

**PROPOSED BYLAWS OF  
HEMOPHILIA OF NORTH CAROLINA  
A NONPROFIT CORPORATION**

**Article I: Name.**

The name of this corporation shall be “Hemophilia of North Carolina,” which is formed as a nonprofit 501(c)(3) Corporation, and is also referred to as “HNC.”

**Article II: Purpose.**

The purpose of Hemophilia of North Carolina is to promote awareness, provide support and advocacy, and disseminate information to the bleeding disorders community across North Carolina.

**Article III: Membership.**

**Section 3.01. Open and Inclusive.** Membership in Hemophilia of North Carolina is open and inclusive, without regard to: race, color, religion, national origin, sex, age, disability, genetic information, veteran status, sexual orientation and gender identity and expression, to anyone with hemophilia or any other bleeding disorder, member(s) of their families, and all others who share a commitment to furthering the mission and purpose of Hemophilia of North Carolina.

**Section 3.02. Joining HNC—Classes of Membership.** Upon joining HNC, individuals will identify themselves as being one, or more of the following classes of membership: 1) a person with a bleeding disorder, 2) a person with a family member with a bleeding disorder, 3) a person who cares about the bleeding disorder community (friends of HNC), 4) a medical professional who serves anyone involved with the bleeding disorder community, and/or 5) anyone who works for, or employs, or volunteers with, or is otherwise associated with any for-profit or nonprofit organization that serves the bleeding disorder community.

**Section 3.03. Change in Status or Opting Out of Membership.** Any member who has a change in one or more of the classes of membership shall immediately report said change to the then serving President of the Board of Directors, and/or the Executive Director of HNC. In addition, any member who wishes to opt out, or withdraw their membership in HNC shall notify the President of the Board of Directors and/or the Executive Director of HNC in writing of his/her/their desire to terminate his/her/their membership.

**Section 3.04. Reporting on Membership—Confidentiality.** The list of individual members and their class(es) of membership shall be maintained by the President of the Board of Directors and/or the Executive Director of HNC. The list of members, their class(es) of membership, and all contact information for individual members shall remain confidential. However, upon request of the Board of Directors, the President of the Board of Directors and/or the Executive Director of HNC shall report to the Board of Directors the numbers of individuals in each class of membership and the number of unique, individual members of HNC.

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## Article IV: Board of Directors.

**Section 4.01: Number.** The affairs of the corporation shall be managed by the Board of Directors consisting of no fewer than three (3) and no more than fifteen (15) members.

**Section 4.02: Executive Director.** The Board of Directors may employ an Executive Director for the corporation who shall serve as an ex-officio, nonvoting member of the Board of Directors.

**Section 4.03: Officers for the Board of Directors.** The Board of Directors shall elect the following officers from the board directors: President, Secretary, and Treasurer. The office of Vice President may be elected and serve as needed. The Board of Directors is authorized to combine the officer roles of Secretary, Treasurer, and Vice President so that one board member may hold up to two (2) office positions at one time. In addition, the Board of Directors may authorize any officer position to be held by two board members who shall serve as co-(officer) with shared responsibilities. The responsibilities of each officer shall be fulfilled as set forth in the *HNC Policies and Procedures* as adopted by the Board of Directors.

**Section 4.04: Terms and Service for the Board of Directors.** An individual shall be voted upon and elected by a majority of the then serving members of the Board of Directors at any regular meeting of the Board of Directors to serve on the HNC Board of Directors. Any duly elected member of the board shall serve for a two-year term. Generally, terms will run on the same schedule as HNC's fiscal year as set out in the *HNC Policies and Procedures* as adopted by the Board of Directors. A director shall discharge his/her/their 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/she/they reasonably believes to be in the best interests of the corporation.

**Section 4.05: Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held at such time and place as the Board shall determine. Special meetings may be called by the President or forty percent (40%) of the Directors in office. The conduct of meetings, and voting at Board meetings, may be governed by Robert's Rules of Order. Meetings may be held in person, by telephonic conference, online or by any other means the Board may implement as allowed by law. One third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Any action required by law to be taken at any regular or special meeting of the Board of Directors, or any action which might be taken at any regular or special meeting of the Board, may be taken at any time without a meeting with the written or electronic consent of three quarters of the then qualified Directors given within seven (7) calendar days of written notice to the full Board of Directors of the proposed action. The term written consent under this section shall include consent delivered by electronic means or medium.

**Section 4.06: Conflicts of Interest.** Prior to the election to the Board of Directors, the individual seeking to serve on the Board of Directors shall disclose the following: (1) the candidate's particular relationship to the bleeding disorders community; (2) whether the candidate, or any member of the candidate's household or immediate family (parent, spouse, sibling, or child) works for any entity providing goods and/or services to the bleeding disorders community; (3) other organizations within the bleeding disorders community to

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which the candidate belongs or is 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, (5) whether the candidate holds a substantial interest in publically traded stocks for corporation(s) that serve the bleeding disorder community, and (6) any and all other matters that the candidate believes to be relevant to his/her/their ability to serve on the Board of Directors. Before any vote by the Board of Directors, each director shall disclose the same information listed above (that is not otherwise known to the full Board of Directors) that might influence his/her/their vote, and he/she/they shall abstain from any vote on any matter that conflicts with his/her/their personal interests. If a director is in doubt as to whether a conflict of interest exists, the matter shall be disclosed to the remaining directors in attendance who shall decide by a majority vote whether such director should abstain from voting on the matter in question.

**Section 4.07: Committee Appointments.** The Board of Directors shall establish such committees as it deems necessary or desirable, and such committees may include people who are not members on the Board of Directors, or members of HNC.

**Section 4.08: Resignation and Removal.** Any member of the Board of Directors may resign by giving written notice to the President and/or the Executive Director. Such resignation shall take effect on the date of receipt of notice, or at any later time specified within the notice of resignation. Any member of the Board of Directors may be removed for cause by a majority vote of the board members present at any meeting of the Board of Directors. Any member of the Board of Directors that is subject to removal for cause shall be given written notice at least two days prior to the Board of Directors meeting that he/she/they will be subject to removal for cause and that he/she/they will be given an opportunity to explain to the members of the Board of Directors present at the meeting, the reasons he/she/they object to their removal from the board.

### **Article V Bylaws**

Bylaws may be adopted or amended by a two-thirds majority vote of the full Board of Directors. The proposed amendment(s) must be submitted to the full board in writing at least seven (7) calendar days prior to the scheduled vote, such vote to be held in accordance with Article IV, Section 4.05, above.

### **Article VI Dissolution**

In the event of dissolution of HNC, all assets of HNC remaining after payment of debts, or provisions made therefore, will be distributed to Save One Life, Inc., whose current contact information is: 441 Main Street, Suite F, Groveland, Massachusetts 01834, USA, tel: +1 978-352-7652, (saveonelife.net) EIN: 04-3560420. In the event that Save One Life, Inc., is no longer in existence, the board of directors shall choose an organization or organizations to whom to distribute the assets. Such organization(s) shall meet the following qualifications: (a) the organization must be working on behalf of the welfare of the bleeding disorders community and (b) be exempt from Federal Income Tax as described in Section 501(c)3 of the Internal Revenue Code of 1954, contributions to which are deductible.

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[Pending] Adopted by the HNC Membership on [date TBD]. Replaces HNC Bylaws adopted September 27, 1997 and amended October 27, 2015 and October 9, 2018.