

**BY-LAWS
OF
TRANSNATIONAL ALLIANCE FOR GENETIC COUNSELING**

ARTICLE I

ORGANIZATION AND OFFICES

Section 1. Organization. The Transnational Alliance for Genetic Counseling (the “TAGC”) shall be a nonprofit organization established and operated in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”) and the regulations thereunder, and the South Carolina Nonprofit Corporation Act of 1994, Chapter 31, Title 33 of the South Carolina Code (the “South Carolina Code”). The TAGC shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article VII, infra.

Section 2. Offices. The principal office of the TAGC shall be located in the County of Richland, State of South Carolina. The TAGC may have such other offices, either within or without the State of South Carolina, as the Board of Directors may designate or as the business of the TAGC may require from time to time. The registered office of the TAGC required by the South Carolina Code to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of the TAGC, and the address of the registered office may be changed from time to time by the TAGC.

ARTICLE II

PURPOSES

Section 1. Scientific and Educational Purposes. The TAGC shall operate exclusively as a scientific and educational nonprofit corporation to promote and support activities that are designed for the benefit of, to perform the functions of and to carry out the purposes of: connecting genetic counseling education programs and professional societies representing genetic counseling, promoting transnational collaboration in genetic counseling education and research, and the international development of genetic counseling. The TAGC will fulfill these purposes by (a) sponsoring and organizing genetic counseling education conferences and workshops; (b) promoting scholarship regarding genetic counseling education; and (c) engaging in any and all lawful activities necessary or incident to the foregoing purposes, except as limited in the TAGC's Articles of Incorporation.

Section 2. Permissible Activities. The TAGC is organized and shall operate exclusively for the aforesaid purposes, and in connection therewith its scope of activities shall include all permissible activities under the Internal Revenue Code and the South Carolina Code; provided, however, that any activity authorized by this provision shall not be engaged in any manner which would jeopardize the federal income tax exemption of the TAGC under Section 501(c)(3) of the Internal Revenue Code. The Board of Directors may authorize, amend or restate operating guidelines, plans, practices and/or procedures from time to time in order to effectively implement the purposes of the TAGC.

Section 3. Purpose Consistent with Internal Revenue Code. The TAGC is organized and shall be operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings thereof shall inure to

the benefit of any private shareholder or individual. No substantial part of the activities of the TAGC shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law. The TAGC shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-Laws, the TAGC shall not carry on any activities not permitted to be carried on by (a) an organization described in Section 501(c)(3), of the Internal Revenue Code or (b) an organization contributions to which are deductible under the Section 170(c)(2) of the Internal Revenue Code or any other corresponding provision of any future United States internal revenue law.

ARTICLE III

FINANCES AND FUNDS

Section 1. Receipt of Funds. The TAGC shall raise funds by collecting registration fees for its conferences; collecting and receiving of gifts of money and property, grants, contributions, donations, bequests, receipts, fees for services, and fundraising activities; provided, however, all such funds must be accepted by the Board of Directors of the TAGC. The Board of Directors may accept revenues and properties which are qualified, limited or restricted in their use; provided, however, such qualifications, conditions, limitations and/or restrictions shall not conflict with the purposes of the TAGC set forth in Article II of these By-Laws and the TAGC's Articles of Incorporation. Unless otherwise specifically required, such restricted, qualified or limited revenues and/or property may be mingled with other funds of the TAGC.

Section 2. Use of Funds. All funds collected, received and accepted by the TAGC, together with the income therefrom, shall be held, retained, managed and conserved in an account or accounts administered, used and applied by the TAGC in the sole discretion of the Board of Directors in accordance with the purposes described in Article II of these By-Laws and the TAGC's Articles of Incorporation. Funds received by the TAGC shall be held in an account or accounts in the name of the TAGC in such location(s) as may be designated by the Board of Directors. The TAGC shall hold, manage, invest and reinvest its funds in accordance with the investment policies of the TAGC and shall collect and receive the income therefrom.

After deducting all necessary expenses incident to the operation and administration of the TAGC, such funds shall be utilized in accordance with the purposes set forth in these By-Laws and the TAGC's Articles of Incorporation. The Board of Directors may establish a committee within itself for the purpose of supervising and managing investments. All such funds received and held by the TAGC

shall be distributed to such persons and in such amounts as the Board of Directors of the TAGC shall deem appropriate, in keeping with the purposes of the TAGC. The TAGC shall be the sole entity or person responsible for the application and use of its assets, including payment of its expenses in accordance with such operating guidelines as may be established by the Board of Directors; and it shall operate as an independent and autonomous entity for the purposes of meeting its financial obligations.

Section 3. Contracts. The Board of Directors may authorize any agent or agents to enter into any contract or execute and deliver any instruments in the name and on behalf of the TAGC, and such authority may be general or confined to specific instances.

Section 4. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TAGC shall be signed by such agent or agents of the TAGC and in such manner as shall from time to time be determined by the Board of Directors.

Section 5. Deposits. All funds of the TAGC not otherwise employed shall be deposited from time to time to the credit of the TAGC in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Financial Compliance with Internal Revenue Code. Notwithstanding any other provision of these By-Laws, no expenditure shall be made in any manner or for any purpose whatsoever (i) which may jeopardize the status of the TAGC as an organization under Section 501(c)(3) of the Internal Revenue Code, and the regulations thereunder; or (ii) which may jeopardize the status of contributions or payments by any person insofar as concerns deductions which are allowed under the provisions of Sections 170, 2055, 2106 and 2522 of the Internal Revenue Code and the regulations thereunder.

Should the TAGC be or become a Private Foundation under the provisions of Section 509 of the Internal Revenue Code, it shall distribute income for each taxable year at such time and in such manner as not to incur a tax on undistributed income imposed by Section 4942 and related sections of the Internal Revenue Code and the regulations thereunder.

Should the TAGC be or become a Private Foundation under the provisions of Internal Revenue Code Section 509, it shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code and the regulations thereunder; or retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code and the regulations thereunder; or make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code and the regulations thereunder; or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code and the regulations thereunder.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The TAGC shall not have members pursuant to Section 33-31-603 of the South Carolina Code. The business and affairs of the TAGC shall be managed under the direction of a Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the TAGC shall be at least three (3), but no more than thirty (30). The number of Directors may be increased or decreased as may be determined from time to time by the majority vote of the Directors; provided however, in no event shall the Board consist of less than three (3) Directors. The Sole Incorporator of the TAGC shall appoint the initial Board.

Except as otherwise provided herein, the term for each Director shall be three (3) years, terms to be staggered as more fully described in Section 11 of this Article. Each Director shall hold office until his successor shall have been appointed and qualified or until his earlier resignation, removal from office, death or incapacity. A Director may be removed by a majority vote of the Board of Directors, excluding the vote of the affected Director.

Section 3. Meetings. An annual meeting of the Directors shall be held, at a time and place to be designated by the Board, within six months following the end of the TAGC's fiscal year for the purpose of transacting any business as may come before the Board of Directors. Unless otherwise approved by the Board, the first regularly scheduled meeting of the Board after the beginning of the TAGC's fiscal year shall be the annual meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of additional regular meetings. Special meetings of the Board of Directors may be held at any time and place upon the call of a majority of the Directors. Participation in meetings may be in person, by telephone or

other appropriate means of electronic communication, or by other means of simultaneous communication as the Board shall from time to time deem appropriate.

Section 4. Notice. Notice of the time, date and place of the annual meeting, or any regular or special meeting shall be given at least two (2) days previously thereto. Such notice shall be given in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, email or other form of wire or wireless communication or by mail or private carrier or any other lawful means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these By-Laws) objects to and does not thereafter vote for or assent to the objected to action. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning.

Section 5. Quorum. A majority of the number of Directors fixed as provided in Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, to include election of a class of Directors whose terms are to expire as described in Section 11 of this Article, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Order of Business and Manner of Acting. The regular order of business at any regular and special meeting of the Board of Directors shall be as follows: (a) reading and disposal of minutes of the last meeting; (b) old business; (c) new business; (d) adjournment; and (e) any other matters brought to the attention of the Board of Directors. 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, except as otherwise provided in this Section.

Section 7. Vacancies. Except as otherwise required by law or the TAGC's Articles of Incorporation, any vacancy, to include a vacancy created by an expiration of a Director's term of office, occurring in the Board of Directors may be filled by appointment by a majority of the Board of Directors. A Director appointed to fill a mid-term vacancy shall hold office only until the next annual meeting of the Board of Directors at which time a successor is qualified and appointed.

Section 8. Informal Action by Directors. Except as provided by the South Carolina Code, action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is approved by a majority of the Directors. The action must be evidenced by one or more written consents describing the action taken, signed by those Directors approving the action, and delivered to the TAGC for inclusion in the minutes or filing with the TAGC's records. A consent signed under this section has the effect of a meeting vote and may be described as such in any document filed with the South Carolina Secretary of State. Written notice of Director consent under this section must be given to all Directors who have not signed the written consent. If written notice is required, Director Approval pursuant to this section is effective ten (10) days after the written notice is given.

Section 9. Committees. The Board of Directors then in office may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them. Each committee must have two or more members. To the extent specified by the Board of Directors, between meetings of the Board of Directors and subject to such limitations as may be required by law, the TAGC's Articles of Incorporation, these By-Laws or imposed by resolution of the Board of Directors, such committees may exercise all of the authority of the Board of Directors in the management of the TAGC. The creation of, delegation of authority to or action by a committee shall

not alone constitute compliance by a Director with the standards of conduct prescribed by the South Carolina Code.

Meetings of the committees may be held at any time on call of a majority of the members of the committee. A majority of the members of the committee shall constitute a quorum for all meetings. Committees shall keep minutes of their proceedings and submit them to the next succeeding meeting of the Board of Directors for approval.

Section 10. Compensation. The Board of Directors will serve without compensation, but may receive payment of, or reimbursement for, all expenses of each Director related to such Director's attendance at meetings and the performance of acts and duties required under these By-Laws or otherwise in furtherance of the purposes of the TAGC. Any such reimbursement shall be at the sole discretion of the Board of Directors.

Section 11. Staggered Term. The Board shall be divided into equal or approximately equal classes, to be designated as "A Directors," "B Directors," and "C Directors." Initial A Directors shall serve for a term one (1) year, initial B Directors shall serve a term of two (2) years, and initial C Directors shall serve a term of three (3) years; such initial term enacted to allow no more than one-third of the Board to be eligible for re-appointment in any one-year period. Should the Board deem it necessary to increase or decrease the size of the Board from time to time, any changes should be effectuated in such a manner as to preserve the ratio of A, B and C Directors.

ARTICLE V

Section 1. Officers.

(a) General. The officers of the Corporation shall be vested with authority to administer and implement duties, responsibilities and directives in conformity with their respective offices in furtherance of the purposes set forth in the By-Laws and the Corporation's Articles of Incorporation.

(b) Number. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors shall deem necessary or desirable. Any two or more offices may be held by the same person, and an officer may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment of Officers. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors or at such time or times as the Board of Directors shall determine.

Section 3. Removal. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a person designated by the Board of Directors. An officer filling a vacated position shall assume the duties of his or her office immediately upon appointment by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Board of

Directors and at all meetings of the Members. He may sign 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 the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. The Vice President shall familiarize himself with the affairs of the Corporation, and shall have such powers and perform such duties as may be prescribed from time to time by the President or the Board of Directors. At the request of the President, or, in the event of the absence or disability of the President, at the request of the Board of Directors, the Vice President may act temporarily in the place of the President and when so acting shall possess all the powers of and perform all the duties of that officer.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in a manner approved by the Board; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation (if such seal exists) and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the postal address of each Director and other contact information the Board from time to time shall deem necessary, which shall be furnished to the Secretary by such Director; (e) authenticate records of the Corporation when such authentication is required; and (f) 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 President or 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 the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and (b) 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 President or the Board of Directors.

Section 9. Compensation. The compensation of the officers, if any, shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving compensation by reason of the fact that he is also a Director of the Corporation.

Section 10. Bonds. Any or all officers and agents shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI

INDEMNIFICATION

Section 1. Authority. The TAGC shall to the fullest extent permitted by the South Carolina Code, indemnify all persons whom it may indemnify pursuant thereto so long as such persons have conducted themselves in good faith and reasonably believed their conduct not to be opposed to the TAGC's best interests.

Section 2. Insurance. The TAGC may purchase and maintain insurance on behalf of any person who is or was a Director, employee or agent of the TAGC, or who, while a Director, employee or agent of the TAGC is or was serving at the request of the TAGC as a Director, officer, partner, employee or agent of another Alliance, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him in that capacity or arising from his status as such, whether or not the TAGC would have the power to indemnify him against the same liability under Sections 33-31-851 and 33-31-852 of the South Carolina Code.

ARTICLE VII

REGULATION AND DISSOLUTION

Section 1. Regulation. The regulation of the business and conduct of the affairs of the TAGC shall conform to federal and state income tax laws and any other applicable federal and state law, and such regulation shall be determined by these By-Laws, as they may be amended from time to time. In the interpretation of these By-Laws, wherever reference is made to the Internal Revenue Code, the South Carolina Code or any other statute, or to any section thereof, such reference shall be construed to mean such code, statute or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws covering equivalent subject matter.

Section 2. Dissolution. The TAGC may be dissolved and its business and affairs terminated upon a vote of two-thirds (2/3) of the Directors in office at the time the dissolution is approved at a meeting of which written notice mailed to each Director shall be given at least seven days previously thereto. Such notice shall state the purpose of the proposed meeting. After dissolution is approved, Articles of Dissolution shall be filed with the Secretary of State.

Upon dissolution of the TAGC and after all its debts and expenses have been paid, all its assets which may be legally so distributed shall be distributed in conformity with these By-Laws and for the purposes set forth herein and in the TAGC's Articles of Incorporation. All remaining assets of the TAGC shall be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law.

ARTICLE VIII

RECORDS AND REPORTS

Section 1. Records. The TAGC shall keep as permanent records all records required by the South Carolina Code, including copies of its Articles of Incorporation, minutes of all meetings of the Board of Directors, actions taken by the Board of Directors without a meeting, accounting, tax and financial records, and all copies of all reports required to be filed with government offices and agencies.

Section 2. Reports. The TAGC shall maintain all accounting, tax and financial records required under the Internal Revenue Code and the South Carolina Code. Annual financial statements, prepared under generally accepted accounting principles, shall be prepared by the TAGC's accountants and submitted to the Board of Directors. If the TAGC indemnifies or advances expenses to any member of the Board of Directors or officer of the TAGC under Sections 33-31-851, 33-31-852, 33-31-853, or 33-31-854 of the South Carolina Code in connection with a proceeding by or in the right of the TAGC, the TAGC shall report the indemnification or advance in writing to the Board of Directors with or before the notice of the next meeting of the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Amendments. These By-Laws may be amended or repealed and new By-Laws may be adopted by a majority vote of the Directors in office at the time of the amendment or repeal and adoption of new By-Laws. Any notice of a meeting of the Directors at which these By-Laws are to be amended or repealed or new By-Laws adopted must be given at least seven (7) days previously thereto and such notice shall include notice of such proposed action.

Section 2. Waiver of Notice. Except as otherwise provided by law, whenever any notice is required to be given to any Member or Director of the TAGC under the provisions of the South Carolina Code, or under the provisions of the Articles of Incorporation or By-Laws of the TAGC, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the TAGC for inclusion or filing with the minutes or corporate records, shall be equivalent to the giving of such notice.

Section 3. Seal. The TAGC may have a corporate seal as determined by the Board of Directors, including an inscription thereon of the name of the TAGC, the year of its incorporation, and the name of South Carolina pursuant to the laws of which the TAGC was organized.

Section 4. Fiscal Year. The fiscal year of the TAGC shall end on December 31 of each calendar year unless otherwise determined by the Board of Directors.

Section 5. Construction. Any gender-specific noun or pronoun that may appear in these By-Laws shall be understood to refer to persons of either sex.