

AMENDED & RESTATED BYLAWS
OF
NEW JERSEY CENTER FOR TOURETTE SYNDROME AND ASSOCIATED
DISORDERS, INC.

Article I
NAME AND MISSION

Section 1. Name. This organization shall be known as the New Jersey Center for Tourette Syndrome and Associated Disorders, Inc. ("NJCTS"), a non-profit, incorporated in the State of New Jersey.

Section 2. Mission.

NJCTS is committed to the advocacy of children, adolescents, adults and families with Tourette Syndrome and its associated disorders. Dedicated to delivering high quality services to these individuals, the Center recognizes the importance of educating the public, medical professionals, and teachers about this disorder through programs and affiliations with public schools, health centers, and universities.

To ensure that individuals with Tourette Syndrome are contributing members of their communities and society at large, the Center is committed to leading the promotion and development of diagnostic and treatment therapies and actively supporting research for a cure.

Article II
BOARD OF DIRECTORS

Section 1. Powers. All powers of the Corporation shall be exercised by or under the authority of the Board and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, N.J.S.A. Title 15A of the New Jersey Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

Section 2. Number. The authorized number of Directors of this corporation shall be no less than five (5) and no more than fifteen (15). The maximum number of Directors may be changed upon a vote of the majority of the Board.

Section 3. Selection and Term. New Directors shall be nominated and approved upon a majority vote of the Board. The term of office of each Director shall be three (3) years, or until the election and qualification of a successor in office. There shall be no limitation on the number of terms a Director may serve. Any person appointed or

elected to fill the vacancy of a Director shall complete the unexpired term of that Director before election and qualification for a new three-year term.

Section 4. Meetings. The Board of Directors shall meet at least four (4) times a year and otherwise on the call of the Chairman, or on the call of three (3) members. Notice shall be sent to all Directors at least five (5) days before each meeting, specifying business to be brought before the meeting. Meetings may be called in case of emergency by three (3) Directors upon twenty-four-hour notice, to meet at such place and time as they may designate.

Section 5. Voting. A majority of those Directors present and voting shall govern.

Section 6. Removal. Any Director may be removed, with or without cause, by the vote of two-thirds of the members of the Board or a majority vote of the membership attending and voting at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled by nominating and approving someone to fill out the remaining term upon majority vote of the Board.

Section 7. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 8. Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing, including in electronic form such as e-mail, to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the certificate of incorporation and bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 9. Liability of Directors. The Directors of this organization shall not be personally liable for its debts, liabilities, or other obligations.

Section 10. Presence by Telephone. For purposes of these By-laws, Directors may be "present" at a meeting by means of a telephone conference call or any other means of communication by which all persons in the meeting are able to hear each other.

Article III OFFICERS

Section 1. Elective Officers. The elective officers of the Board of Directors shall consist of the Chairman, Vice Chairman, Secretary and Treasurer. Elective officers shall serve without compensation and shall assume their duties immediately after the close of the meeting at which they are elected.

Section 2. Chairman. The Chairman shall have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. The Chairman shall preside at all meetings of the Board and see that all resolutions of the Board are carried into effect. The Chairman shall also serve as chair of the executive Committee and shall approve the agenda for all Board and executive Committee meetings. The Chairman shall perform other duties as may from time to time be assigned to him or her by the Board or specifically required to be performed by law or these Bylaws.

Section 3. Vice Chairman. The Vice Chairman shall have such powers and perform such duties as may be assigned to him or her by the Board or the Chairman. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman.

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation. The duties of the Treasurer shall be to present a complete and accurate report of the finances of NJCTS at each full Board meeting and Executive Committee meeting, including all designated and undesignated funds, and to perform other such duties as may be prescribed from time-to-time by the Board.

Section 5. Secretary. The Secretary shall cause notices of all meetings of the Board to be sent, keep the minutes of all such meetings, see that all notices are duly given in accordance with these bylaws or as required by law. The Secretary also shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board.

Article IV STAFF

Section 1. Executive Director. The Executive Director shall be the principal administrative officer of the organization and shall, subject to the supervision of the Board of Directors and the Chairman, manage and direct all activities of the organization. The Executive Director shall employ, supervise and, within the limits of the approved budget, determine the compensation of the staff of the organization. The Board of Directors shall appoint, evaluate the performance of, and fix the compensation of the Executive Director. The Executive Director shall be an ad-hoc member of all Committees. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of 70% of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will.

Article V EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the officers of the Board. The Board of Directors may also by majority vote appoint one (1) additional individual to the Executive Committee who is not an officer or director.

Section 2. Powers and Duties. The Executive Committee may convene and make decisions on behalf of the board when urgent business must be transacted and time does not allow convening of the full board, or under other circumstances as voted upon by the board. All actions by the Committee shall be reported to the Board of Directors at its next meeting succeeding such actions.

Section 3. Meetings. The Executive Committee shall meet at least four (4) times a year at the call of the Chairman in person or by teleconference. Notices shall be sent to all members of the Committee at least five (5) days before each meeting, detailing business to be brought before the meeting. Meetings may be called in case of emergency by three (3) members of the Committee upon twenty-four-hour notice, to meet at such place and time as they may designate or by teleconference.

Section 4. Quorum. Three (3) members of the executive Committee shall constitute a quorum.

Article VI COMMITTEES

Section 1. Nominating Committee. The nominating Committee shall consist of three (3) members of the Board of Directors, who to the extent feasible, are not officers of the organization, and shall be appointed by the Chairman with approval of the Board.

Section 2. Audit Committee. The Audit Committee is a Committee of the Board and shall be comprised of not less than three (3) and no more than five (5) members, including the Chairman, appointed by the Chairman with approval of the Board.

The Audit Committee shall have the responsibility to:

- a) oversee the adequacy and reliability of the organization's internal accounting controls and financial reporting as reported by management and the auditor hired by the organization;
- b) manage the process for selecting, engaging and recommending to the Board of Directors the accounting firm to be used to perform the annual audit of the organization's financial statements; and,
- c) review the results of the accounting firm's annual audit and report such

results to the full Board of Directors.

The Board of Directors may designate the executive Committee to serve the functions of the Audit Committee.

Section 3. Other Committees. The Board may establish such standing Committees and ad hoc Committees as it deems necessary to carry out its business. Committees serve in an advisory capacity to the Board of Directors and executive Director and shall not take any actions that commit or legally bind the organization without the approval of the full Board of Directors.

Article VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may, by resolution duly adopted, 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 to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 2. Gifts and Contributions. The Board of Directors, Executive Committee, or Executive Director may:

- (a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on such terms as the Board or Committee shall approve;
- (b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the Board or Committee may appoint;
- (c) Collect and receive the income from such funds or property;
- (d) Devote the principal or income from such donations to such benevolent and charitable purposes as the Board or Committee may determine;
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Board or Committee devote the principal or income from that donation according to the agreement.

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.

Section 4. Checks, Drafts, Orders for Payment. 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 the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the Chairman or a vice Chairman of the corporation.

Article VIII INDEMNITY AND INSURANCE

Section 1(a) Indemnity. The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall be made in any case where the act giving rise to the claim for indemnification is (i) in breach of such person's duty of loyalty to the Corporation, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

(b). Expenses (including attorneys' fees) 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, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

(c) The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation and its Directors, officers, employees and volunteers, whether or not they may be indemnified pursuant to Section 1 above.

Section 3. Liability of Directors. The Directors of this organization shall not be personally liable for its debts, liabilities, or other obligations.

Article IX CONFLICT OF INTEREST

Section 1. Conflict of Interest. No contract or other transaction between the

Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers of the Corporation, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board of Directors or any Committee thereof if such Director or officer is or are present at a meeting of the Board, or of a Committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose.

Article X GENERAL

Section 1. Rules. Any matters not governed by rules not specified in these Bylaws shall be governed by the latest revision of Robert's Rules of Order.

Section 2. Copies of Bylaws. Each member of the Board shall be furnished with a copy of these Bylaws.

Section 3. Amendments. These Bylaws may be amended by the Board of Directors at any of its meetings by majority vote.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Article XI DISSOLUTION

Section 1. Dissolution. Upon the dissolution of the organization, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the Association, distribute the remaining assets to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors will determine, or to a state, federal or local government for a public purpose. No part of the remaining assets will be distributed to any director, member or officer of the Association.

These Bylaws were adopted by resolution of the Board of Directors of the Corporation on December 10, 2019.



Timothy Kowalski,

11 DEC 2019

Secretary of the Corporation

