shall include those public or private sector organizations, associations, or business entities involved in providing services to persons with Prader-Willi Syndrome, or which are otherwise affiliated with this corporation or its activities. Each associate membership shall entitle the holder to one (1) vote at all meetings of the members of this corporation, provided that the individual or legal entity is a member in good standing.

D. Members in Good Standing. – Members in good standing are those regular or associate members whose membership dues are paid or waived through the current fiscal year, and have not had their membership terminated under the provisions of Section 13, "Termination of Membership."

E. Honorary, Sustaining or Other Members. – The Board of Directors shall have power to admit by invitation as honorary, sustaining or other member of this corporation and for such period as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this corporation any single benefit of service which it may wish to recognize in this manner and to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.

Section 11 **Membership Fees**

The Board of Directors may from time to time determine whether or not there shall be any membership fees or dues by any class or classes of membership of this corporation, and to fix and determine the amount thereof.

Section 12
Annual Meeting of Members

A. There shall be an annual meeting of the members of this corporation, to be held in the State of California, each year on a date and at a time and place to be determined by the Board of Directors.

Notification of the date, time and place of the annual meeting shall be given to all members in good standing not later than sixty (60) days prior to the date set for the next annual meeting of said members.

At each annual meeting of members of this corporation, there shall be an election to fill any vacancies on the Board of Directors of this corporation for the ensuing year. Each member in good standing who has not previously cast a vote prior to the commencement of the annual meeting, shall be entitled to cast their vote to elect PWCF members to the Board of Directors. Such other business may be transacted at the annual meeting as may be found, from time to time, necessary, desirable or useful.

B. Special meetings of the members of this corporation may be called by the President or any two (2) Directors, from time to time, and shall be held at such place as the Board of Directors may, from time to time, determine or may be called by any Director of this corporation for the purpose of electing members of the Board of Directors, in the event, for any reason, vacancies shall occur in the Board.

Notice of the calls for any special meeting of the members of this corporation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each member not less than five (5) days prior to the date of the holding of such meeting.

Section 13
Termination of Membership

A. Any member, regular or otherwise, may terminate his or her membership at any time upon delivery to the Secretary of this corporation, the effective date of such resignation.

B. The corporation, at its option, may terminate any membership of whatever class, for any infraction of the Bylaws, rules and/or regulation of this corporation, or for other good and valid reason, as the Board of Directors of this corporation shall determine.

Section 14
Liability of Members

No member of this corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this corporation.

Section 15
Donations

This corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors.

Section 16
Miscellaneous Provisions

A. Corporate Seal. – The corporate seal of the corporation shall be in such form as the Board of

Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

B. Principal office. – The Principal office shall be established and maintained in the State of California, at a location to be determined by the Board of Directors.

C. Other Offices. – Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation require.

D. Checks, Drafts, Notes. – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by an officer or the Executive Director. Two (2) signatures shall be required for checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation for amounts determined by a majority vote of the Board of Directors.

E. Notice and Waiver of Notice. – Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meeting except as otherwise provided by statute.

F. Assent to Meeting. – Any action of the majority of the Board of Directors of this corporation, although not at a regularly called meeting and the record thereof is assented to in writing by all of the other members of the board, including via email, shall always be as valid and effective in all respects as if passed by the board at a regular meeting.

Section 17 **Fiscal Year**

Fiscal Year. – The fiscal year of this corporation shall be as set forth in the minutes of the first meeting of Directors and as thereafter shall coincide with the calendar year.

Section 18 **Amendments and Restatements**

Amendments of Bylaws. – Amendments or Restatement of these Bylaws shall be made by the majority of affirmative votes cast by members in good standing. The proposed amendments or restatement shall be presented to all members in good standing not later than sixty (60) days prior to the date set for members to vote on the ratification of the proposed Bylaw changes.

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CERTIFICATION

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Prader-Willi California Foundation, a California corporation; and
2. That the foregoing Bylaws constitute the amended Bylaws of said corporation, duly adopted at a general meeting of the members thereof, held on the 4th day of November, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 30th day of November, 2006.

Michelle Donaldson, Secretary of Prader-Willi California
Foundation