

FANCONI CANCER FOUNDATION

BYLAWS

Except with respect to the corporation's Articles of Incorporation, the provisions in these "Bylaws" take precedence over provisions in any other document for managing and regulating the affairs of the Fanconi Cancer Foundation. If a provision in these Bylaws is inconsistent with a provision in the Articles of Incorporation, the provision in the Articles of Incorporation shall supersede the provision in these Bylaws. The Oregon Nonprofit Corporation Act ("ORS Chapter 65") should be consulted on any matter not addressed in these Bylaws.

ARTICLE 1. PURPOSE

1.1. Purpose. The Fanconi Cancer Foundation may engage in any activity allowed for an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. Within these limits, the primary purposes of the Corporation include providing financial support for Fanconi anemia research and support services to Fanconi anemia patients and their families.

ARTICLE 2. MEMBERS

2.1. No Voting Members. The Fanconi Cancer Foundation will not have voting members who have the authority to vote in the election of the Board of Directors or have any of the rights afforded to voting members pursuant to ORS 65.144.

ARTICLE 3. BOARD OF DIRECTORS

3.1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Fanconi Cancer Foundation's affairs, including, but not limited to, the following: (a) establish policies, (b) oversee programs and activities, (c) authorize expenditures and oversee financial affairs, (d) ensure the proper management and use of assets and property, (e) prepare and submit all required state and federal reports, and (f) ensure the Fanconi Cancer Foundation operates in compliance with relevant state and federal laws. The Board of Directors shall retain ultimate authority and responsibility over any matter delegated to staff, volunteers, or other agents.

3.2. Records of Directors. The Secretary shall ensure that the Fanconi Cancer Foundation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address,

or electronic address at which the Director elects to receive notices and other messages from the Fanconi Cancer Foundation.

3.3. Qualifications of Directors. Nominees for positions on the Board of Directors must have expertise in areas relevant to the needs of the Fanconi Cancer Foundation. Additionally, the Fanconi Cancer Foundation is committed to equal opportunity for all persons regardless of age, color, disability, ethnicity, marital status, national origin, race, religion, sex, sexual orientation, or any other protected status by law.

3.4. Number of Directors. The Board of Directors must consist of no fewer than five (5) and no more than thirteen (13) Directors.

3.5. Terms of Directors. Directors will serve three (3) year terms which shall begin on the first of the month immediately following their approval by the Board of Directors. At the end of this term the Director can request consideration of a second, consecutive, three (3) year term. The Board President will consider this request, and bring a recommendation to the full Board for a vote. Former Board Directors can rejoin the Board after a break of three or more years.

3.6. Election of Directors.

(A) Nominations. Nominations for new Board Directors are made by the Nominating Committee. Any individual may propose nominees to the Nominating Committee for consideration. (B) Election Process. Each Director will have one vote for each open position on the Board of Directors at the time of the election.

3.7. Removal of Directors.

(A) Directors may be removed with or without cause by a vote of more than 50% of the entire Board of Directors, not including the Director to be removed, at a meeting held for that purpose. (B) Whenever the removal of a Director will be considered at a meeting of the Board of Directors, the meeting notice must state that the purpose, or one of the purposes, of the meeting is to remove the Director. Removal of a Director by the Board of Directors may be considered at a regular or special meeting so long as proper notice is given to all Directors.

3.8. Resignation of Directors. A Director may resign at any time. The resignation must be in writing and delivered to either the Executive Director, the President, or the Secretary of the Fanconi Cancer Foundation. Once delivered, a notice of resignation is irrevocable.

3.9. Filling Vacancies. The Board of Directors may elect new Directors to fill any vacancies on the Board of Directors by a majority vote.

3.10. General Standards for Directors.

(A) Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Fanconi Cancer Foundation. (B) In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers or employees of the Fanconi Cancer Foundation whom the Director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (3) A committee of the Board of Directors of which the Director is not a member, as to matters within the committee's jurisdiction, if the Director reasonably believes the committee merits confidence.

3.11. Meetings. The Board of Directors must meet at least five (5) times per year and shall strive to do this by meeting at least once each quarter of the year.

3.12. Quorum. A quorum of a Board of Directors consists of a majority of the number of Directors in office immediately before the meeting begins.

3.13. Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. If a quorum is present at a properly called meeting when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting. Each director has one vote and may not vote by proxy. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

3.14. Meetings by Video Conference. Meetings may be held by video conferencing so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

3.15. Decisions by Email. Voting by email may be authorized by the Board of Directors.

(A) Any action which may be taken at a meeting of the Board of Directors may be taken by email if: (1) the Fanconi Cancer Foundation has a record of all Directors email addresses; and (2) the Fanconi Cancer Foundation maintains a copy of the announcement and record of the Director's votes in the corporate minutes. (B) The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) a description of the action to be taken; (2) a deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) a statement that a Director may change their vote any time prior to the deadline; and (4) an effective date if the action is intended to be effective at a date which is later than the deadline date.

(C) The affirmative vote of a majority of all Directors is an act of the Board of Directors if the action is taken pursuant to this section.

3.16. Executive Session Meetings. The Board may go into an Executive Session during a meeting at any time or be held outside of regular Board of Director Meetings. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered. Only the Board of Directors and any guests the Board explicitly invites may attend an Executive Session. A Director may only be excluded from a portion of an Executive Session in which matters will be considered that present a conflict of interest for that Director. The Fanconi Cancer Foundation shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

3.17. Notice of Meetings.

(A) Each Director of the Board must be given notice for every meeting of the Board of Directors stating the date, time, and location of the meeting, and the purpose of the meeting. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered in person or by telephone, and not less than seven (7) days in advance if delivered by e-mail to an address provided by the individual Director.

(B) After the initial notice is given setting forth a schedule for a series of regular meetings, which will occur at a fixed time and place, no further notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors on the Board of Directors. The Board of Directors may change the dates of regularly scheduled meetings, with proper notice given to all Directors.

3.18. Spokesperson. The President shall be the official spokesperson for the Fanconi Cancer Foundation and will represent the Fanconi Cancer Foundation and its positions whenever appropriate. However, Board of Directors other than the President may officially represent the positions of the Fanconi Cancer Foundation or speak on behalf of the Fanconi Cancer Foundation without specific approval by the Board of Directors.

ARTICLE 4. OFFICERS AND STAFF

4.1. Officers. The Officers of the Fanconi Cancer Foundation Board of Directors must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Vice President, Secretary, and Treasurer. The same person may not hold any two of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two (2) or more offices. Officers must serve simultaneously as Directors on the Board of Directors.

4.2. Election and Term of Office. The Officers of the Corporation will be elected by the Board of Directors as vacancies in the roles occur. Officers will serve two (2) year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected. There is no limit to the number of terms an Officer may serve so long as they remain on the Board of Directors.

4.3. Removal. Officers may be removed by the Board of Directors with or without cause by a majority vote. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director on the Board of Directors unless the Board also removes the individual as a Director.

4.4. Vacancies. If any office of the Fanconi Cancer Foundation becomes vacant for any reason, the Board of Directors may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

4.5. President. The President is the principal Officer of the Fanconi Cancer Foundation and will, in general, supervise or oversee the supervision of all of the affairs of the Fanconi Cancer Foundation. The President generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

4.6. Vice-President. The Vice President will perform the duties of the President in the absence of the President or in the event of the President's inability to act. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors.

4.7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the Board of Directors (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each Director on the Board of Directors as provided by each individual Director; (e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and (f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time

may be assigned by the Board of Directors. The Secretary may delegate some or all of these tasks to FCF staff but remains responsible for their proper completion.

4.8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) be responsible for the proper management and control of all funds of the Fanconi Cancer Foundation; (b) prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of the Fanconi Cancer Foundation; (c) present reports on the financial affairs of the Fanconi Cancer Foundation at least once each quarter at a meeting of the Board of Directors; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the Fanconi Cancer Foundation. The Treasurer may delegate some or all of these tasks to staff but remains responsible for their proper completion.

4.9 Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Fanconi Cancer Foundation. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary, terminate the employment of staff of the Fanconi Cancer Foundation. The Executive Director shall distribute notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE 5. COMMITTEES

5.1. Establishment. The Board of Directors may establish any committee by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee.

5.2. Executive Committee.

(A) The Board of Directors may establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee must consist of the President, Vice President, one (1) other Director on the Board of Directors, and the Executive Director. The Executive Committee shall not have any members who are not simultaneously Directors on the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting, and decision-making.

5.3. Scientific Advisory Board

(A) The Board of Directors may establish a Scientific Advisory Board not to exceed 12 individuals to advise the Directors and staff on matters requiring scientific, medical, or technical expertise. It will be chaired by a person of recognized merit selected by the Board of Directors. The Scientific Advisory Board does not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs.

5.4. FA Adult Council

(A) The Board of Directors may establish an FA Adult Council not to exceed 12 individuals to advise the Directors and staff on matters related to the needs and well-being of the FA population. The FA Adult Council does not have the power to make board-level decisions, authorize expenditures, adopt budgets, set policy, or establish programs.

5.5. Non-Board Level Committees. The Board may establish any other working or advisory committee it deems appropriate. These are all “Non-Board Level Committees” which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director on the Board of Directors.

5.6. Committee Members. The Board shall appoint the members of committees, or for committees other than the Executive Committee, and the Board may delegate this task to the Executive Director or other staff. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

5.7. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Fanconi Cancer Foundation ; (c) authorize the dissolution of the Fanconi Cancer Foundation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Fanconi Cancer Foundation to its Directors, Officers, or any other person or entity. The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1. Compensation of Officers and Directors. No Officer or Director of the Board of Directors will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the Fanconi Cancer Foundation may pay compensation to Officers and Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors of the Board of Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities.

6.2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Fanconi Cancer Foundation pays money, other compensation, or provides any tangible benefits to an Officer or Director of the Board of Directors or to a Director’s or Officer’s family member. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors (conflict of interest transactions cannot be approved by the President, Executive Committee, Executive

Director, or other staff). (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, and (c) abstain from voting on that matter. The minutes must record this to show that each step was accomplished by the Board. (3) the rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Fanconi Cancer Foundation and that no special benefits are being given to any person (the information relied upon by the Board of Directors, and its source, must be recorded in the minutes). (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors of the Board of Directors who do not have a conflict of interest involved in the matter. All Directors and Officers must sign a disclosure of all conflicts of interest and update the disclosure annually.

6.3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Fanconi Cancer Foundation's funds and assets and that would likely discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (A) those with the authority to spend the Corporation's money; (B) those who are the bookkeeper(s) who record and track the income and expenditures; and (C) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the Fanconi Cancer Foundation's checks or use its credit cards shall not be allowed to also serve as the Fanconi Cancer Foundation's bookkeeper(s); and that the Fanconi Cancer Foundation bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

6.4. Annual Financial Assessment. The Board of Directors must require the performance of an annual financial audit, which must involve the services of a trusted auditing firm with the appropriate skills and knowledge that does not do the bookkeeping for the Fanconi Cancer Foundation or sign checks for the Fanconi Cancer Foundation. This must involve a sufficiently thorough review of the Fanconi Cancer Foundations financial records so that it would likely discover any misuse, embezzlement, or theft of the Fanconi Cancer Foundation's funds or assets.

6.5. Fiscal Year. The Fiscal year of the Fanconi Cancer Foundation is the calendar year.

6.6. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the Fanconi Cancer Foundation shall strive to store corporate documents as both electronic and physical documents whenever practicable.

6.7. No Discrimination. In the delivery of its services to the public, the Fanconi Cancer Foundation does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability, or any other status protected by state or federal law.

6.8. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of a majority of the entire Board of Directors is necessary and sufficient to so amend. Proper written notice must be given in advance, including either a written copy or a written summary of the proposed amendments.

6.9. Contracts. The Board of Directors may authorize any Officer or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fanconi Cancer Foundation, and such authority may be, in general, confined to specific instances.

CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of the Fanconi Cancer Foundation as duly adopted by the Board of Directors on the 18th day of June, 2024.

Signed this 18th day of June, 2024.

Secretary Signature  _____
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Printed Name John Connelly