

**BYLAWS
OF
PIEDMONT DOWN SYNDROME SUPPORT NETWORK**

ARTICLE I

OFFICES

Section 1. Offices: The principal office of the Corporation shall be located at 4045 University Parkway, Winston-Salem, North Carolina 27106.

Section 2. Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE II

MEMBERS

Section 1. Membership: The membership shall consist of any and all persons who are registered as members with the Corporation and are interested in fostering the purposes of the Corporation, as stated in the Articles of Incorporation.

Section 2. Rights of Members: Each member shall have the right to one vote on each matter submitted to a vote of the members.

Section 3. Quorum: A quorum shall consist of ten percent (10%) of the members or fifteen (15) members, whichever is less.

Section 4. Proxies: Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Corporation no less than one day before the appointed time of the meeting.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings: Annual meetings of the Corporation shall be held in January of each year on any day as determined by the Board of Directors. Members shall be notified thirty (30) days prior to such meeting. The primary purpose of the annual

meeting shall be to elect the Board of Directors and the Officers in accordance with the requirements of these Bylaws. The members may also transact other business of the Corporation as may properly come before them.

Section 2. Special Meetings: Special meetings of the members of the Corporation may be called for any purpose as directed by resolution of the Board of Directors or upon a petition signed by ten percent (10%) of the members of the Corporation or fifteen (15) members, whichever is greater. Such resolution or petition shall state the purpose of the special meeting.

Section 3. Place of Meetings: The Corporation's members shall meet at such place or places as the Board of Directors may determine.

Section 4. Notice of Meetings: The Secretary of the Corporation shall give or cause to be given notice of the time, place, and purpose of each meeting not more than thirty (30) days nor less than fifteen (15) days prior to the meeting to each member of the Corporation. Such notice may be mailed via U.S. mail or mailed electronically to each member at his or her address of record.

ARTICLE IV

DIRECTORS

Section 1. General Powers: The Board of Directors shall be responsible for the conduct of the business of the Corporation and shall be empowered to employ such professional personnel, including but not limited to attorneys, accountants, medical and genetic consultants and special guest speakers as may be necessary or desirable in the conduct of the business of the Corporation. Directors shall serve without pay, but may be reimbursed for out-of-pocket expenses necessary to conduct the affairs of the Corporation. personal expenses for meals, lodging, and/or transportation shall not be reimbursed unless such expenses are incurred when acting in the capacity of a representative of the Corporation at hearings or meetings. Payment for these and other expenses shall be subject to the approval of a majority of the Board of Directors.

Section 2. Number and Qualification:

A. The number of directors of the Corporation shall not be less than ten nor more than sixteen. The number of directors determined by the Board of Directors within this range shall be deemed to be the number of directors prescribed by the Bylaws.

B. The number of directors may from time to time be increased or decreased only by action of the Board of Directors, by amendment to these Bylaws.

C. The Board of Directors shall be made up of four (4) officers and general Board members who intend to be an active and productive part of the Corporation.

One position on the Board of Directors shall be offered to a member of the Corporation who has Down syndrome. If any directors are members of the same household, then, collectively, they shall be entitled to only one vote. No less than fifty percent (50%) of the directors shall consist of family members of individuals with Down syndrome. Directors need not be residents of North Carolina.

Section 3. Election and Term of Office:

A. The directors and officers shall be elected by the members of the Corporation at the annual meeting of the members. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected.

B. The terms of the initial directors named in the Articles of Incorporation shall expire upon the election of directors at the first annual meeting of the directors. The directors then elected shall be divided into two classes, as nearly equal in number as may be, to serve in the first instance for terms of one and two years, respectively, and thereafter the successors in each class of directors shall be elected to serve for terms of two years. In the event of any increase or decrease in the number of directors, the additional or eliminated directorships shall be so classified or chosen that all classes of directors shall remain or become as nearly equal in number as may be. Each director shall hold office for the term prescribed until the death, resignation, removal, or disqualification of such director or until such director's successor is elected and qualifies.

Section 4. Chairman: The Board of Directors at each annual meeting shall elect one director to serve as the Chairman of the Board of Directors, and such Chairman shall, when present, preside at all meetings of the Board of Directors, and shall oversee the actions of the Board of Directors.

Section 5. Vacancies: A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, except for a vacancy occurring as a result of the removal of a director under Section 6 of this Article III. Any director so elected shall serve until his or her successor is duly elected by the members of the Corporation of the term of the vacated director position such successor is filling.

Section 6. Removal: Any member of the Corporation may request the removal of one or more of the directors by making a written request to an officer for discussion at the next regular meeting of the Board of Directors. This written request shall be made at least ten (10) days prior to the regularly scheduled Board of Directors meeting and shall include the reason(s) for the request. An officer shall then cause the request to be discussed at the Board of Directors meeting.

Any director whose removal has been proposed shall be given the opportunity to be heard at the meeting. Vote of at least seventy-five percent (75%) of the Board of Directors is required to remove a director. The successor to any director so

removed shall then be elected by majority action of the remaining directors present, though less than a quorum, and such successor director shall serve as a director for the remainder of the term of the removed director.

Section 7. Compensation. Directors as such shall not receive any compensation for their services, but nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings: A regular meeting of the Board of Directors shall be held within thirty (30) days of the annual meeting of the members of the Corporation; the purpose of such annual meeting shall be to elect a Chairman and to determine the number of directors to be elected for the following year, and the transaction of such other business as shall be properly brought before the meeting. In addition, the Board of Directors may provide by resolution the time and place, either within or outside the State of North Carolina, for the holding of additional regular meetings. The Board of Directors shall meet a minimum of four (4) times per calendar year.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President, or any two directors. Such meetings may be held either within or outside the State of North Carolina.

Section 3. Notice of Meetings:

A. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, e-mail, or telephone, at least five (5) days prior to the day named for the meeting.

B. Notice of any special meeting of the Board of Directors shall be given by the person or persons calling the meeting by any usual means of communication to each director at least ten (10) days before the meeting and shall specify the purpose for which the meeting is called.

C. Attendance by a director at a meeting shall constitute a waiver by such director of (a) objection to lack of notice or defective notice of such meeting, unless the director, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting; and (b) objection to consideration of a particular matter at a special meeting that is not within the purpose or purposes described in the notice of meeting, unless the director objects to considering the matter before it is voted upon.

Section 4. Quorum: A majority of the number of directors fixed or prescribed pursuant to Article III of these Bylaws shall be required for, and shall constitute, a quorum

for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting: Except as may otherwise be provided in the Articles of Incorporation or these Bylaws or required by applicable law, the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

Section 6. Action Without Meeting: Action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken.

Section 7. Telephone Participation: Any one or more of the directors may participate in a meeting of the Board of Directors by means of a conference telephone call or a communications device which enables all persons participating in the meeting to hear each other, and such participation shall be deemed to be presence at such meeting.

ARTICLE VI

OFFICERS

Section 1. Officers of the Corporation: The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such additional Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time determine are necessary. Any two or more offices may be held by the same person, but no person may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment and Term: The Board of Directors shall be responsible for the preparation and presentation of a nomination for each officer position at each annual meeting of the members at which directors will be elected. The officers of the Corporation shall be elected by the membership at the annual meeting of the members in each year in which there is a vacancy in an officer position or in each year in which any officer's term ends. Each officer shall serve for a term of two years, and each officer shall hold office until the death, resignation, retirement, removal or disqualification of such officer, or until such officer's successor is appointed and qualifies.

Section 3. Removal: Any officer may be removed by the Board of Directors with or without cause.

Section 4. Compensation: Unless otherwise ordered by the Board of Directors, the officers of the Corporation shall not receive any compensation for their services.

Section 5. President: The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise

and control the management of the Corporation in accordance with these Bylaws. The President shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, the President shall perform all duties incident to that office and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors shall prescribe. If there shall be more than one Vice President, any additional Vice Presidents, in the order of their designation by the Board, shall in the absence or disability of the President and any prior Vice President, perform the duties and exercise the powers of that office. In addition, the other Vice President shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 7. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and Board of Directors. The Secretary shall give all notices required by law and by these Bylaws, and shall have general charge of the corporate books and records and of the corporate seal. The Secretary shall affix the corporate seal to any lawfully executed instrument requiring it, and shall have general charge of the non-financial records of the Corporation and shall keep, at the registered or principal office of the Corporation, a record of directors showing the name and address of each director. The Secretary shall sign such instruments as may require the Secretary's signature, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse such funds under the direction of the Board of Directors, and shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose. The Treasurer shall cause the production and filing of a true statement of the Corporation's assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any director for a period of ten years; and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any director upon the written request therefor. The Treasurer shall, in general, perform all duties incident to that office and such other duties as may be assigned to the Treasurer from time to time by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Treasurers: The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Executive Committee: The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint an Executive Committee of the Board of Directors. The number of members of the Executive Committee shall be determined by the Board of Directors, but the number of such members shall not be fewer than two (2). Unless limited by resolution of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors, except that the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws, electing, appointing, or removing any member of the Executive Committee or any officer or director of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another organization, authorizing or revoking proceedings therefor; adopting a plan for the distribution of assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such Committee. All of the provisions in these Bylaws with respect to notice of meetings of the Board of Directors, quorum at such meetings, and waivers of notice of such meetings shall be applicable to meetings of the Executive Committee.

Section 2. Other Committees:

A. The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution and allowed by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation.

B. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by resolution adopted by a majority of the directors present at a meeting in which a quorum is present. Any such committee shall serve in an advisory capacity to the Board of Directors.

Section 3. Term of Office: Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman: One member of each committee shall be appointed chairman.

Section 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting in which a quorum is present shall be the act of the committee.

Section 7. Rules: Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification against Third-Party Claims: The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believes to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification Against Derivative Liability: The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation as a result of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection

with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Expenses: To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VIII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Authorization by Board: Any indemnification under Sections 1 and 2 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article VIII. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Advances for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VIII.

Section 6. Other Rights: The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance: The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his stature as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Books and Records: The Corporation shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors.

Section 2. Fiscal Year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the last day of December.

Section 3. Seal: The seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL."

Section 4. Amendments: Except as otherwise provided herein, or prohibited by the laws of the State, these Bylaws may be altered amended or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds ($\frac{2}{3}$) of the directors then holding office at any regular or special meeting of the Board of Directors. These Bylaws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation, State Law, or Federal Law.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XI

DEFINITIONS

Section 1. Gender and Number: Throughout these Bylaws, whenever the context so permits, the masculine gender shall be deemed to include the feminine gender and the singular number shall be deemed to include the plural.