



National Tay-Sachs & Allied
Diseases Association, Inc.

**AMENDED AND RESTATED BY-LAWS
NATIONAL TAY-SACHS & ALLIED DISEASES ASSOCIATION, INC.**

(A New York Corporation)

ARTICLE I

MEMBERS

Section 1. Membership. The Corporation shall not have members.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors of the Corporation (the “Board”) shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation and shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time. The Board may make such rules, regulations and guidelines for the promotion and advancement of the Corporation and its purposes as the Board may deem advisable.

The Board, in addition to the powers and authority expressly conferred upon it by these By-Laws, by the Corporation's Certificate of Incorporation, by statute and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as expressly provided otherwise by the statutes of the State of New York, by the Corporation's Certificate of Incorporation and by these By-Laws.

Section 2. Number. The use of the term "entire Board" herein refers to the total number of directors entitled to vote that the Corporation would have if there were no vacancies. The number of directors constituting the entire board shall be not less than three (3) and not more than twenty-five (25). The number of directors within such range may be set from time to time by resolution of the Board; provided, however, that the Board shall not have the power to reduce the Board to fewer than three (3) persons; nor shall it have the power to decrease the number of directors so as to shorten the term of an incumbent director. If the Board has not set the number of directors by resolution, then the entire Board shall consist of the number of directors within such range that were elected as of the most recently held election of directors. The President shall continue to serve as a Director for a one (1) term after his or her term(s) as President has ended, holding the title of Immediate Past President. The Immediate Past President may also be elected to subsequent term(s) as a Director.

Section 3. Election and Term. The directors shall serve terms of two (2) years each. Directors may serve consecutive terms without limit. Directors shall be elected by the affirmative vote of a majority of the directors then in office, and each shall continue in office until his or her successor shall have been duly elected and qualified. There shall be staggered terms of office for directors so that one-half (1/2) of the directorships shall be up for election each year (or if the number does not evenly divide by halves, the board shall be divided as close to halves as possible). The system for staggered terms of office shall be implemented as follows: at the organization meeting of the Board at which these By-Laws are adopted and the initial Board is elected, half of the directors shall be elected for an initial term of one (1) year, and the other half shall be elected for an initial term of two (2) years.

Section 4. Vacancies. Any vacancy in the Board arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled at any meeting of the Board by the affirmative vote of a majority of the directors then in office. Each director so elected shall hold office until the next annual meeting of the Board and until the election and qualification of his or her successor.

Section 5. Resignation and Removal. Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with cause, by vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

Section 6. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall designate. A regular meeting for the election of officers and directors shall be held annually.

Section 7. Annual Report of Directors. The President and Treasurer shall present, at the annual meeting of the Board, a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the information required by Section 519 of the New York Not-for-Profit Corporation Law. The annual report shall be filed with the minutes of the annual meeting.

Section 8. Special Meetings. Special meetings of the Board may be held upon the call of the President or other officer of the Corporation, or by any director upon written demand of not less than one-fifth (1/5) of the entire Board.

Section 9. Notice of Meetings. Notice of the time and place of any annual, regular or special meeting of the Board shall be given by the Secretary by first-class mail, facsimile, electronic mail or by hand delivery to each director at least twenty-four (24) hours before such meeting. Notice of any meeting shall not be required to be given to any director who attends such meeting without protesting prior thereto the lack of notice to him or her, or who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be signed by the director by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the director.

Section 10. Quorum; Adjournments of Meetings. At all meetings of the Board, a majority of the entire Board, present in person (as defined in Section 14 below), shall constitute a quorum. Except as provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the vote of a majority of the directors present at the time of the vote, provided a quorum is present at such time, shall be the act of the Board. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Organization. The President shall preside at all meetings of the Board or, in the absence of the President, the then Vice President of the Corporation or a temporary chairperson as chosen by the directors present at the meeting. The Secretary or Assistant Secretary of the Corporation shall act as Secretary at all meetings of the Board. In the absence of the Secretary or Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 12. Voting. At any meeting of the Board, each director present in person shall be entitled to one (1) vote.

Section 13. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board or by any committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee as applicable.

Section 14. Conference Calls and Video Participation. Any one (1) or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment or by electronic video screen communication provided that all persons participating in the meeting can

hear each other at the same time and each director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee. Participation by such means shall constitute presence in person at a meeting.

Section 15. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflict of Interest Policy, provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Director may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Director.

ARTICLE III

OFFICERS AND AGENTS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, if any, as the Board may from time to time appoint or elect. One (1) person may hold more than one (1) office in the Corporation, except that one (1) person may not hold both the offices of President and Secretary. All officers shall also be Directors of the Corporation.

Section 2. Election, Term of Office and Removal. The officers of the Corporation shall be elected annually by the Board for a two (2) year term. Each shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier

death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by the Board.

Section 3. Employees, Other Agents, Etc. The Board may from time to time appoint such other employees and agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

Section 4. Vacancies. Any vacancy in any office may be filled by the Board. Any officer so elected shall hold office until the next annual meeting of the Board and until the election and qualification of his or her successor.

Section 5. President; Powers and Duties. The President shall be a director of the Corporation, shall have responsibility for the overall supervision and direction of the Board, and shall do and perform such other duties as may be assigned from time to time by the Board. The President shall preside at each meeting of the Board. Each President shall serve a two (2) year term, after which he or she may be reelected to a second two (2) year term. Upon conclusion of the final term of President, he or she shall be elected to serve as a Director for at least one (1) two (2) year term in the role of Immediate Past President.

Section 6. Vice President; Powers and Duties. The Vice President shall be a director of the Corporation, shall have responsibility for assisting the President in the supervision of the Board, and shall do and perform such other duties as may be assigned from time to time by the Board. The Vice President shall take on the responsibilities of the President if the President is unavailable.

Section 7. Secretary; Powers and Duties. The Secretary shall be a director of the Corporation, shall act as secretary of all meetings of the Board, and shall keep the minutes of all such meetings in the Corporation's minute book. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall perform all duties incident to the office of the Secretary, subject, however, to the control of the Board. The Secretary shall perform such other duties as shall from time to time be assigned to him or her by the Board.

Section 8. Treasurer; Powers and Duties. The Treasurer shall be a director of the Corporation, shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. He or she shall disburse or cause to be disbursed the funds of the Corporation as directed by the Board. Whenever required by the Board, the Treasurer shall render or cause to be rendered a statement of the accounts of the Corporation. He or she shall at all reasonable times exhibit or cause to be exhibited the books and accounts of the Corporation to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject, however, to the control of the Board, and such other duties as shall from time to time be assigned to the Treasurer by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his or her duties as the Board may require. The expense of any such bond or security shall be paid by the Corporation.

ARTICLE IV

COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, designate from among its members such committees as it may deem appropriate from time to time. Each such committee of the Board shall have thereon at least three (3) members of the Board and, to the extent provided in a resolution, shall have the authority of the Board, except as limited by the Board or by law. No committee shall have the power to (a) alter, amend or add to these By-Laws, (b) make removals from office, (c) fill vacancies in the Board or in any committee of the Board, or (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. Members of such committees, all of whom shall be Directors, shall be appointed by the vote of a majority of the entire Board. Each committee of the Board shall serve at the pleasure of the Board.

Section 1 (a) Executive Committee. There shall be an Executive Committee of the Board, which shall consist of at least three (3) directors, one of whom shall be the President of the Board, who also shall serve as chairperson of the Executive Committee. The other members of the Executive Committee shall be appointed by the President, subject to the approval of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters: (i) the filling of vacancies on the Board or any committee; (ii) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and (iv) the election or removal of an Executive Director or any employees of the Corporation.

Section 1 (b) Audit Committee. The Audit Committee of the Board, if there be one, shall consist of at least three (3) independent¹ directors. The members of the Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board. The Audit Committee shall carry out all of the oversight functions required to be carried out by independent directors.

Section 2. Meetings, Notices and Records. Each committee of the Board may provide for the holding of regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its chairman or, if there be no chairman, by or at the direction of any of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be given by first-class mail, facsimile, electronic mail or hand delivery to each member of such committee, at least twenty-four (24) hours before the meeting. Notice of any meeting of a committee need not be given to any member thereof who shall attend the meeting in person without objection or who shall waive notice thereof.

Section 3. Quorum and Manner of Acting. At each meeting of any committee of the Board, a majority of the entire Committee, present in person (as defined in Article II, Section 14) but not less than two (2) of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee;

¹ An independent director would be a volunteer member of the Board who does not receive any compensation from the Corporation or have a business relationship with the Corporation and is not a relative of a staff member or someone who has a business relationship with the Corporation.

in the absence of a quorum, a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present. Any resolution authorizing action consented to by all the members of such committee shall be as effective as if made by such committee at a meeting. Such consent may be written or electronic and shall be executed or transmitted as provided in Section 13 of Article II of these By-Laws.

Section 4. Removal. Any member of any committee of the Board may be removed, with or without cause, at any time by the Board.

Section 5. Committees of the Corporation. The Board, from time to time, may establish Committees of the Corporation to assist the Board in carrying out its duties. Committees of the Corporation shall be advisory in nature and shall not have the authority to bind the Board or the Corporation. The members of Committees of the Corporation, who need not be directors, shall be appointed by the Board or if so designated by the Board – by an officer of the Corporation or the Executive Director of the Corporation. Appointed members of Committees of the Corporation may be removed with or without cause by the Board. Each Committee of the Corporation shall serve at the pleasure of the Board.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

Section 1. Checks, Notes, Contracts, Etc. The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

ARTICLE VI

REAL PROPERTY TRANSACTIONS

Any purchase of real property by the Corporation must be authorized by a vote of a majority of the Board or of a majority of a committee authorized by the Board, provided that if such property would, upon purchase thereof, constitute all or substantially all of the assets of the Corporation, then the vote of two-thirds (2/3) of the entire Board shall be required or, if there are twenty-one (21) or more directors, the vote of a majority of the entire Board shall be sufficient. The Corporation shall not sell, mortgage, lease, exchange or otherwise dispose of its real property unless authorized by a vote of a majority of the Board or of a majority of a committee authorized by the Board, provided that if such property constitutes all or substantially all of the assets of the Corporation, then the vote of two-thirds (2/3) of the entire Board shall be required, or if there are twenty-one (21) or more directors, the vote of a majority of the entire Board shall be sufficient. If the Corporation authorizes a committee to act with respect to a real property transaction, the committee shall promptly report any actions taken to the Board, and in no event after the next regularly scheduled meeting of the Board.

ARTICLE VII

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board and the Executive Committee.

ARTICLE VIII

CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it is a Not-For-Profit organization which was incorporated in the State of New York in 1957.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE X

INDEMNIFICATION

The Corporation may, to the fullest extent authorized by law, indemnify any present or former officers or directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the

Corporation, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding may, to the fullest extent authorized by law, be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount as, and to the extent, the person receiving the advancement is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation exceed the indemnification to which he or she is entitled.

The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person, his or her testator or intestate may be entitled apart from this provision provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Nothing contained in this provision shall affect any rights to indemnification to which corporate personnel other than the directors and officers may be entitled by contract or otherwise under the law.

ARTICLE XI

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, gender, age, culture, national origin, marital status, sexual preference, or mental or physical disability, or any other category protected by applicable law.

ARTICLE XII

AMENDMENTS

The By-Laws of the Corporation may be adopted, amended or repealed, in whole or part, at any meeting of the Board except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or any specified item of business must be authorized by the affirmative vote of at least two-thirds (2/3) of the entire Board.