

CHS BY-LAWS (1)

BY-LAWS OF THE CONNECTICUT HEMOPHILIA SOCIETY, INC.

A NON-PROFIT ORGANIZATION

ARTICLE 1 – INTRODUCTION

Section 1 – Name: The name of this non-profit organization shall be The Connecticut Hemophilia Society, Inc. (Herein referred to as Association)

Section 2 – Code of Rules: These by-laws constitute the code of rules adopted by the Association for the regulation and management of its affairs.

Section 3 – Purpose: This Association has been organized especially for the education, scientific, advocacy and charitable purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Specifically, the Association is dedicated to improving the quality of life for persons with bleeding disorders and their families through education, advocacy, scientific research and financial support

Section 4 – Powers: The Association shall:

- a. Provide a forum for discussion of the medical, economic, advocacy and social issues impacting persons with bleeding disorders;
- b. Disseminate educational and informational material pertaining to matters impacting the bleeding disorder community and for public consumption;
- c. Develop an appreciation among the general public of the medical, economic and social issues that may be experienced by persons with bleeding disorders;
- d. Receive donations by gift, grant, devise or bequest to be used for the purposes set forth in Section 3 above;
- e. Invest, reinvest and do all other acts necessary to create and manage funds to be used for the purposes set forth in Section 3 above, and
- f. Do everything and anything reasonable and lawfully necessary, proper, suitable or convenient for the achievement of the purposes in Section 3 above stated, or for any of them or for the furtherance of the said purposes.

This Association shall have the purpose and powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by laws of the State of Connecticut.

ARTICLE II – LOCATION OF ASSOCIATION

Section 1. Principal office: The principal office of this Association shall be within the State of Connecticut. The Board of Directors may change the location of the principal office provided such location is within the State of Connecticut.

Section 2 – Other offices: This Association may also have other offices at such places within the State of Connecticut as the Board of Directors may designate.

ARTICLE III – MEMBERS

Section 1 – Eligibility: Interested parties may become members of the Association upon payment of the prescribed membership dues unless waived by Board of Directors.

Section 2 – Class of Members: This Association shall have two classes of members which are designated as: (a) Individual Member

(b) Family Member

Section 3 – Voting Rights: Members of this Association shall not have voting rights.

Section 4 – Non-transferable: Membership in this Association is non-transferable and non-negotiable.

ARTICLE IV – DUES AND CONTRIBUTIONS

Section 1 – Annual Dues: The dues shall be determined annually by the Board of Directors and are payable January 1st of each year.

Section 2 – New Members: Persons who become members after the first of the year may pay their dues at any time during such first year of membership.

Section 3 – Payment of Dues: Dues for the ensuing year shall be payable in advance on the month and day designated by the Board of Directors. Dues are non-refundable.

ARTICLE V – ORGANIZATION

Section 1 – Board of Directors: The Board shall consist of the President and the offices of the Vice President, the Secretary, the Treasurer and the Advocacy Director. The Board may add Director(s) to the Board as needed by a two thirds majority of the Directors.

Section 2 – Term of Office – All Directors are to serve terms defined as January 1st to December 31st of each year. No term limit shall be placed on Directors until such time the board deems it necessary. Should a vacancy occur in any of the offices prior to the Annual meeting, the Board will fill that position by a two-thirds majority of all Directors. The Directors shall be elected by a two-thirds majority of the Directors at the annual meeting in December.

Section 3 – Meeting of the Board: The Board shall meet at least one (1) time annually. Additional scheduled or special meetings may be called by the President or Executive Director.

Section 4 – Place of Meetings: All regular or special meetings of the Board of Directors shall; be held at the principal office of this Association, or at such other places as the Board of Directors may designate.

Section 5 – Attendance at Board Meetings: It is the duty of each Board member to attend the regular and special meetings of the Board of Directors.

Section 6 – Quorum: A majority of the Directors of this Association shall constitute a quorum for the transaction of normal day to day business at any regular or special meeting of the Board of Directors. A two thirds majority of all Directors is required to implement major structural changes to this Association.

Section 7 – Voting: At all meetings of the Board of Directors, each Director shall have one vote.

Section 8 – Compensation – Directors shall not receive cash compensation for their service as Directors. However, Directors may be reimbursed for expenses incurred on behalf of the Association.

ARTICLE VI – OFFICERS, ELECTIONS AND TERMS OF OFFICE

Section 1 – Officers: The Officers of the Association shall consist of a President, Vice President, Secretary and a Treasurer.

Section 2 – Term of Office – All Officers are to serve terms defined as January 1st to December 31st of each year. There shall be no limit on years of service for Officers. Should a vacancy occur in any of the offices prior to the annual meeting, the Board will fill that position. Officers shall be elected by a two thirds majority of the Directors at the Annual Meeting in December.

Section 3 – Compensation: Officers shall not receive cash compensation for their service as Officers. However, Officers may be reimbursed for expenses incurred on behalf of the Association.

Section 4 – Meetings: The Officers shall meet at least four (4) times annually. Additional scheduled or special meetings may be called by the President.

Section 5 – Powers and Duties of the President: The President shall be the chief executive officer of the Association, shall preside over all meetings of the Association and all meetings of the Board of Directors, and shall perform all duties ordinarily incident to the Office and consistent with these by-laws. The President shall submit a report of the operations of this Association for each year to the Directors at their last regular meeting in such year, or at a special meeting called for that purpose and from time to time he/she shall report to the Directors, all matters within his/her knowledge which the interest of this Association may require to be brought to their notice. The President shall have the authority to sign, make and endorse the name of the Association, all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money, and pay out and dispose of same and receipt thereof.

Section 6 – Powers and Duties of the Vice-President: The Vice-President shall generally assist the President and shall perform such duties as may be assigned by the Board of Directors or the President. In the event of death, resignation, absence or inability to act of the President, the Vice-President shall assume and discharge pro tempore the powers and duties of the President of this Association.

Section 7 – Power and Duties of the Secretary: The Secretary shall prepare and keep the minutes of all meetings of the Association and meetings of the Board of Directors; shall certify official copies of such minutes and by-laws, or delegate in case of absence, maintain a current and complete roster of the members: and shall perform such other duties as the President or Board of Directors may from time to time direct.

Section 8 – Powers and Duties of the Treasurer: The Treasurer shall collect dues from the members of the Association, keep financial records of the Association; render regular and annual reports of the financial affairs and status of the Association; sign, make and endorse the name of the Association, all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money, and pay out and dispose of same and receipt thereof, under the direction of the President or the Board of Directors, and perform such other duties as the President or Board of Directors may from time to time direct. In general, he/she shall perform all the duties incident to the office.

Section 9 – Returns and Statements: It shall be the duty of each officer of this Association to make and file any and all returns, reports, lists or statements required by law to be made and filed by him/her, and to make full reports to the Board of Directors respecting the affairs of the Association in his/her charge whenever he/she may be requested to do so.

ARTICLE VII – COMMITTEES

Section 1 – Appointment: The President may appoint such Committees as are deemed appropriate.

Section 2 – Non-Profit Purpose: The President shall not commit any member, by resolution or otherwise, to a position or policy not consistent with the stated purposes reflected in Section 3 of Article I of these by-laws.

ARTICLE VIII - AMENDMENT OF BY-LAWS

Section 1 – Alterations, amendments or Repeals: The Board of Directors shall have power to make, amend, or repeal the by-laws of the Association, by vote of a majority of all the Directors at the annual December meeting or at an emergency session called by 75% vote of the Board of Directors. Amendments to the by-laws shall be submitted in writing to the Board for review at least four (4) weeks prior to the meeting. An amendment will be passed by a two-thirds vote.

ARTICLE IX – TAX YEAR AND AUDITS

Section 1 – Tax Year: The tax year shall be the calendar year which begins on January 1st and ends December 31st.

Section 2 – Audits: the books and records of the Association may be audited annually by a certified public accountant or other qualified individuals selected by the Officers.

ARTICLE X – MISCELLANEOUS

Section 1 – Relations with Third Parties: The Board of Directors may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or other instrument on behalf of this Association and such authority may be general or confined to specific instances. Except as herein provided or as authorized by the Board of Directors, no officer, agent or employee, other than the President and Treasurer shall have any power or authority to bind this Association by any contract or engagement, or to pledge its credit or to render it liable, for any purpose or for any amount.

Section 2 – Deposits, Checks and Drafts: All checks and drafts of funds of this Association shall be deposited from time to time to the credit of this Association in such banks, or trust companies, or to other depositories, as the Board of Directors may from time to time designate. All checks shall be drawn out of the regular checkbooks of this Association and upon the stub of each check, the purpose and amount for which the same is drawn shall be specified. All checks, notes, drafts, bills of exchange, acceptance or other orders for the payment of money or other evidence of the indebtedness of this Association shall be signed as shall from time to time be designated by the Board of Directors.

Section 3 – Indemnity: Any person made a party to any action, suit or proceeding by reason of the fact that he/she, his/her testator/testatrix or his/her interests, is or was a Director, Officer, or employee of the Association shall be indemnified by the Association against the reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding , or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer, Director or employee is liable for negligence or misconduct in the performance of his duties. The Association may also reimburse to any Director, Officer or employee, the reasonable cost of settlement, fine or judgment of any such action, suit or proceeding if it be found by a majority of Directors to be in the best interests of the Association that such settlement be made and that such Officer, Director or employee was not guilty of negligence or misconduct. The foregoing right of indemnification shall not be deemed exclusive of any other rights of which any Officer or Director or employee may be entitled apart from the provisions of this section. The amount of indemnity to which any Officer or Director may be entitled shall be fixed by the Board of Directors.

Section 4 – Restriction on Net Earnings: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Members, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 of Article 1 hereof.

Section 5 – Dissolution: Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 6 – Savings Clause: If any provision reflected in these by-laws is in conflict with existing laws or regulations, or is otherwise unenforceable, the other provisions of these by-laws shall remain intact and continue to be enforceable.

Approved March 5, 2010

ARTICLE XI - INDUSTRY

Section 1 – Applicability. The provisions of this Article shall apply to any Officer or Director that is employed by a company or industry that does business with the bleeding disorder community.

Section 2 – Definition: Industry is defined as any organization, association or company, including a 340B, that does business with the bleeding disorder community.

Section 3 – Potential Conflict of Interest: The Industry of which the Officer or Director is employed shall not receive preferential treatment from the Association vis-à-vis other companies in the industry. That is, this Association shall treat such industry of which the Director or Officer is employed in the same manner, e.g., arm’s length, as other companies.

Section 4 – Member Mailing Lists: Directors and Officers employed by the Industry may not use member mailing lists of the Association for any purpose other than to further the Association. In other words, Directors and Officers employed by the Industry shall not market to members of the Association, or otherwise contact them for any purpose, unless such members of the Association have a pre-existing relationship with said company that is independent from their membership with the Association.

Section 5 – Marketing: Directors or Officers employed by the Industry shall not market to members at any events sponsored by the Association without prior written permission from the Association.

Section 6 – Voting: Directors and Officers employed by the Industry shall recuse themselves from voting on any matters that pertain to an issue involving the Association and Industry.

This Amendment to the Connecticut Hemophilia Society, Inc. by-Laws was approved on April 11, 2010.

ARTICLE XII – REMOVAL OF A BOARD MEMBER

Section 1 – Attendance: As Indicated in Article V, Section 4, it is the duty of each board member to attend every meeting. Members may be excused from attendance upon a showing of good faith and reasonable cause. A Board member shall be subject to removal upon missing more than three Board meetings in a row without adequate reason or reasonable cause upon a two-thirds vote of all members.

Section 2 – Unethical Behavior: A Board member that exhibits unethical behavior, or fails to follow the Conflict of Interest Policy adopted by the Connecticut Hemophilia Society, Inc., on March 4, 2010, will be removed from office upon a two-thirds vote of all members.

Section 3 – Failure to Act: A Board member that fails to carry out the duties that have been assigned to him or her, fails to act in a professional and respectful manner towards other members of the Board, or acts contrary to the best interest of CHS, may be removed from office by a two-thirds vote of all members.

Section 4 – Unprofessional Behavior: A Board member who has become so obstructive that his or her behavior is causing the Board not to function effectively may be removed from office upon a majority vote of all members. Please note that arguing for an unpopular viewpoint is not grounds for Board dismissal. If a member consistently disrupts meetings, or prevents the organization from working well, removal may be appropriate.

Section 5 – Criminal Behavior: A Board member that commits an act that violates state or Federal law, regardless of whether the act was committed in the course of his or her duties as a member of Board, shall be immediately removed from office.

Section 6 – Regular Meeting: A special meeting of the Board shall not be necessary to remove a member from office. Rather, such member may be removed at a regularly scheduled meeting.