

BYLAWS OF SPECIAL NEEDS SIBS
(Effective June 1, 2013)

ARTICLE I
MISSION

Section 1. Core Mission. The core mission of SPECIAL NEEDS SIBS (hereinafter “SNS”) is to support siblings of children with special needs, their families, and children with special needs.

Section 2. Elements of Mission.

(a) SNS will support siblings of children with special needs, their families, and children with special needs by providing critical and useful information, programs, services, and support from diagnosis to day-to-day life.

Section 3. Accomplishing the Mission.

(a) SNS will operate in accordance with those generally accepted principles necessary to obtain a Four Star Charity Navigator rating.

ARTICLE II
OFFICES

The principal office of SNS in the State of Texas shall be located in The Woodlands, Montgomery County, Texas.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of SNS shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of SNS as it deems proper, so long as such rules and regulations do not conflict with the Articles of Incorporation, these Bylaws or the laws of the State of Texas.

Section 2. Members. SNS shall have no members other than the members of the Board of Directors.

Section 3. Number. The number of Directors of SNS shall be fixed by the Board of Directors, but shall in no event be less than three or more than 15. The initial Board shall consist of 3 members.

Section 4. Election and Term of Office. The initial Board of Directors will have one member with a four-year term, one member with a three-year term, and one member with a two-year term. Thereafter, the terms of members of the Board of Directors shall be three years, and the terms shall be staggered so that one-third of the Board positions, or as close thereto as possible, shall be up for election each year. No more than one member of an immediate family

may serve on the Board of Directors at any given time. Each Director shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided. Nominees for election to the Board of Directors to be elected at the Annual or other Board meeting shall be proposed by the Nominating Committee. The names and qualifications of the nominees shall be mailed to all Directors at least 20 days prior to such meeting. Voting on nominees shall take place at the Annual Meeting for regular elections, or, in the case of a vacancy, at any other meeting at which there is a quorum. Nominations may be made from the floor at any such meeting. A nomination from the floor must receive a second.

Section 5. Term Limits. No Director shall serve more than two consecutive three-year terms. A member of the Board of Directors who has served his maximum terms shall be ineligible to serve as a Board member for a period of one year thereafter.

Section 6. Exception to section 5. The Board may determine, because of mitigating circumstance requiring certain skills and or experience of specific board members to waive terms limits and extend board service for one to two years depending on the remediation of circumstances. This exception also overrides section 3, limiting the number of board members to 15.

Section 7. Removal. Any Director may be removed by the Board of Directors with or without cause whenever, in the judgment of the Board of Directors, the best interests of SNS will be served.

Section 8. Annual Meeting. The Annual Meeting of the Board of Directors shall be held each June or as close thereto as possible at a time, date and location specified in a written notice that is sent at least 20 days prior to such meeting. The meeting may be held either within or without the State of Texas. At the Annual Meeting or thereafter the Board of Directors shall elect Directors and officers for the ensuing year.

Section 9. Regular Meetings. In addition to the Annual Meeting, the Board of Directors shall meet at two times per year at a time, date and location, designated by the Board of Directors.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or one-third of the Directors. Notice of any special meeting of the Board of Directors shall be given by written notice at least five business days prior to the date of such meeting. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 11. Notice. Whenever written notice is required to be given to a Director under these By-Laws, it may be delivered to such Director either personally, sent by facsimile, electronic mail, or mailed to each Director at his address, facsimile number or electronic mail address appearing on the books of SNS. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed to be delivered when sent. Any

Directors may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Quorum. A majority of the number of Directors fixed by Section 3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote and voting by proxy shall not be permitted.

Section 14. Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.

Section 15. Conference Telephone Meetings. The Board of Directors may permit any or all Directors to participate in a meeting of the Board of Directors by, or conduct a meeting through the use of, conference telephone or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting, so long as a quorum is present. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 16. Minutes. The Board of Directors shall keep the minutes of its meetings and record all action taken by it. The minutes shall be signed by the Secretary and submitted for approval at the next meeting of the Board of Directors.

Section 17. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired portion of his predecessor's term in office and will be eligible to be reelected for an additional two full terms

Section 18. Expense Reimbursement. Directors shall not receive any salary for their services or receive reimbursement for expenses incurred for the conduct of general Board of Director business. The Board of Directors may approve reimbursement of specific expenses incurred for conduct of certain SNS business.

Section 19. Conflict of Interest and Disclosure Statement. All Directors of SNS shall perform their duties in good faith and shall act only in the best interests of SNS. Each Director annually shall sign SNS's Disclosure Statement with respect to conflicts of interest. Any Director who is involved in an SNS business transaction must fully and promptly disclose to the Board of Directors all actual or potential conflicts of interest and shall abstain from deliberations and voting on matters concerning such transaction. In order to encourage a full and impartial discussion by the remaining Directors, such Director will be excused from that part of the meeting in which the transaction is discussed except where such Director's information may be

needed, and such Director shall not be counted in the quorum for such discussion or vote. The minutes shall reflect such Director's absence from the discussion and abstention from the vote relating to the transaction.

ARTICLE IV ADVISORY BOARD

The Board of Directors may establish one or more Advisory Boards, including a Parental Advisory Board, comprised of individuals, including former Directors, who support the mission of SNS and are knowledgeable in the fields that can assist SNS, and a Sibling Advisory Board. The number and qualifications of persons who serve on the Advisory Boards, the terms and conditions of their service and the responsibilities and procedures governing the conduct of the Advisory Boards shall be prescribed by the Board of Directors. The function of the Advisory Boards shall be purely advisory and such members shall have no voting rights or rights to attend meetings of the Board of Directors.

ARTICLE V OFFICERS

Section 1. Number. The officers of SNS shall be a Chairman, Vice Chairman, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of Chairman and Secretary. Any two or more offices may be held by the same person, except for the office of Chairman may not be held by the same person who holds the office of Treasurer or Secretary.

Section 2. Election and Term of Office. The officers of SNS to be elected by the Board of Directors shall be elected annually by the Board of Directors at the Annual Meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of SNS will be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the principal executive officer of SNS and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of SNS. He shall, when present preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of SNS thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where

the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of SNS, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chairman. There shall be a Vice Chairman elected by the Board of Directors. The Vice Chairman shall perform any such duties as from time to time may be assigned to him by the Chairman or by the Board of Directors. In the absence of the Chairman or in the event of his death, inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and he subject to all the restrictions upon the Chairman.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more minute books pro for that purpose; (b) see that all notices are duly given in accordance with the provision of these By-Laws or as required by law; (c) be custodian of the corporate records of SNS; and (d) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of SNS; (b) receive and give receipts for moneys due and payable to SNS from any source whatsoever, and deposit all such moneys in the name of SNS in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

Section 9. Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. General. The Board of Directors shall maintain standing committees through which the work of the Board of Directors shall be conducted between meetings of the Board. The standing committees of the Board shall be the Executive, Nominating, Finance, and Development Committees. The Chairman shall appoint the chairmen and members of all standing committees other than the Executive Committee. The members and chairmen of all standing committees shall be appointed for one-year terms. Each committee may set its own meeting dates.

Section 2. Minutes. Each committee shall keep the minutes of its meetings, record all action taken by it and submit copies of its minutes to the Secretary. Each committee shall present to the Board a report summarizing the actions taken at its meetings.

Section 3. Quorum. A majority of each committee shall constitute a quorum. A majority vote of those present at a meeting at which a quorum is present shall constitute action by any committee.

Section 4. Notice of Meetings. The chairman of each committee shall send notices of all meetings of committees in accordance with the manner and time frames set forth Article III.

Section 5. Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chairman, the Vice Chairman, the Secretary, and the Treasurer. The Executive Committee shall meet to ensure supervision of the Executive Director and to act when the Board of Directors is unable to meet through inability to give notice as required under Article III. When the Board of Directors is unable to meet, the Executive Committee may exercise any and all powers of the Board until such time as the Board of Director can meet except that the Executive Committee shall not fill vacancies on the Board and shall not amend or repeal the Articles of Incorporation or these By-Laws or adopt any plan of merger, consolidation, dissolution, revocation of dissolution or disposition of substantially all of the assets of SNS.

Section 6. Nominating Committee. The Nominating Committee shall be appointed immediately upon the annual election of officers and Directors and shall meet throughout the year. The Nominating Committee shall be responsible for identifying and maintaining a list of potential candidates in order to ensure a proper balance of talents and diversity for the Board of Directors. It shall maintain a current profile of the Board's membership composition to guide the selection process. It shall evaluate the performance of incumbent Directors who are eligible for reelection, including their active involvement in Board affairs and their fulfillment of membership responsibilities. The Nominating Committee shall present to the Board of Directors nominations for Directors and officers. The Nominating Committee shall also nominate candidates for the Professional Advisory Board in accordance with Article IV.

Section 7. Finance Committee. The Treasurer shall be a member of the Finance Committee. The duties of the Finance Committee shall include reporting to the Board of Directors on recommendations for investment and management of the funds of SNS, investments or significant changes in investments, maintaining long-term financial forecasts, reviewing and approving budgets (including all personnel salaries and benefits) prior to their submission to the Board of Directors, ensuring compliance with budgets. The Finance Committee shall review and approve an annual budget each year which shall be presented to the Board of Directors for review and approval prior to the end of SNS's year. Any changes proposed to any annual budget after such approval by the Board of Directors shall be reviewed and approved by the Finance Committee and submitted to the Board of Directors for its review and approval.

Section 8. Development Committee. The Development Committee shall recommend policies to the Board regarding SNS's fundraising, development and endowment programs. In coordination with the Executive Director, this committee shall devise plans for increasing the revenues of SNS. It shall assist with the implementation of the development plan.

Section 9. Other Committees. The Chairman may establish from time to time such *ad hoc* committees with the approval of the Board of Directors as may be necessary and

appropriate. *Ad hoc* committees shall limit their activities to the accomplishment of the task for which created and appointed and shall stand discharged upon completion of the task.

ARTICLE VII INDEMNITY

Section 1. Indemnification. SNS shall indemnify its Directors, officers and employees as follows:

(a) Every Director, officer or employee of SNS shall be indemnified by SNS against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may become involved, by reason of his being or having been a Director, officer, employee or agent of SNS or is or was serving at the request of SNS' as a Director, officer, employee or agent of SNS, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a Director, officer, employee or agent at the time such expenses are incurred except in such cases in which the Director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; *provided that* in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement.

(b) SNS shall provide to any person who is or was a Director, officer, employee, or agent of SNS or is or was serving at the request of SNS as a Director, officer, employee or agent of SNS, partnership, joint venture, trust or enterprise indemnity against expenses of suit, litigation or other proceedings which to the fullest extent permissible under applicable law, including the advancement of any such expenses.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provision of this Article VII.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

Section 2. Loans. No loans shall be contracted on behalf of SNS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SNS, shall be signed by such officer or officers, agent or agents of SNS and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of SNS not otherwise employed shall be deposited from time to time to the credit of SNS in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of SNS shall begin on the 1st day of January and end on the 31st day of December of each year.

**ARTICLE X
AMENDMENTS**

These By_laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors call for that purpose by a vote of two-thirds of the Board of Directors.

**ARTICLE XI
INTERPRETATION**

In these By-Laws, words of masculine gender mean and include correlative words of the feminine and neuter genders.

The above By-Laws are certified to have been adopted by the Board of Directors of SNS on the 1st day of June, 2013.

Secretary