

Bylaws of Hemophilia of North Carolina

ARTICLE I: — NAME

The name of this corporation shall be Hemophilia of North Carolina (hereinafter referred to as HNC).

ARTICLE II: — PURPOSE

This corporation is formed and shall continue as a nonprofit corporation for the purpose of assisting persons with bleeding disorders and their families in North Carolina in every way possible consistent with the law, all as more specifically set out in the Articles of Incorporation.

ARTICLE III: — MEMBERSHIP

Membership in HNC shall be without regard to sex, race, creed, or ethnic background. Membership shall be on an individual basis. Persons shall become members by desiring to assist in furthering the purpose of this corporation and who evidence such desire by making an annual contribution for the use of the corporation as set out in Article IV below and requesting membership. Term of membership shall be one year running concurrently with the corporation's fiscal year. Membership is open to everyone, regardless of age. However, a member must be 18 or older to vote or hold office.

ARTICLE IV: — ANNUAL CONTRIBUTION

Every member shall make an annual unrestricted monetary contribution to the corporation. The Board of Directors shall set the minimum amount of said contribution. Said amount is subject to approval by majority vote or a quorum of the membership present and voting at the annual meeting. In no event shall a hemophiliac or immediate family member be deprived of services or membership because of inability to make one or more annual contributions. In such a case, the corporation shall assume that member's financial membership liability.

ARTICLE V: — OFFICERS

§ Section 1: The presiding officer of the corporation shall be the President, who shall be elected by the membership. It shall be the duty of the President to preside at all meetings of the Board of Directors and to cast a deciding vote in case of a tie. The President shall supervise and manage the daily operation of the corporation, and shall have the authority to hire employees that may be required to carry out the business of the corporation with the approval of the Board of Directors. The President shall have the authority to suspend any paid employee for a period of a maximum of thirty days with or without pay, pending review and final action of the Board of Directors.

§ Section 2: The Board of Directors shall appoint and remove such officers as it deems appropriate. Directors may serve as officers.

ARTICLE VI: — BOARD OF DIRECTORS

§ Section 1: General Provisions: The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall consist of no fewer than 3 and no more than 25 members. The Board of Directors shall consist of the President and such other persons elected by the membership at a membership meeting, duly called. Directors shall be elected for two-year terms. Vacancies on the Board shall be filled by the majority vote of the remaining directors until the next meeting of the membership. One-third of the members of the Board who are present at any properly scheduled meeting of the Board of Directors shall constitute a quorum for the

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transaction of business. A majority vote of a quorum shall be required for Board of Director action. The President shall be counted to establish a quorum, but shall not vote except to break a tie among the remaining directors. A director shall discharge his or her duties on the Board in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances in a manner he or she reasonably believes to be in the best interests of the corporation.

§ Section 2: Conflicts of Interest: Prior to election by the membership (or appointment by the Board in the case of a vacancy), the following information regarding a candidate shall be disclosed: (1) the candidate's particular relationship to hemophilia or other bleeding disorder; (2) whether the candidate, or any member of the candidate's immediate family (parent, spouse, sibling, or child) works for any industry catering specifically to the hemophilia or bleeding disorders community; (3) other organizations within the hemophilia and bleeding disorders community to which the candidate belongs or serves as an officer or director; (4) whether any member of the candidate's immediate family serves on, or is also a candidate for, the Board of Directors, and (5) any other matters that the candidate believes to be relevant to his or her ability to serve on the Board of Directors. Each director shall disclose the same information to his or her fellow directors, and shall abstain from any vote on any matter that conflicts with his or her other interests. If a director is in doubt as to whether a conflict of interest exists, the matter shall be disclosed to the remaining directors who shall decide by a majority vote whether such director should abstain from voting on the matter in question.

§ Section 3: The Board of Directors shall establish such committees as it deems necessary or desirable and such committees may include people who are not on the Board of Directors.

§ Section 4: Resignation and Removal: (1) Any Director may resign at any time by giving written notice to the President and/or Vice President. Such resignation shall take effect on the date of receipt or at any later time specified therein. (2) Any Director may be removed for cause by a majority vote of the Directors, after the Director has been given the opportunity to be heard in his or her own defense.

§ Section 5: Elections process and nominee qualification: Candidates for nomination to the board of directors will be subject to and must meet the requirements of the HNC nominations and elections policy.

ARTICLE VII: — NEGOTIABLE INSTRUMENTS

Checks and other instruments for the payment of money shall be signed by any two officers as appointed by the Board of Directors.

ARTICLE VIII: — MEMBERSHIP MEETINGS

§ Section 1: Annual Meetings: The annual meeting of the membership shall take place on such day as the Board of Directors shall select, at a time and place set by the Board of Directors.

§ Section 2: Special Meetings: Special meetings may be called at any time by any of the following persons: (1) not less than 10% of the membership; (2) the Board of Directors; or (3) the President.

§ Section 3: Notice of Meetings: Written or printed notice shall be given to the membership not less than ten days nor more than sixty days before the date of any meeting, either by mail or by personal delivery. In the case of the annual meeting, said notice shall set forth the time, place, and

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date of the meeting. In the case of a special meeting, said notice shall in addition set forth the purpose or purposes for which the meeting is called.

§ *Section 4: Quorum:* At any annual or special meeting the presence of not less than 1% of the membership shall constitute a quorum. For purpose of establishing whether there is a quorum, members of the Board of Directors shall not be counted either as members or as among those persons present. No meeting may commence unless a quorum is present. Once a quorum has arrived and a meeting has commenced, the departure of some number of persons shall not be deemed to defeat the quorum and business may continue too be transacted. No member may be present by proxy, nor may any member vote by proxy.

§ *Section 5: Rules of Order:* Rules contained in Robert's Rules of Order shall guide all formal proceedings of the corporation.

ARTICLE IX: — BYLAWS

Bylaws may be adopted by the Board of Directors or by the membership. Bylaws adopted by the membership may not be amended or revoked by the Board of Directors.

ARTICLE X: — DISSOLUTION OF ASSETS

In the event of dissolution of HNC, all assets of HNC remaining after payment of debts, or provisions made therefore, will be distributed only to organizations working in behalf of the welfare of the hemophilia and allied organizations that are exempt from Federal Income Tax as organizations that are presently described in Section 501 (c) 3 of the Internal Revenue Code of 1954, contributions to which are deductible, or to the Federal Government, or to a State or Local Government for public purpose. Preference for any such distribution shall be given to those chapters of NHF which are separately incorporated and which shall remain in existence after the dissolution of HNC and which meet the foregoing qualifications.

Revised and Adopted September 27, 1997

*Article VI Section 4 Adopted by the Board of Directors
October 27, 2015*

*Article VI Section 5 Adopted by the Board of Directors
October 9, 2018*