

## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

2007

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service(77)

The organization may have to use a copy of this return to satisfy state reporting requirements

## A For the 2007 calendar year, or tax year beginning , 2007, and ending

## B Check if applicable

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Termination  
☐ Amended return  
☐ Application pending

Please use  
IRS label  
or print  
or type  
See  
specific  
instructions.KLINEFELTER SYNDROME & ASSOCIATES  
11 KEATS COURT  
COTO DE CAZA, CA 92679

## D Employer Identification Number

33-0395993

## E Telephone number

## F Accounting method:

- ☐ Cash ☒ Accrual  
☐ Other (specify) ▶

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H (a) Is this a group return for affiliates? ☐ Yes ☒ No

H (b) If 'Yes,' enter number of affiliates ▶

H (c) Are all affiliates included? ☐ Yes ☐ No

(If 'No,' attach a list. See instructions.)

H (d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

## G Web site: ▶ GENETIC.ORG

## J Organization type (check only one)

▶ ☒ 501(c) 3 (insert no) ☐ 4947(a)(1) or ☐ 527K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

## I Group Exemption Number ▶

M Check ☐ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 161,335.

## Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

1	Contributions, gifts, grants, and similar amounts received				
a	Contributions to donor advised funds	1a			
b	Direct public support (not included on line 1a)	1b	135,919.		
c	Indirect public support (not included on line 1a)	1c			
d	Government contributions (grants) (not included on line 1a)	1d			
e	Total (add lines 1a through 1d) (cash \$ 135,919. noncash \$ )	1e	135,919.		
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	12,257.		
3	Membership dues and assessments	3			
4	Interest on savings and temporary cash investments	4	2.		
5	Dividends and interest from securities	5			
6a	Gross rents	6a			
b	Less: rental expenses	6b			
c	Net rental income or (loss). Subtract line 6b from line 6a	6c			
7	Other investment income (describe ▶ )	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
b	Less: cost or other basis and sales expenses	8a			
c	Gain or (loss) (attach schedule)	8b			
d	Net gain or (loss). Combine line 8a, columns (A) and (B)	8c			
8d		8d			
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
a	Gross revenue (not including \$ of contributions reported on line 1b)	9a			
b	Less: direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events. Subtract line 9b from line 9a	9c			
10a	Gross sales of inventory, less returns and allowances	10a			
b	Less: cost of goods sold	10b			
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10c			
11	Other revenue (from Part VII, line 103)	11	13,157.		
12	Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	161,335.		
13	Program services (from line 44, column (B))	13	155,757.		
14	Management and general (from line 44, column (C))	14	27,873.		
15	Fundraising (from line 44, column (D))	15	6,825.		
16	Payments to affiliates (attach schedule)	16			
17	Total expenses. Add lines 13 and 14, column (A)	17	190,455.		
18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	-29,120.		
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	78,800.		
20	Other changes in net assets or fund balances (attach explanation)	20			
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	49,680.		

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0109L 12/27/07

Form 990 (2007)

SCANNED SEP 19 2008

EXPENSES

NET ASSETS

RECEIVED  
SEP 22 2008  
OGDEN UT

671

**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See instructions)

Do not include amounts reported on line 6a, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<b>22a</b> Grants paid from donor advised funds (attach sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22a</b>			
<b>22b</b> Other grants and allocations (att sch) See Stmt 1 (cash \$ 50,000. non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22b</b>	50,000.	50,000.	
<b>23</b> Specific assistance to individuals (attach schedule)	<b>23</b>			
<b>24</b> Benefits paid to or for members (attach schedule)	<b>24</b>			
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A	<b>25a</b>	51,619.	39,747.	8,775.
<b>b</b> Compensation of former officers, directors, key employees, etc. listed in Part V-B	<b>25b</b>	0.	0.	0.
<b>c</b> Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	<b>25c</b>	0.	0.	0.
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	<b>26</b>			
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	<b>27</b>			
<b>28</b> Employee benefits not included on lines 25a - 27	<b>28</b>			
<b>29</b> Payroll taxes	<b>29</b>			
<b>30</b> Professional fundraising fees	<b>30</b>			
<b>31</b> Accounting fees	<b>31</b>			
<b>32</b> Legal fees	<b>32</b>			
<b>33</b> Supplies	<b>33</b>	8,237.	5,937.	2,300.
<b>34</b> Telephone	<b>34</b>	3,956.	1,978.	1,978.
<b>35</b> Postage and shipping	<b>35</b>	4,934.	2,642.	1,774.
<b>36</b> Occupancy	<b>36</b>	10,998.	5,499.	5,499.
<b>37</b> Equipment rental and maintenance	<b>37</b>			
<b>38</b> Printing and publications	<b>38</b>	9,717.	6,739.	76.
<b>39</b> Travel	<b>39</b>			
<b>40</b> Conferences, conventions, and meetings	<b>40</b>	16,012.	16,012.	
<b>41</b> Interest	<b>41</b>			
<b>42</b> Depreciation, depletion, etc (attach schedule)	<b>42</b>	259.	130.	129.
<b>43</b> Other expenses not covered above (itemize)				
<b>a</b> See Statement 2	<b>43a</b>	34,723.	27,073.	7,342.
<b>b</b>	<b>43b</b>			
<b>c</b>	<b>43c</b>			
<b>d</b>	<b>43d</b>			
<b>e</b>	<b>43e</b>			
<b>f</b>	<b>43f</b>			
<b>g</b>	<b>43g</b>			
<b>44</b> Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	<b>44</b>	190,455.	155,757.	27,873.

Joint Costs. Check ☐ if you are following SOP 98-2Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If 'Yes,' enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_, (ii) the amount allocated to Program services \$ \_\_\_\_\_, (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III** Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ See Statement 3.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others.)

**a** THE CONTINUING SUPPORT FOR THE RESEARCH OF KLINEFELTER SYNDROME.

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ▶ ☐

155,757.

**b**

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ▶ ☐

**c**

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ▶ ☐

**d**

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(Grants and allocations \$ ) If this amount includes foreign grants, check here ▶ ☐

**e** Other program services

(Grants and allocations \$ ) If this amount includes foreign grants, check here ▶ ☐

**f** Total of Program Service Expenses (should equal line 44, column (B), Program services)

155,757.

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Form 990 (2007)

**Part IV Balance Sheets** (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	45 Cash — non-interest-bearing	77,000.	45	47,115.
	46 Savings and temporary cash investments		46	
	47a Accounts receivable			
	b Less allowance for doubtful accounts	1,800.	47c	
	48a Pledges receivable			
	b Less allowance for doubtful accounts		48c	
	49 Grants receivable		49	
	50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	51a Other notes and loans receivable (attach schedule)			
	b Less allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	328.
	53 Prepaid expenses and deferred charges		53	1,300.
	54a Investments — publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a	
	b Investments — other securities (attach sch)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54b	
55a Investments — land, buildings, & equipment basis				
b Less accumulated depreciation (attach schedule)		55c		
56 Investments — other (attach schedule)		56		
57a Land, buildings, and equipment basis	1,294.			
b Less accumulated depreciation (attach schedule) <b>Statement 4</b>	259.	57c	1,035.	
58 Other assets, including program-related investments (describe <input type="checkbox"/> _____)		58		
59 <b>Total assets</b> (must equal line 74) Add lines 45 through 58	78,800.	59	49,778.	
<b>LIABILITIES</b>	60 Accounts payable and accrued expenses		60	
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe <input type="checkbox"/> <b>See Statement 5</b> _____)		65	98.
	66 <b>Total liabilities.</b> Add lines 60 through 65	0.	66	98.
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74</b>			
	67 Unrestricted	60,300.	67	21,343.
	68 Temporarily restricted	18,500.	68	23,337.
	69 Permanently restricted		69	5,000.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74</b>			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 <b>Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	78,800.	73	49,680.
	74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73	78,800.	74	49,778.

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Form 990 (2007)



Yes	No
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[illegible]

75b	X
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75c		X


75 d		X
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**Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

<b>Part VI</b>	<b>Other Information</b> <i>(See the instructions.)</i>	<b>Yes</b>	<b>No</b>
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Yes	No
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76		X
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$\pi$	$\bar{x}$	
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78 a	X
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78b	N/A
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79	X
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80 a	X
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[illegible]

81b	X
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Part VI Other Information (continued)		Yes	No
<b>82 a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82 a</b>	X
<b>b</b>	If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82 b</b>	40,445.
<b>83 a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83 a</b>	X
<b>b</b>	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	<b>83 b</b>	X
<b>84 a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84 a</b>	X
<b>b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84 b</b>	N/A
<b>85 a</b>	501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	<b>85 a</b>	N/A
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>85 b</b>	N/A
	If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year		
<b>c</b>	Dues, assessments, and similar amounts from members	<b>85 c</b>	N/A
<b>d</b>	Section 162(e) lobbying and political expenditures	<b>85 d</b>	N/A
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85 e</b>	N/A
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85 f</b>	N/A
<b>g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85 g</b>	N/A
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85 h</b>	N/A
<b>86</b>	501(c)(7) organizations Enter <b>a</b> Initiation fees and capital contributions included on line 12	<b>86 a</b>	N/A
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities	<b>86 b</b>	N/A
<b>87</b>	501(c)(12) organizations Enter <b>a</b> Gross income from members or shareholders	<b>87 a</b>	N/A
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87 b</b>	N/A
<b>88 a</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	<b>88 a</b>	X
<b>b</b>	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI	<b>88 b</b>	X
<b>89 a</b>	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0.</u> , section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
<b>b</b>	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	<b>89 b</b>	X
<b>c</b>	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <u>0.</u>		
<b>d</b>	Enter Amount of tax on line 89c, above, reimbursed by the organization <u>0.</u>		
<b>e</b>	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	<b>89 e</b>	X
<b>f</b>	All organizations Did the organization acquire a direct or indirect interest in any applicable insurance contract?	<b>89 f</b>	X
<b>g</b>	For supporting organizations and sponsoring organizations maintaining donor advised funds Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>89 g</b>	X
<b>90 a</b>	List the states with which a copy of this return is filed <u>CA</u>		
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2007 (See instructions)	<b>90 b</b>	0
<b>91 a</b>	The books are in care of <u>ROBERT H. SHELTON</u> Telephone number <u>949-858-8384</u> Located at <u>11 KEATS COURT COTO DE CAZA CA</u> ZIP + 4 <u>926769</u>		
<b>b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country <u></u>	<b>91 b</b>	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			

BAA

Form 990 (2007)

**Part VI Other Information** (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91 c X

If 'Yes,' enter the name of the foreign country

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here

N/A

and enter the amount of tax-exempt interest received or accrued during the tax year

92 N/A

**Part VII Analysis of Income-Producing Activities** (See the instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a CONFERENCE					990.
b SALE OF DVDs					11,267.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	2.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b BOD RETREAT			1		13,157.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				2.	25,414.
105 Total (add line 104, columns (B), (D), and (E))					25,416.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

See Statement 7

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions.)

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes X No

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

Yes X No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions)



**Part XI** Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

**106** Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

**107** Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

Yes	No
	X

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
<b>Totals</b>				

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
	X

<b>Please Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer <i>Robert H. Shelton, Chairman</i> Type or print name and title		Date <i>8/28/2008</i>	
<b>Paid Preparer's Use Only</b>	Preparer's signature <i>Patrick S. Guzman</i>	Date <i>8-20-08</i>	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See General Instruction X) <i>N/A</i>
	Firm's name (or yours if self-employed), address, and ZIP + 4	Guzman & Gray, Certified Public Accountants 4510 E. Pacific Coast Highway, Suite 270 Long Beach, CA 90804		
	EIN	N/A Phone no. (562) 498-0997		

BAA

Form 990 (2007)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under  
Section 501(c)(3)**

**(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or 4947(a)(1) Nonexempt Charitable Trust**

**Supplementary Information — (See separate instructions.)**

**▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

OMB No. 1545-0047

**2007**

Name of the organization

**KLINFELTER SYNDROME & ASSOCIATES**

Employer identification number

**33-0395993**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See instructions. List each one. If there are none, enter 'None'.)

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 ▶		0		

**Part II – A Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None'.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		0

**Part II – B Compensation of the Five Highest Paid Independent Contractors for Other Services**  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter 'None.' See instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services ▶		0

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.**

**Schedule A (Form 990 or 990-EZ) 2007**

**Part III** Statements About Activities (See instructions.)

Yes No

- 1** During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ N/A  
(Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)

1 X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.

- 2** During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)

**a** Sale, exchange, or leasing of property?

2a X

**b** Lending of money or other extension of credit?

2b X

**c** Furnishing of goods, services, or facilities?

2c X

See Form 990, Part V

**d** Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

2d X

**e** Transfer of any part of its income or assets?

2e X

- 3a** Did the organization make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how the organization determines that recipients qualify to receive payments.)

3a X

**b** Did the organization have a section 403(b) annuity plan for its employees?

3b X

**c** Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' attach a detailed statement

3c X

**d** Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?

3d X

- 4a** Did the organization maintain any donor advised funds? If 'Yes,' complete lines 4b through 4g. If 'No,' complete lines 4f and 4g.

4a X

**b** Did the organization make any taxable distributions under section 4966?

4b N/A

**c** Did the organization make a distribution to a donor, donor advisor, or related person?

4c N/A

**d** Enter the total number of donor advised funds owned at the end of the tax year ▶

N/A

**e** Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶

N/A

**f** Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶

0

**g** Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶

0.

**Part IV** Reason for Non-Private Foundation Status (See instructions.)I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 ☐ A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► \_\_\_\_\_
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization ►  
☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
<b>Total</b> ►					0.

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4) (See instructions.)

BAA

Schedule A (Form 990 or 990-EZ) 2007

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.***Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	109,018.	78,411.	63,303.	45,832.	296,564.
<b>16</b> Membership fees received		2,104.	3,015.	2,343.	7,462.
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	64,496.	3,357.	19,107.	24,644.	111,604.
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (sec. 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less sec. 511 taxes) from businesses acquired by the organization after June 30, 1975			18.		18.
<b>19</b> Net income from unrelated business activities not included in line 18					0.
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					0.
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. See Stmt 8	8,702.				8,702.
<b>23</b> Total of lines 15 through 22	182,216.	83,872.	85,443.	72,819.	424,350.
<b>24</b> Line 23 minus line 17	117,720.	80,515.	66,336.	48,175.	312,746.
<b>25</b> Enter 1% of line 23	1,822.	839.	854.	728.	
<b>26 Organizations described on lines 10 or 11:</b> a Enter 2% of amount in column (e), line 24					<b>26a</b> 6,255.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					<b>26b</b> 138,446.
c Total support for section 509(a)(1) test. Enter line 24, column (e)					<b>26c</b> 312,746.
d Add Amounts from column (e) for lines 18 18. 19 18. 22 8,702. 26b 138,446.					<b>26d</b> 147,166.
e Public support (line 26c minus line 26d total)					<b>26e</b> 165,580.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					<b>26f</b> 52.94 %
<b>27 Organizations described on line 12:</b> N/A					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year (2006) _____ (2005) _____ (2004) _____ (2003) _____					
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year (2006) _____ (2005) _____ (2004) _____ (2003) _____					
c Add Amounts from column (e) for lines 15 15. 16 16. 17 17. 20 20. 21 21.					<b>27c</b> _____
d Add Line 27a total _____ and line 27b total _____					<b>27d</b> _____
e Public support (line 27c total minus line 27d total)					<b>27e</b> _____
f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)					<b>27f</b> _____
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					<b>27g</b> _____ %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					<b>27h</b> _____ %
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

**Part V Private School Questionnaire** (See instructions.)(To be completed **ONLY** by schools that checked the box on line 6 in Part IV)

		N/A	Yes	No
<b>29</b>	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?			
<b>30</b>	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?			
<b>31</b>	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain (If you need more space, attach a separate statement ) ----- ----- -----			
<b>32</b>	Does the organization maintain the following:			
<b>a</b>	Records indicating the racial composition of the student body, faculty, and administrative staff?	<b>32a</b>		
<b>b</b>	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	<b>32b</b>		
<b>c</b>	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	<b>32c</b>		
<b>d</b>	Copies of all material used by the organization or on its behalf to solicit contributions?  If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement ) ----- -----	<b>32d</b>		
<b>33</b>	Does the organization discriminate by race in any way with respect to:			
<b>a</b>	Students' rights or privileges?	<b>33a</b>		
<b>b</b>	Admissions policies?	<b>33b</b>		
<b>c</b>	Employment of faculty or administrative staff?	<b>33c</b>		
<b>d</b>	Scholarships or other financial assistance?	<b>33d</b>		
<b>e</b>	Educational policies?	<b>33e</b>		
<b>f</b>	Use of facilities?	<b>33f</b>		
<b>g</b>	Athletic programs?	<b>33g</b>		
<b>h</b>	Other extracurricular activities?  If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement.) ----- ----- -----	<b>33h</b>		
<b>34a</b>	Does the organization receive any financial aid or assistance from a governmental agency?	<b>34a</b>		
<b>b</b>	Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement.	<b>34b</b>		
<b>35</b>	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If 'No,' attach an explanation	<b>35</b>		



**Part VI-A Lobbying Expenditures by Electing Public Charities** (See instructions.)  
(To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check ☐ **a** if the organization belongs to an affiliated group. Check ☐ **b** if you checked 'a' and 'limited control' provisions apply.**Limits on Lobbying Expenditures**

(The term 'expenditures' means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for all electing organizations
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying)	<b>36</b>	
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying)	<b>37</b>	
<b>38</b> Total lobbying expenditures (add lines 36 and 37)	<b>38</b>	
<b>39</b> Other exempt purpose expenditures	<b>39</b>	
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39)	<b>40</b>	
<b>41</b> Lobbying nontaxable amount Enter the amount from the following table –		
<b>If the amount on line 40 is –</b>		
Not over \$500,000		
Over \$500,000 but not over \$1,000,000		
Over \$1,000,000 but not over \$1,500,000		
Over \$1,500,000 but not over \$17,000,000		
Over \$17,000,000		
<b>The lobbying nontaxable amount is –</b>		
20% of the amount on line 40		
\$100,000 plus 15% of the excess over \$500,000		
\$175,000 plus 10% of the excess over \$1,000,000		
\$225,000 plus 5% of the excess over \$1,500,000		
\$1,000,000		
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41)	<b>42</b>	
<b>43</b> Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	<b>43</b>	
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	<b>44</b>	

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720**4-Year Averaging Period Under Section 501(h)**(Some organizations that made a section 501(h) election do not have to complete all of the five columns below  
See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
<b>45</b> Lobbying nontaxable amount					
<b>46</b> Lobbying ceiling amount (150% of line 45(e))					
<b>47</b> Total lobbying expenditures					
<b>48</b> Grassroots non-taxable amount					
<b>49</b> Grassroots ceiling amount (150% of line 48(e))					
<b>50</b> Grassroots lobbying expenditures					

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of

Yes	No	Amount

**a** Volunteers**b** Paid staff or management (Include compensation in expenses reported on lines c through h.)**c** Media advertisements**d** Mailings to members, legislators, or the public**e** Publications, or published or broadcast statements**f** Grants to other organizations for lobbying purposes**g** Direct contact with legislators, their staffs, government officials, or a legislative body**h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means**i** Total lobbying expenditures (add lines c through h.)

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities

BAA

Schedule A (Form 990 or 990-EZ) 2007



## KLINEFELTER SYNDROME &amp; ASSOCIATES

33-0395993

**Statement 1**  
**Form 990, Part II, Line 22b**  
**Other Grants and Allocations**

Cash Grants and Allocations

Class of Activity: RESEARCH GRANT  
 Donee's Name: WEILL CORNELL  
 NEW YORK, NY

Amount Given: \$ 50,000.

Total Grants and Allocations \$ 50,000.

**Statement 2**  
**Form 990, Part II, Line 43**  
**Other Expenses**

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
BANK CHARGES	1,032.		1,032.	
COMPUTER MAINTENANCE	994.	497.	497.	
INSURANCE	2,354.	1,177.	1,177.	
INTERNET CHARGES	2,760.	1,380.	1,380.	
MISC	582.		582.	
PROFESSIONAL FEES	8,219.	6,071.	1,840.	308.
PROGRAM EXPENSES	17,948.	17,948.		
SUBSCRIPTIONS	834.		834.	
Total	\$ <u>34,723.</u>	\$ <u>27,073.</u>	\$ <u>7,342.</u>	\$ <u>308.</u>

**Statement 3**  
**Form 990, Part III**  
**Organization's Primary Exempt Purpose**

CONTINUING SUPPORT FOR THE RESEARCH OF KLINEFELTER SYNDROME

**Statement 4**  
**Form 990, Part IV, Line 57**  
**Land, Buildings, and Equipment**

Category	Basis	Accum. Deprec.	Book Value
Machinery and Equipment	\$ 1,294.	\$ 259.	\$ 1,035.
Total	\$ <u>1,294.</u>	\$ <u>259.</u>	\$ <u>1,035.</u>

## KLINEFELTER SYNDROME &amp; ASSOCIATES

33-0395993

**Statement 5**  
**Form 990, Part IV, Line 65**  
**Other Liabilities**

SALES TAX PAYABLE

Total \$ 98.  
 \$ 98.

**Statement 6**  
**Form 990, Part V-A**  
**List of Officers, Directors, Trustees, and Key Employees**

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP &amp; DC</u>	<u>Expense Account/ Other</u>
ROBERT H. SHELTON 11 KEATS COURT COTO DE CAZA, CA 92679	Chairman 2.00	\$ 0.	\$ 0.	\$ 0.
DAVID WRIGHT 11 KEATS COURT COTO DE CAZA, CA 92679	VICE CHAIRMAN 2.00	0.	0.	0.
SHIELA CLARK 11 KEATS COURT COTO DE CAZA, CA 92679	Secretary 2.00	0.	0.	0.
MELISSA A. AYLSTOCK 11 KEATS COURT COTO DE CAZA, CA 92679	FOUNDING DIR. 2.00	0.	0.	0.
ILENE FENNOY 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.
RICHARD BREGANTE 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.
LOUISE GANE 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.
MARY DAVIDSON 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.
MYRA BYRD 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.
JILL BALFOUR 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	0.	0.	0.

## KLINEFELTER SYNDROME &amp; ASSOCIATES

33-0395993

## Statement 6 (continued)

## Form 990, Part V-A

## List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
LAURENCE LUNDBERG 11 KEATS COURT COTO DE CAZA, CA 92679	Director 2.00	\$ 0.	\$ 0.	\$ 0.
JIM MOORE 11 KEATS COURT COTO DE CAZA, CA 92679	Executive Direc 2.00	22,500.	0.	0.
TRACY YASSINI 11 KEATS COURT COTO DE CAZA, CA 92679	Executive Direc 2.00	29,119.	0.	0.
Total		\$ 51,619.	\$ 0.	\$ 0.

## Statement 7

## Form 990, Part VIII

## Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Explanation of Activities
93A	EDUCATIONAL CONFERENCES PROVIDE ACCURATE AND UP TO DATE SCIENTIFIC INFORMATION AND SUPPORT REGARDING X AND Y CHROMOSOME VARIATIONS (ANEUPLOIDIES) TO AFFECTED INDIVIDUALS, THEIR FAMILIES, EDUCATIONAL AND HEALTH CARE PROFESSIONALS, AND THE MEDIA. CONFERENCES PROVIDE INFORMATION REGARDING IDENTIFICATION AND PROMOTION OF UNEXPLORED RESEARCH OPPORTUNITIES, AS WELL AS, DISPENSING INFORMATION ABOUT IMPROVED AND AFFORDABLE TREATMENTS THAT DIRECTLY ADDRESS THE HEALTH NEEDS OF ADULTS, ADOLESCENTS AND CHILDREN.

## Statement 8

## Schedule A, Part IV-A, Line 22

## Other Income

Description	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
OTHER INCOME	\$ 8,702.	\$ 0.	\$ 0.	\$ 0.	\$ 8,702.
Total	\$ 8,702.	\$ 0.	\$ 0.	\$ 0.	\$ 8,702.

**FOURTH AMENDED AND RESTATED BYLAWS  
OF KS&A – Adopted 11/18/07**

KS&A  
Klinefelter Syndrome & Associates  
Coto de Caza, CA 92679  
(949) 441-1111  
www.klinefeltersyndrome.com

**ARTICLE I. NAME**

**Section 1.01**

The name of this corporation is Klinefelter Syndrome & Associates. In order to emphasize the broader diversity of X and Y chromosome variations addressed by the Corporation's mission set forth in Section 3.01 hereof, the name under which this Corporation shall operate (*i.e.*, its d/b/a) is "**KS&A**," an acronym for the phrase "Knowledge Support & Action" (hereinafter referred to as "KS&A" or the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

**Section 2.01**

The principal office of KS&A for its transaction of business is located at 11 Keats Court, Coto de Caza, Orange County, California 92679 (or such other address as from time to time determined by the Board of Directors in accordance with Section 2.02 hereof).

**Section 2.02**

The Board of Directors is hereby granted full power and authority to change the principal office of KS&A from one location to another provided that any such change shall be approved by a super-majority (as defined in Section 6.05) of the Board of Directors, and further provided that such change shall not be considered an amendment to these Bylaws.

**ARTICLE III. PURPOSE**

**Section 3.01**

The purpose of KS&A is to carry out the mission statement set forth in Section 3.02, as such statement may be revised from time to time by a super-majority of the Board of Directors.

**Section 3.02 – Mission Statement**

KS&A is a 501(c)(3) non-profit organization whose stated mission is to help individuals with one or more extra X and/or Y chromosomes and their families lead fuller and more productive lives.

**ARTICLE IV. MEMBERS**

**Section 4.01 – Members Prohibited**



KS&A shall not have any voting members. To the best of its ability, the Board of Directors shall represent the needs, concerns and wishes of the persons affected and/or served by the mission and vision statements set forth in Article III hereof.

#### **Section 4.02 – Effect of Prohibition**

Any action which would otherwise require approval by all, or a majority or a super-majority of all, of the members shall require approval by a like percentage of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Law in the Members shall vest in the Directors.

### **ARTICLE V. DIRECTORS**

#### **Section 5.01 – Number**

Unless increased or decreased in number by a super-majority vote of the Board of Directors or temporarily decreased as a result of a vacancy that may be filled by a special election (as provided in Section 7.06 hereof), the Corporation's Board of Directors shall consist of a minimum of three and a maximum of fifteen (15) Directors plus the executive director who shall serve as a non-voting ex-officio director (see article 9.01).

#### **Section 5.02 – Governing Powers and Responsibilities**

KS&A's Board of Directors shall have all of the authority and responsibilities necessary and appropriate for providing overall direction, financial, legal and administrative oversight of the organization. The Board of Directors may do all such acts and things as are not prohibited by law, by the articles of incorporation or by these Bylaws. The Board of Directors may delegate any of its authority which is not herein expressly prohibited to be so delegated.

The Board of Directors has the general power to: (1) control and manage the affairs, funds, and property of KS&A; (2) disburse KS&A's monies and dispose of its property in fulfillment of its corporate purpose, provided, however, that the fundamental and basic purposes of KS&A shall not thereby be amended or changed except by a unanimous vote of the Board of Directors, and provided further that the Board of Directors shall not permit any part of the net earnings or capital of KS&A to inure to the benefit of any private individual.

#### **Section 5.03 – Governing Policy**

All members of the Board of Directors shall be committed to KS&A's purpose, as set forth in Article III hereof.

The Board of Directors shall be responsible for: (1) developing governing policy; (2) seeing that the governing policies approved by the Board are carried out; (3) evaluating the effectiveness of KS&A, the Executive Director in achieving its annual goals and thereby furthering its mission and vision; and (4) developing the financial resources commensurate with such annual goals adopted by the Board. Except as herein expressly reserved in writing, all other responsibilities of the Board of Directors shall be delegated to the Executive Director, who shall have the right from

time to time to further delegate some or all of these duties and responsibilities to employees, volunteers, vendors, agents and representatives selected and/or appointed by the Executive Director in accordance with such delegated authority.

#### **Section 5.04 – Qualifications**

In an effort to help carry out KS&A's mission, KS&A's Directors shall endeavor to represent – and to the extent this is reasonable, shall reflect in their composition – (i) the broad diversity of KS&A's constituencies (*e.g.*, the variety of conditions, ages of the affected persons with such conditions, and severity of symptoms expressed in such persons); (ii) the skills that are relevant to traditional non-profit board roles in governance, management oversight, fund-raising and development; and (iii) representation by consumer (*i.e.*, persons with the condition and immediate family members thereof) as well as non-consumer (*i.e.*, clinicians, research scientists and lay persons, etc) perspectives.

No persons shall be qualified to serve as a Director unless he or she is a person of good character who is at least twenty-one (21) years of age, and who is sincerely committed to KS&A's mission, vision and Bylaws.

#### **Section 5.05 – Term of Office**

Each Director shall hold office for a term of three (3) years, provided that the Board shall endeavor to stagger the date of such elections so that no more than approximately one-half of the total Director seats shall be up for election in any one given year, and further provided that the Board of Directors may, in its discretion based on a majority vote, conduct a special election for the purpose of filling any vacancy or vacancies on the Board, and in which latter case (at the Board's discretion) the length of service of such specially-elected Director may be shorter than the full three (3) year period.

#### **Section 5.06 – Nomination**

Any person qualified to be a Director under Section 5.06 of these Bylaws may be nominated by any method of nomination approved by a majority vote of the Board of Directors or by any other method authorized by law. Unless otherwise specified, KS&A's Board of Directors shall periodically select an *ad hoc* Nominating Committee whose purpose shall be to present the names of prospective nominees for Board consideration on the duly noticed date for election of such positions. In advancing names of potential nominees, such Nominating Committee shall be instructed to endeavor to nominate individuals who will be representative of all of the X and/or Y chromosome variations that KS&A serves and a diversity of interests, including among other things in different ages of the affected individual (*e.g.*, prenatal, pediatric, adolescent, adult and senior) and other characteristics enumerated in Section 5.06.

#### **Section 5.07 – Election**

The Directors shall be elected at a regular meeting of the Board of Directors. Where the Nominating Committee proposes a greater number of nominees than there are open seats on the Board, then the incumbent Board of Directors shall elect the incoming Director(s) from the list of nominees who indicated an interest in serving in such capacity.

The Board may from time to time, by unanimous vote, set specific election procedures in order to ensure that the vote is fair to all parties. In the absence of a specific resolution, the candidates receiving the highest number of votes shall be elected (up to the number of Directors for whom seats are open or due to be open). Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 5.06 of these Bylaws.

#### **Section 5.08 – Director Compensation**

With the exception of the executive director, directors shall serve without compensation. Reimbursement of the Directors for their actual and necessary expenses incurred in attending the meetings of the Board of Directors will be decided by a majority vote of the Board of Directors, such decision taking into account the financial capabilities of KS&A at the time.

#### **Section 5.09 – Founder / Founding Director**

In recognition to her role in founding and having served as Executive Director of KS&A from 1992 to 2004, Melissa Aylstock shall be accorded the honorary title of “Founder;” and provided that she is duly elected and is a Director in good standing, shall also be “Founding Director.” As Founding Director, she shall serve on the Executive Committee, as provided in Section 8.06. Additionally, she shall be exempt from any obligation to contribute money to KS&A and/or to bear a *pro rata* share of any expenses that may be ratably allocated among Board members by majority vote of the Board from time to time. She shall also be exempt from attendance requirements of regular directors.

#### **Section 5.10 – Committees of Directors**

From time to time, by majority vote, the Board of Directors may designate from among its members, one or more *ad hoc* and/or standing committees.

Vacancies in the membership of any committee may be filled by the Board of Directors at a regular or special meeting, or by the Chairman as an interim appointment pending subsequent ratification by the Board of Directors.

#### **Section 5.11 – Non-liability of Directors**

The Board of Directors and the Directors shall not be liable for the debts, liabilities or other obligations of KS&A.

### **ARTICLE VI. MEETINGS**

#### **Section 6.01 – Call of Meetings**

Meetings of the Board of Directors of KS&A may be called by the Chairman, Vice Chairman, Secretary, or Treasurer (each as hereinafter defined) or by any two Directors. All regular meetings of the Board of Directors shall be held on a minimum of thirty (30) days

advance notice by email or first-class mail, postage prepaid, or on seven (7) days notice delivered personally.

All meetings of the Board of Directors may be held by telephone conference call, at KS&A's principal office or at another location approved from time to time by a majority of the Directors and included in the written notice of the meeting.

#### **Section 6.02 – Regular Meetings**

Regular meetings of the Board shall be held, with adequate call and notice, no less frequently than twice a year.

#### **Section 6.03 – Special Meetings**

Special meetings of KS&A's Board of Directors may be called by the Chairman, Vice Chairman, Secretary, or Treasurer or by any two Directors. Special meetings may be held on a minimum of four (4) days advance notice by email or first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally. Notice of the special meeting need not be given to any Director who: (1) signs a waiver of notice or written consent to holding the meeting; (2) signs an approval of the minutes of the meeting, whether before or after the meeting; or (3) attends the meeting without protesting, either prior thereto or at its commencement, the lack of such proper notice. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meetings.

#### **Section 6.04 – Quorum**

A majority of the Directors, with the exception of the executive director, constitutes a quorum of the Board of Directors for the transaction of business, except as expressly hereinafter provided. For the purposes of calculating whether or not a quorum is present at any meeting of the Board, the Founding Director shall only be included to the extent that she is in attendance.

#### **Section 6.05 – Voting**

When and where used herein with respect to voting, the term "majority" shall mean greater than one-half of the number of Directors in attendance at any duly noticed meeting of the Board of Directors for which there is at least a quorum (as defined in Section 6.04 hereof), and the term "super-majority" shall mean greater than two-thirds of the total number of Directors. Thus, for example, if at a Board of Directors meeting, there were a total of 7 out of 10 Directors in attendance (such number being in excess of a quorum), the vote of 4 Directors would constitute a majority and the vote of 7 Directors would constitute a super-majority.

#### **Section 6.06 – Transaction of Board**

Except as otherwise provided in the articles of incorporation or these Bylaws, every act or decision done or made by a majority (and where required herein a super-majority) of the Directors who are present at a duly noticed meeting of the Board of Directors at which a quorum is present shall constitute an act of the Board. Without limiting the foregoing, any

meeting of the Board of Directors at which a quorum was initially present may continue to transact business even if the number of Directors who are present subsequently falls beneath a quorum count provided that any action taken by the remaining Directors in attendance at such meeting is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the articles or these Bylaws.

#### **Section 6.07 – Conduct of Meetings**

The Chairman shall preside at meetings of the Board of Directors. In his/her absence, the Vice Chairman shall preside. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic conferencing or similar communications equipment; and so long as all members participating in such meeting can actively communicate with one another and see or hear the communications of all present, such participation shall constitute personal presence at the meeting.

#### **Section 6.08 – Adjournment**

A majority of the Directors present, whether or not a quorum is present at the time, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to any and all Directors who were not present at the time of such adjournment.

#### **Section 6.09 – Actions Taken Without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Directors, with the exception of the executive director, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by unanimous written consent shall have the same force and effect as the unanimous vote of such Directors at a duly noticed meeting of the Board.

### **ARTICLE VII. REMOVAL OF DIRECTORS**

#### **Section 7.01 – Removal for Cause**

The Board of Directors may by majority vote remove and declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony; or
- (3) The Director was non-compliant with written KS&A policies, following written notice thereof and a reasonable opportunity to become compliant if possible.



### **Section 7.02 – Removal Without Cause**

Any Director may be removed from the Board without cause if such removal is approved by a super-majority vote of the Board of Directors whenever, in the Board's judgment, the best interests of KS&A would be served by such removal without cause.

### **Section 7.03 – Removal for Excessive Absence**

Except in the case of the Founding Director, who shall be exempt from this provision, the unexcused absence from three (3) Board of Directors' meetings within any 12-month period shall be equivalent to resignation from the Board. Confirmation of such absences and subsequent removal shall be given to said Director, in writing, by the Secretary, or Treasurer.

### **Section 7.04 – Notice of Removal**

Notice of removal under any of Sections 7.01, 7.02 or 7.03, shall be given in writing to the Director by the Secretary / Treasurer not more than ten (10) days subsequent to such action.

### **Section 7.05 – Resignation of Director**

Any Director may resign effective immediately upon giving written notice to the Chairman or the convened Board of Directors, unless such notice specifies a later date for the effectiveness of such resignation. If the resignation is effective at a future date, a successor may be elected to take office when the resignation becomes effective. The foregoing notwithstanding, a Director shall not resign (and KS&A shall not be obligated to accept such resignation) where KS&A would be left with no more than two (2) duly elected Directors in charge of its affairs following such resignation.

### **Section 7.06 – Vacancies on the Board of Directors**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director; (2) whenever the number of Directors authorized is increased; and (3) on the failure of the members in any election to elect the full number of Directors authorized.

Vacancies on the Board of Directors may be filled by a majority vote of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by:

- (1) the unanimous written consent of the Directors then in office,
- (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 6.03 of these Bylaws; or
- (3) a sole remaining Director.

## **ARTICLE VIII. OFFICERS**

### **Section 8.01 – Numbers and Titles**



The Board officers of KS&A shall be the Chairman, Vice Chairman, Secretary, and Treasurer, all of whom shall be elected from among the members of the Board, and such other officers with such titles and duties as shall be recommended by the Chairman and ratified by a majority of the Board. An individual may serve in more than one office simultaneously, except that at no time shall there be fewer than three individuals who are officers, and the Chairman may not simultaneously serve in any other office.

#### **Section 8.02 – Chairman**

The Chairman of the Board shall preside at all Board of Directors meetings and be responsible for the oversight of all Board duties. S/he shall serve as Chair of the Executive Committee (as defined in Section 8.06 hereof). S/he shall have such powers and/or perform such duties as are vested in her/him by these Bylaws and such other duties as prescribed by the Board of Directors. The Chairman, or her/his designated representative, shall be the liaison between the Board of Directors and the executive staff. The Chairman may serve a two year term of office. S/he shall be an *ex officio* member of all standing committees. Working in conjunction with the Executive Director, s/he shall also be responsible for coordination of all Board activities, including but not limited to preparation of the Board meeting agendas, appointing committee chairs and overseeing the implementation of committee work.

#### **Section 8.03 – Vice Chairman**

The Vice Chairman shall assist the Chairman in managing the policies of KS&A and implementing resolutions and orders of the Board of Directors at such times and in such manner as the Chairman or the Board of Directors deem to be advisable. The Vice Chairman shall in the absence or disability of the Chairman exercise the powers and perform the duties of Chairman, and s/he may from time to time preside over meetings of the Board of Directors. The Vice Chairman shall serve on the Executive Committee and at the discretion of the Chairman, the Vice Chairman may chair one or more standing committees.

#### **Section 8.04 – Secretary**

The Secretary shall serve on the Executive Committee and attend to the following duties and responsibilities:

With regard to the portion of the office comprising the secretarial duties, the Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded minutes of all proceedings taken at such meetings, and maintain all documents evidencing corporate actions taken by written consent of the Board of Directors. All such Board of Directors' documents shall be maintained by the Secretary in a book to be kept for that purpose; and s/he shall perform like duties for any committees of the Board of Directors when required. S/he shall see to it that all notices of special meetings of the Board of Directors are duly given in accordance with these Bylaws or as required by statute; s/he shall be the custodian of the seal of KS&A, and when authorized by the Board of Directors, s/he shall cause the KS&A seal to be affixed to any document requiring it, and, when so affixed, attested by his or her signature as Secretary or by the signature of an Assistant Secretary. The Secretary

shall perform or cause to be performed such other duties as generally are incident to the office of secretary and as from time to time may be prescribed by the Board of Directors.

#### **Section 8.05 Treasurer**

The Treasurer shall serve on the Executive Committee and attend to the following duties and responsibilities:

With respect to the portion of the office comprising the treasurer duties, the Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to KS&A and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of KS&A in such depositories as may be designated by the Board of Directors. The Treasurer may disburse or cause to be disbursed the funds of KS&A as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at meetings or whenever they may require it, an account of all his or her transactions as treasurer and of KS&A's financial condition. The Treasurer shall perform or cause to be performed such other duties as generally are incident to the office of treasurer and as may be prescribed by the Board of Directors.

#### **Section 8.06 – Appointment and Resignation**

The officers shall be elected by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment that is subsequently concluded by and between KS&A and said officer(s). Such contract(s), if any, shall require approval by a majority vote of the Board of Directors, with the individual thereby affected abstaining from voting or participating in the Board's deliberations of such contract or the material terms thereof. Any officer may resign at any time on written notice to KS&A without prejudice to the rights, if any, of KS&A under any contract to which said officer is a party.

#### **Section 8.07 – Executive Committee**

The Executive Committee acts on behalf of the Board of Directors between meetings of the Board in areas that are defined and restricted by majority vote of the Board. The Executive Committee shall be composed of the Chairman, Executive Director, Vice Chairman, Secretary / Treasurer and, provided that she is a Director in good standing, the Founding Director. Work of the Executive Committee shall be organized under three headings: Active, Advisory, and Reflective.

Active: In this role, the Executive Committee shall do certain work on behalf of the Board of Directors between meetings (but shall not supplant the work of the full Board), including preparation of Board meeting agendas, planning the Board's work, making committee assignments and handling emergency or interim situations.

Advisory: In this role, the Executive Committee shall support, review and monitor the planning process and give counsel regarding key people (selection, opportunity and identity).

Reflective: In this capacity, the Executive Committee shall provide future-oriented, vision-driven direction; provide dedicated time for definition and analysis of major opportunities and problems; and provide dedicated time for evaluation of key programs, ideas, events, etc.

## **ARTICLE IX. Executive Director**

### **Section 9.01 – Appointment and Duties**

The Executive Director shall be responsible to the Board of Directors for carrying out its delegated responsibilities and for the management, staffing and day-to-day operation of KS&A, including administration, budgeting, marketing, fundraising, grants management, program planning and implementation, staff supervision, program oversight, office management, compliance with the legal responsibilities of non-profits, and other duties and responsibilities as directed by the Board of Directors. The Board of Directors shall have the responsibility for the hiring, firing, establishing compensation (if any) and periodic review of the Executive Director.

The executive director shall serve as a non-voting ex officio director on the board of directors.

### **Section 9.02 – Reporting**

The Executive Director shall report to the Chairman of the Board, although in fulfilling his/her responsibilities, s/he will meet with and provide support to the Executive Committee and Board of Directors at all regularly scheduled meetings.

## **ARTICLE X. CORPORATE RECORDS, REPORTS, AND SEAL**

### **Section 10.01 – Keeping Records**

KS&A shall keep adequate and correct records of account and minutes of the proceedings of its Board, and committees of the Board. The minutes shall be kept in written form and be available for inspection upon reasonable advance notice. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

### **Section 10.02 – Annual Report**

The Chairman shall cause an annual report to be prepared and sent to the members of the Board of Directors no later than 120 days after the close of KS&A's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is not such a report, the certificate of an authorized officer of KS&A that such statement was prepared without audit from KS&A's books and records. The annual report shall be furnished to all Directors.

### **Section 10.03 – Annual Statement of Certain Transactions and Indemnifications**

KS&A shall furnish annually a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took

place. Such annual statement shall be affixed to the annual report described in Section 9.02 of these Bylaws.

#### **Section 10.04 – Corporate Seal**

The Board of Directors shall adopt a corporate seal which shall be in the following form and design: A circle with the words, KS&A, Inc. inside. The Secretary shall have the custody of the seal and shall affix it, or cause it to be affixed, in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

### **ARTICLE XI. AMENDMENT**

#### **Section 11.01**

The Board of Directors may by super-majority vote periodically amend these Bylaws at any regular or special meeting provided, upon prior two-week written notice to all directors, that if the provision that is proposed to be thereby amended requires a unanimous vote, then the amendment of such provision shall require the same vote (e.g., unanimous) in order to be effective.

### **ARTICLE XII – Rules of Order**

Meetings of the corporation shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or are not in conflict with these bylaws, the articles of incorporation, or the provisions of law.

#### **CERTIFICATE OF SECRETARY OF KLINEFELTER SYNDROME & ASSOCIATES, INC. (d/b/a KS&A), a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on November 18, 2007.

  
\_\_\_\_\_  
Shiela Clark, Secretary