

BYLAWS
Effective October 10, 2013

VAKKAS
A NEW JERSEY NONPROFIT CORPORATION
556 Ewing Street
Princeton, NJ 08540
EIN: 46-3845991

These Bylaws, written with the intent to form Vakkas as a nonprofit New Jersey corporation to be approved as a 501(c)(3) and adopted by Vakkas at its Organizational Meeting, minutes of which are signed by the founder and the entire Board of Trustees, include sections incorporated by this reference into the Vakkas Certificate of Incorporation ("COI"):

COI Paragraph 4, **Business Purpose** (See Bylaw Section 1.02 *Purpose*);

COI Paragraph 5, **Method of Electing Trustees** (See Bylaw Section 4.03 *Election and Term of Trustees*); and

COI Paragraph 6, **Asset Distribution** (See Bylaw Section 13.10 *Distribution of Assets Upon Dissolution*).

The Bylaws, together with the Vakkas Certificate of Incorporation and the Organizational Minutes are the complete Vakkas "Organizing Documents" for all purposes, including making *Application for Recognition of Exemption Under Section 501(c) (3) of the Internal Revenue Code*.

ARTICLE I: NAME AND PURPOSE

Section 1.01 **Name:** The name of the organization is Vakkas A New Jersey Nonprofit Corporation incorporated under the laws of the State of New Jersey (hereinafter "Vakkas" or "Corporation").

Section 1.02 **Purpose:** Vakkas is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II: OFFICES

Section 2.01 **Location:** The principal office of Vakkas shall be located in Princeton, New Jersey, or at such other place as the Board of Trustees shall from time to time designate.

ARTICLE III: MEMBERSHIP

Section 3.01 **Rights of Members:** There shall be no members.

ARTICLE IV: BOARD OF TRUSTEES

Section 4.01 Powers: The Founder, Trustee and Chairperson Peride Blind (hereafter "Founder") and the Board of Trustees (collectively the "Board") shall manage Vakkas and be responsible for the overall policy and direction of Vakkas. In the event the Board and the Founder differ on a policy matter or direction for Vakkas, the opinion of the Founder shall prevail. The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Certificate of Incorporation, or these Bylaws may not be so delegated, to any officer or agent of the corporation or to an executive committee or to such other committees as may from time to time be activated as provided herein. Day-to-day operations shall be the responsibility of an Executive Director appointed in the sole discretion of the Founder. The Founder may serve as Executive Director.

Section 4.02 Numbers; Expense Reimbursement:

(a) The number of Trustees shall not be fewer than three (3) and not more than nine (9), as determined from time to time by the Founder. Trustees may be residents of New Jersey, other parts of the United States, or other countries.

(b) The Board members shall receive no compensation other than reasonable expenses related to their duties as a Vakkas Trustee. Founder may be reimbursed for all reasonable expenses incurred in establishing Vakkas as a nonprofit corporation and a 501(c) (3) entity.

Section 4.03 Election and Term of Trustees: The Founder shall in her sole discretion appoint all Trustees from the date of incorporation through the 2018 Annual Meeting, unless for any reason she resigns as a Trustee prior to such date. In such event, she shall designate a Trustee to be her successor Trustee and to assume her duties on the Board. At the Annual Meeting in 2018 these Bylaws may be amended by a majority vote of the Board to provide for an annual election of trustees. If the Bylaws are so amended, the Founder shall divide the Board Trustees into three equal classes defined as Class 1, Class 2 and Class 3 respectively. The Class 1 term shall expire on the date of the 2019 Annual Meeting and every third annual meeting thereafter; the Class 2 term shall expire on the date of the 2020 Annual Meeting and every third annual meeting thereafter; and the Class 3 term shall expire on the date of the 2021 Annual Meeting and every third annual meeting thereafter. Furthermore, in the event of such an amendment the Founder shall nominate a slate of Trustees for each election cycle. Notwithstanding anything to the contrary herein, at each Annual Meeting commencing with the 2018 Annual Meeting, a majority of the Board shall elect a Chair of the Board from amongst its members to serve for a three-year term. In the event of death or disability of Founder for a period of six months or more during her term as Founder and Trustee, the Founder will designate and appoint a Trustee to assume the duties of the Founder and fill her vacancy.

Section 4.04 Board Meetings; Quorum: Three (3) Trustees shall constitute a quorum for business transactions to take place and motions to pass. Monthly, Bi-monthly, Quarterly or special Board meeting may be called at the discretion of the Founder with such frequency, as the Founder deems appropriate. There will be one fixed annual meeting of the Board, in December or as determined by the Founder.

Section 4.05 Board Vacancies: Vacancies shall be filled by appointment by the Founder in her/his sole discretion and must be approved by the quorum.

Section 4.06 Removal of Trustees: The Founder in her/his sole discretion may remove a Trustee at any time, with or without cause.

Section 4.07 **Resignation:** Except as otherwise required by law, a Trustee may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.08 **Informal Action by Trustees; Meetings by Conference Telephone/Skype:**

(a) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Trustees and the Founder consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any or all Trustees may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.09 **Waiver, Notice:** Whenever any notice is required to be given by an applicable law, the Certificate of Incorporation or these Bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice unless otherwise specifically prohibited by law.

Section 4.10 **Absence:** Each Board member is expected to communicate with the Founder in advance of all Board meetings stating whether or not he/she is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three (3) successive Board meetings or fails to participate for a full calendar year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Founder in her/his sole discretion retains such Trustee as a member of the Board.

Section 4.11. **Minutes:** Founder or the assigned Trustee or officer shall keep minutes of each meeting.

ARTICLE V: COMMITTEES

Section 5.01 **Activation:** The Founder may from time to time designate and appoint one or more committees, each consisting of one or more Trustees, which committees shall have solely advisory authority to the Board and shall have no authority in the governance of Vakkas.

Section 5.02 **Finance/Audit Committee:** Notwithstanding anything to the contrary in these Bylaws, the Founder shall appoint a Finance/Audit Committee to be responsible for ensuring that Vakkas financial statements and procedures are controlled and to determine that adequate fiscal controls and procedures are in place and followed and that the Corporation is in good financial health. The Founder may appoint an outside CPA as a member of this committee.

Section 5.03 **Vacancies:** The Founder in her sole discretion shall fill vacancies in the membership of committees.

Section 5.04 **Minutes:** Minutes of each committee meeting shall be maintained at the Vakkas office and made available to any Trustee for inspection on reasonable written notice to the Founder.

ARTICLE VI: OFFICER, AGENTS, EMPLOYEES and ADVISORS

Section 6.01 **Officers, Agents and Employees:** The Executive Director, subject only to the discretion of the Founder, shall hire, direct, and discharge all officers, agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of Vakkas delegated by the Executive Director. Any officer, employee or agent shall be hired "at will" and may be removed at any time with or without cause. The appointment of any officer, employee or agent shall not create contract rights for such person. Any two offices may be held by the same person. The Board shall elect a Secretary and a Treasurer. They will have no compensation.

Section 6.02 **Compensation:** Vakkas may pay compensation in reasonable amounts to officers, agents and employees for services rendered.

Section 6.03. **Advisory Board:** Vakkas Board of Trustees and the Founder may designate certain persons or groups of persons as Advisors and Friends of Vakkas or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board of Trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities to act on behalf of Vakkas.

ARTICLE VII: AMENDMENTS

Section 7.01 **Amendments:** These Bylaws may be amended when necessary by a majority vote of the Board, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof. Proposed amendments must be submitted in writing to the Founder and delivered to each Board member together with regular Board meeting notices.

ARTICLE VIII: INDEBTEDNESS AND FINANCIAL RESOURCES

Section 8.01 **Borrowing:** The Officers shall have no power to borrow and/or invest money on behalf of the Corporation; nor shall they have the right to borrow money from Vakkas.

Section 8.02. **Financial Resources:** Financial resources of Vakkas will consist of online donations to Vakkas as a Corporation, and online advertisement revenues on its website, and fundraising activities in line with the charitable purpose of the Non-profit Corporation.

ARTICLE IX: CONFLICT OF INTEREST

Section 9.01 **Conflict of Interest:** Except as otherwise provided by law or in the Certificate of Incorporation, and subject to the corporation's Conflict of Interest Policy, no trustee, officer, employee or agent of Vakkas or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any contract or other transaction with Vakkas without the express written consent of all non-interested Board members.

ARTICLE X: NON-DISCRIMINATION

Section 10.01 **Non-discrimination:** Vakkas is committed to a policy of equal opportunity. Vakkas shall make its best effort to comply with all applicable laws and regulations regarding employment and shall ensure that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of trustees, officers, employees or agents, applicants for employment, grant recipients or students. The Board and all officers and employees are required to implement this policy.

ARTICLE XI: INDEMNIFICATION

Section 11.01 **Indemnification for Trustees and Officers:** Vakkas shall, to the extent legally permissible, indemnify each person who serves or has served as a trustee or officer of the corporation, and each person who is or was serving at the request Vakkas as an officer or director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the corporation), against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or trustee, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the corporation in advance of the final adjudication on behalf of the person indemnified; however, such person must repay to Vakkas the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment. There shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense.

Section 11.02 **Settlements:** As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the corporation by a majority vote of the whole Board at a duly organized special meeting called for that purpose, provided the Board shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. No such approval shall prevent the recovery from any such officer or trustee of any amounts paid to such person on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the corporation.

Section 11.03 **Employees and Agents:** By the same procedures set forth in the preceding paragraph, the Board may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the corporation who are not officers or trustees

or to persons serving at the corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 11.04 **Non-waiver of legal rights:** The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, trustee, employee or agent may be entitled or which may lawfully be granted to such person.

Section 11.05 **Insurance:** By action of the Board, notwithstanding any interest of the Trustees in such action, the corporation may purchase and maintain director's and officer's insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an officer, trustee, employee or other agent of the corporation or who is or was serving at the request of the corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability.

Section 11.06 **Definitions:** As used herein, the terms "officer," "trustee," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then had or been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then had or been pending or threatened.

ARTICLE XII: PERSONAL LIABILITY

Section 12.01 **Personal Liability:** The Trustees and Officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE XIII: MISCELLANEOUS

Section 13.01 **Fiscal Year:** The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board.

Section 13.02 **Corporate Seal.** The corporate seal shall be in a form determined from time to time by the Board.

Section 13.03 **Contracts and Other Documents:** Only the Founder or Executive Director, if any, may enter into contracts or execute and deliver other documents and instruments on the Corporation's behalf.

Section 13.04 **Donations:** The Founder and the Executive Director may accept on behalf of Vakkas any contribution, gift, bequest, or devise in support of Vakkas' purpose as stated in Section 1.02 above.

Section 13.05 **Checks, Drafts, Loans, Etc.:** The Founder and the Executive Director are authorized to sign all checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of Vakkas.

Section 13.06 **Deposits:**

(a) All funds of Vakkas shall be deposited to the credit of Vakkas in such banks, trust companies, or other depositories as the Board may from time to time select.

(b) The donations that Donors deliver to Vakkas to deliver to hospitals to pay medical expenses of uninsured or under-insured cancer patients of such hospitals will be deposited in a separate Trust Account in the Bank designated as the Donation Account. Donation monies will be delivered directly to such hospitals in a timely manner, with no deductions (except those fees that any financial intermediary, including but not limited to bank, credit card and online payment companies might charge for their services) to the account payable of each cancer patient selected by the subject Donor, or Vakkas if such Donor leaves decision to Vakkas. Vakkas will also have a separate Operational Account for donations that are directed directly to Vakkas, for purposes of its charitable activities, awareness-raising and other related expenses.

Section 13.07 Books and Records: Vakkas shall keep at its registered office the books and records of account, minutes of Board proceedings and a record of the names and addresses of each Board Trustee. Any Trustee may, on reasonable written notice, inspect all books and records of Vakkas for any proper purpose, at any reasonable time.

Section 13.08 Loans to Trustees and Officers: Vakkas shall make no loans to its Trustees or officers.

Section 13.09 Distribution of Net Earnings; Political Activity:

(a) No part of the net earnings of Vakkas shall inure to the benefit of, or be distributable to its, Trustees, officers, or other private persons, except that Vakkas 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 Article 1.02 hereof.

(b) No substantial part of the activities of Vakkas shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Vakkas shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, Vakkas shall not carry on any other activities not permitted to be carried on (i) by a non-profit corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a non-profit corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 13.10 Distribution of Assets Upon Dissolution: Upon the dissolution of Vakkas, Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Respectfully submitted effective the 10th day of October 2013