**BYLAWS of Mastokids**

ARTICLE I

GENERAL

SECTION 1.01. Scope. Subject to limitations provided by law or the Articles of Incorporation, these bylaws, as amended from time to time, shall contain the provisions for regulation and management of the affairs of Mastokids, Inc. (the "Corporation"). All references herein to the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation shall be construed to mean the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation of the Corporation as they may be amended from time to time.

SECTION 1.02. Purpose. The purpose of the Corporation shall be to raise awareness, provide educational materials and partake in various funding activities to support further research on pediatric mastocytosis and to provide support to children diagnosed with mastocytosis and their families.

SECTION 1.03. Powers and duties of the Corporation -- (a) The Corporation shall:

1. promote public awareness of pediatric mastocytosis;
2. partake in fundraising activities in order to support pediatric mastocytosis research;
3. encourage cooperative, comprehensive, and complementary planning among the public, private, and volunteer sectors involved in pediatric mastocytosis treatment, care, research, prevention, detection and education; and
4. directors of the Corporation shall not receive any compensation, however, they shall be reimbursed for any actual and necessary out-of-pocket expenses and/or expenditures pertaining to Corporation business;
5. do all acts and things necessary or convenient to carry out the powers expressly granted by law.

(b) The Corporation may:

1. monitor contracts and agreements for pediatric mastocytosis programs authorized and funded exclusively by the Corporation.
2. conduct necessary studies and surveys;
3. accept, transfer, and allocate funds made directly available to the Corporation by the federal, state and/or local government or by any other public or private source, subject to relevant limitations and conditions prescribed by the source of funds; and
4. receive such gifts, grants and donations as may be made by the federal government, the state or by private persons or groups or foundations or charities for the purposes of this chapter and disburse and administer them in accordance with the terms thereof;
5. grant or loan funds to private and public groups, entities or individuals for purposes of pediatric mastocytosis care, research, prevention, detection or education and distribute funds consistent with procedures allowed by law in the State of Rhode Island;
6. employ such assistants, agents, and other employees as may be necessary or desirable for its purposes and to contract for and engage consultants.
7. establish a summer camp/retreat facility for children diagnosed with mastocytosis and their families.

SECTION 1.04. Non-Profit Status. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws. In the event of any liquidation or dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the Board of Directors of the Corporation, after the payment of all its debts and obligations, shall distribute all of the assets of the Corporation in such manner, and to such organizations(s) organized and operated to raise awareness and partake in various funding activities to support further research on pediatric mastocytosis as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and the regulations promulgated thereunder, or to the United States of America, any State thereof or any political subdivision of any State for exclusively public purposes, as the Board of Directors of the Corporation shall determine.

ARTICLE II

MEMBERSHIP

SECTION 2.01. Admission of Members. Any person, firm. Partnership, corporation, limited liability company, association or other eligible entity may be eligible for membership upon majority approval by the Board of Directors and upon the payment of the membership fees as hereinafter set forth. A membership shall be effective on the date of approval by the Board of Directors and submission of the membership fees to the Corporation.

SECTION 2.02. Voting Rights. Each member of the Corporation shall be entitled to only one (1) vote in person or by proxy upon each subject properly submitted to a vote of the members and each member must notify the Corporation as to the identity of its authorized voting representative.

SECTION 2.03. Proxies. Proxies may be accepted if provided in writing by the authorized representative of a voting member and received by the Secretary of the Corporation prior to the date of the voting, but no proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy expressly provides for a longer period. Except as otherwise limited therein, proxies shall entitle the person(s) authorized thereby to vote at any adjournment of a meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

SECTION 2.04. Membership and Assessments. The Board of Directors may from time to time establish a yearly membership dues to be assessed to all members of the Corporation. The Board of Directors shall publish to the members such fees and charges from time to time, in its discretion. The assessment funds will be deposited in the Corporation's general account.

SECTION 2.05. Suspension and Expulsion of Members. The Board of Directors may suspend or expel any member for failure to comply with the Bylaws or directives of the Corporation, failure to pay any sums due the corporation within any grace period set by the Board of Directors, or for any other reason determined by the Board of Directors.

SECTION 2.06. Annual Meeting. The annual meeting of the members of the Corporation for the election of Directors and for transaction of the general business of the Corporation shall be held at a time and place as determined by the President of the Corporation. The annual meeting of the members may be held in an electronic format as determined by the President of the Corporation. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held on matters to be voted on at the annual meeting or there may be action by written consent of all the members entitled to vote on such matters and such special meeting or written consent shall have for the purposes of these Bylaws or otherwise all the force and effect of an annual meeting.

SECTION 2.07. Notice of Meetings. A written or electronic notice stating the place, date and hour of all meetings of members, and in the case of special meetings, the purposes of the meeting shall be given by the Secretary (or other person authorized by these Bylaws or by law) not less than thirty (30) nor more than sixty (60) days before the meeting to each member by either depositing the notice in the United States mail, postage prepaid, or distributing electronically to each such member at that member’s postal or email address as it appears in the records of the Corporation. Notices of annual meetings shall contain, in addition to all other information required under these Bylaws, the names of Directors selected and recommended by the Board of Directors, and such other information as may be deemed appropriate by the Board of Directors. Notice need not be given to a member if a written waiver of notice is executed before or after the meeting by such member, if communication with such member is unlawful, or if such member attends the meeting in question, unless such attendance was for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member in accordance with the means provided for in these Bylaws for delivery of notices.

SECTION 2.08. Special Meeting of Members. A special meeting of the members may be called at any time by the Board of Directors or by two-third of all members entitled to vote at such meeting. In such case, written notice of such meeting shall be given in the same manner as provided Section 2.07.

SECTION 2.09. Quorum. At any annual or special meeting of the members, a quorum shall consist of the lesser of one third of all members entitled to vote at such meeting or twenty (20) members of the Corporation. A majority of the votes entitled to be cast by the members present or represented by proxy at such meeting shall be necessary for the adoption of any matter.

SECTION 2.10. Action at Meeting. When a quorum is present, any matter to come before the meeting shall be decided by vote of a majority of members voting on such matter except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws. Any election of Directors by members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Incorporation or by these Bylaws. No ballot shall be required for any election unless requested by a member.

SECTION 2.11. Action without a Meeting. Any action required or permitted by law to be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice and without a vote, if a written consent thereto is signed by all (or if the Rhode Island Nonprofit Corporation Act is amended to permit a smaller proportion, such smaller proportion) of the members entitled to vote on the matter and filed with the records of the meetings of the members. Such consent shall be treated as a vote of the members for all purposes.

SECTION 2.12. Place of Meeting. Any annual or special meeting of the members may be held at any place within or without the State of Rhode Island as the Board of Directors may from time to time determine and shall be specified or fixed in the respective notices or waivers of notice thereof. The meetings may be held in person, via interactive video conference, or telephone conference by means of which all persons participating in the meeting can hear each other at the same time or by any other means permitted by the Rhode Island Non Profit Corporation Act.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.01. General Powers. The property, affairs and business of the Corporation shall be managed by a Board of Directors, and the Board shall have, and may exercise, all of the powers of the Corporation.

SECTION 3.02. Number and Qualification. The Board shall consist of not less than three (3) nor more than nine (9) directors. Any change in the number of directors required and permitted on the board pursuant to this Section 3.02 shall be adopted in compliance with the provisions of Article XI of these bylaws.

SECTION 3.03. Term of Office and Qualification; Classes. At the initial Annual Meeting of members, half the directors will be elected to a three year term and half the directors will be elected to a two year term. Thereafter, directors are elected to two year terms, with half the directors retiring each year. A director is prohibited from serving three (3) consecutive terms on the Board of Directors. A director who has previously served for two (2) terms may be reappointed or elected after a one (1) year absence from the Board of Directors. Any vacancy shall be filled by the Board of Directors for the remaining unexpired term from a list of candidates provided by the remaining Board of Directors.

(a) A person is not eligible for appointment as a director of the Corporation if the person or the person's spouse;

1. owns or controls, directly or indirectly, more than a ten percent (10%) interest in a business entity or other organization receiving funds from the Corporation; or
2. uses or receives a substantial amount of tangible goods, services, or funds from the Corporation, other than compensation or reimbursement authorized by law for Corporation membership, attendance, or expenses.

(b) Appointments to the Board of Directors shall be made without regard to the race, color, disability, sex, religion, age, or national origin of the appointees.

(c) It is a ground for removal from the Board of Directors if a director:

1. does not have at the time of appointment the qualifications required in this section for appointment to the Board;
2. does not maintain during the director’s service on the Board the qualifications required by this section for appointment to the Board;
3. violates a prohibition established by this section;
4. is unable to discharge the director's duties for a substantial part of the term for which the director was appointed because of illness or disability; or
5. is absent from more than half of the regularly scheduled meetings of the Board that the director is eligible to attend during each calendar year or is absent from more than two (2) consecutive regularly scheduled Board meetings that the member is eligible to attend, except when the absence is excused by a majority vote of the Board.

SECTION 3.04. Quorum and Manner of Acting. A majority of the entire number of directors at any time in office shall constitute a quorum for the transaction of business. In the absence of a majority, the directors present may adjourn any meeting from time to time until there is a majority present. Notice of any adjourned meeting need not be given. The directors shall act only as a Board and the individual directors shall have no power as such.

SECTION 3.05. Place of Meetings. The Board of Directors may hold its meetings at any place within or without the State of Rhode Island as it may from time to time determine and shall be specified or fixed in the respective notices or waivers of notice thereof. The annual meeting of the members may be held in an electronic format as determined by the Board of Directors

SECTION 3.06. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President. The President must call a meeting if requested to do so by two (2) or more directors. Notice of each such meeting shall be given by the Secretary or the person calling the meeting either electronically or by mailing the same addressed to each director at his or her residence or usual place of business, or orally, by telephoning or personally, at least three (3) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise expressly provided in these bylaws. A statement contained in the minutes of any meeting of the directors over the signature of the Secretary to the effect that due notice of such meeting has been given shall be conclusive evidence that proper notice of such meeting has been given in one of the ways provided herein.

SECTION 3.07. Resignation of Directors. Any director of the Corporation may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.08. Removal of Directors. Subject to the provisions of these bylaws, any director may be removed, either with or without cause, at any time, by a majority vote of the Board of Directors, at any regular meeting or special meeting called and held for said purpose. The remaining directors shall appoint, by a majority vote, a replacement director to serve the remainder of the removed director’s term.

SECTION 3.09. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal or disqualification, or any other cause other than an increase in the number of directors, shall be filled by appointment by a majority vote of directors at the time in office, and each director so elected shall hold office for the term of the vacancy that he is filling, and until a successor shall have been duly appointed and qualified pursuant to the provisions of Section 3.03 of these bylaws, or until death or resignation. Any vacancy caused by an increase in the number of directors constituting the Board of Directors shall be filled by election of new directors by the members at the Annual Meeting at which the Bylaws were amended to increase the number of directors.

SECTION 3.10. Executive Director. - Employees. The Board of Directors may appoint an executive director, who may serve at the pleasure of the Board of Directors without a term of employment and the Board of Directors shall set his or her compensation and terms of employment. The executive director, through a vote of a majority of the Board of Directors, may be delegated to act as authorized agent for the approval of all fiscal and personnel documents requiring an authorized signature. The Board of Directors may also cause to be employed such staff and technical and professional consultants as may be required to carry out the powers and duties of the Corporation. Neither the executive director nor any staff or technical or professional consultants employed by the Corporation shall be employees of the State of Rhode Island.

ARTICLE IV

COMMITTEES

SECTION 4.01. Committees. The Board of Directors or Members of the Corporation may from time to time by vote create such committees of directors, officers, employees or other persons designated by it for the purpose of advising with the Board, the officers and employees of the Corporation in all such matters as the Board shall deem advisable and with such functions and duties as the Board shall prescribe by vote subject to any limitations set forth in the Rhode Island Non-Profit Corporation Act. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power to change the members of any committee at any time, to fill vacancies and to discharge any such committee, either with or without cause, at any time.

SECTION 4.02. Standing Committees. There shall be the following standing committees of the Board of Directors, which shall be appointed annually by the President, the members of which shall serve from time to time of their appointment until the next annual meeting.

1. Fundraising Committee. The Fundraising Committee will ensure the registration of the Corporation in any States or other entities requiring such registration; and will plan and conduct activities for the purpose of obtaining funds from any agency or from private individuals.
2. Research Committee. The Research Committee will report from time to time to the membership on research findings relevant to pediatric mastocytosis; will plan and conduct research involving children with mastocytosis after approval of such research by the Board of Directors; will help to further research into pediatric mastocytosis conducted by other agencies or individuals.
3. International Relations Committee. The International Relations Committee will maintain contact with members outside North America; will ensure that programs and other activities of the Corporation are suitably developed to include members outside North America; will provide translations where possible of information about pediatric mastocytosis into non-English languages, as required by members.
4. Awareness Committee. The Awareness Committee will conduct activities designed to increase the awareness of pediatric mastocytosis among medical service providers, schools, the general population and any other groups who may be in contact with children with mastocytosis.

ARTICLE V

WAIVER OF NOTICE: UNANIMOUS CONSENT

SECTION 5.01. Waiver of Notice. Notice of the time, place and purpose (unless otherwise specified) of any meeting of the Board of Directors or any committee thereof may be waived in writing by any director either before or after such meeting; and attendance in person at a meeting of the Board of Directors or any committee thereof shall be equivalent to having waived notice thereof.

SECTION 5.02. Unanimous Consent of Directors. Insofar as permitted by law and unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board (or any such committee) and such written consent is filed with the records of the Corporation.

ARTICLE VI

OFFICERS

SECTION 6.01. Number. The officers of the Corporation shall be a President, a Secretary and Treasurer. The Board of Directors may also elect one or more Vice Presidents and Assistant Vice Presidents.

SECTION 6.02. Election, Qualifications and Term of Office. The officers shall be elected annually by the Board of Directors of the Corporation at the first Board of Directors meeting following the annual meeting of the Members. Each officer shall hold office for a one year term and until a successor shall have been duly elected and qualified, or until death, resignation, disqualification or removal in the manner hereinafter provided. Any individual may serve an unlimited number of consecutive one-year terms in the same office.

SECTION 6.03. Removal. Any officer may be removed either with or without cause, by the majority vote of the directors at a special meeting called for said purpose.

SECTION 6.04. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.05. The President. The President shall preside at all meetings of the Board of Directors and members and shall have such powers and perform such duties as are designated from time to time by the Board of Directors. The President shall make a full annual report to the members at the Annual Meeting. The President shall be an ex facto member of all committees and shall have all the powers and duties of an executive director until the appointment of an executive director.

SECTION 6.06. The Vice Presidents and Assistant Vice Presidents. The Vice Presidents and Assistant Vice Presidents shall have such powers and perform such duties as are designated from time to time by the Board of Directors.

SECTION 6.07. The Secretary. The Secretary shall record or cause to be recorded all the proceedings of the meetings of the Board of Directors of the Corporation and meetings of the members all committees to which a secretary shall not have been appointed; shall see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation; and have such other powers and perform such other duties as the Board of Directors of the Corporation may from time to time prescribe.

SECTION 6.08. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and credits and property of the Corporation, render a statement of the condition of the finances of the Corporation at all regular meetings and upon request of the Board of Directors of the Corporation, and a full financial report to the Board of Directors if called upon to do so. The Treasurer shall also have charge of the books and records of account of the Corporation, which shall be kept at such office of the Corporation as the Board of Directors shall from time to time designate; be responsible for the keeping of correct and adequate records of the assets, liabilities, business and transactions of the Corporation and at all reasonable times exhibit the books and records of account to any of the directors of the Corporation; review the Corporation's budget annually; be responsible for monitoring the budget; and, in general, perform all the duties to the office of the Treasurer and such other duties as from time to time may be assigned by the Board of Directors of the Corporation or the President. The Treasurer shall be responsible for presenting an annual for the Corporation at the annual meeting of the members.

SECTION 6.09. General Powers. Each officer shall, subject to these bylaws, have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to this office, and such duties and powers as the Board of Directors shall from time to time designate.

SECTION 6.10. Bonding. Any officer, employee, agent or factor shall give such bond with such surety or sureties or in the alternative a “Declaration of Faithful Performance” for the faithful performance of his or her duties as the Board of Directors may from time to time require.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation will pursuant to Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, and only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) is not affected thereby, 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 by reason of the fact that he or she is or was a director, committee member, officer, employee or agent of the Corporation (or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan), against expenses (including attorneys' fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding. The Board of Directors of the Corporation may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a trustee, committee member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

ARTICLE VIII

EXECUTION OF DOCUMENTS

SECTION 8.01. Contract, etc., How Executed. Unless otherwise determined by the Board of Directors of the Corporation, the President or the Treasurer may enter into any contract or execute and deliver any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Corporation. The Board of Directors, except as otherwise provided in these bylaws, may authorize any other or additional officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized to do so by these bylaws or by the directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

SECTION 8.02. Checks, Drafts, etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes, or other evidences of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Corporation, shall be signed or endorsed by such officer or officers, employee or employees, of the Corporation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE IX

SEAL

The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation and the state and year of incorporation.

ARTICLE X

FISCAL YEAR

Except as from time to time otherwise provided by the Board of Directors, the annual accounting period of the Corporation shall be the calendar year.

ARTICLE XI

AMENDMENTS

All bylaws of the Corporation shall be subject to alteration or repeal. New bylaws not inconsistent with the laws of the State of Rhode Island or any provision of the Articles of Incorporation may be made by the Board of Directors and members of the Corporation at any meeting at which a quorum shall be present, provided that notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting and that the proposed amendment shall be adopted upon receiving at least a majority of the votes which directors and members present at such meeting are entitled to cast, and provided that such proposed amendments shall not concern the number of directors of the Corporation. Any amendment of the bylaws governing the number of directors permitted or required to be on the Board of Directors must be approved by the affirmative vote of greater than a majority of the total number of directors in office and members at the time such amendment is proposed and voted upon.