

**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: HNC Policies and Procedures.**

The Board of Directors shall create and maintain a set of policies and procedures that further prescribe the requirements of these Bylaws. In addition, the policies and procedures may include language to guide the prudent day-to-day operation of the organization.

**Article IV: Membership.**

**Section 4.01. 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 4.02. 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 disorders community (friends of HNC), 4) a medical professional who serves anyone involved with the bleeding disorders 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 disorders community. Members will be subject to and must meet the requirements as specified in the HNC Policies and Procedures.

**Section 4.03. 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, members who wish 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 their desire to terminate their membership.

**Section 4.04. 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

## BYLAWS OF HEMOPHILIA OF NORTH CAROLINA

individuals in each class of membership and the number of unique, individual members of HNC.

### Article V: Board of Directors.

**Section 5.01: 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 5.02: Executive Director.** The Board of Directors may employ an Executive Director (ED) for the corporation who shall serve as an ex-officio nonvoting member of the Board of Directors. The President shall have the authority to suspend the ED for a period of a maximum of thirty days with or without pay pending review and final action of the Board of Directors. The Board of Directors shall have the authority to suspend or terminate the ED in accordance with the HNC Policies and Procedures.

**Section 5.03: Officers for the Board of Directors.** The Board of Directors shall elect the following officers from the Board of Directors:

**President:** In addition to powers and responsibilities specifically stated elsewhere in these Bylaws, the President shall preside at meetings of the Board in discharging its powers and duties.

**Secretary:** The Secretary shall cause the minutes of all Board meetings and proceedings to be recorded, and certify the accuracy of such minutes.

**Treasurer:** The Treasurer shall have access to the financial records of the organization and shall report to the Board on the condition of such records and the financial condition of the organization.

In addition, a **Vice President** may be elected and serve as needed. The Vice President shall have all the powers and duties of the President during the President's absence, or during any vacancy in the position of President.

Additional responsibilities of each officer shall be fulfilled as set forth in the HNC Policies and Procedures.

The Board of Directors is authorized to combine roles of Secretary, Treasurer, and Vice President so that one board member may hold up to two (2) of these 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.

### **Section 5.04: Nomination, Election, and Terms of Service for the Board of Directors.**

(a) An individual seeking nomination to the Board of Directors will be subject to and must meet the requirements as set forth in the HNC Policies and Procedures. An individual nominee shall be voted upon and elected to serve by a majority at any regular meeting of the Board of Directors.

(b) Duly elected members 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.

## **BYLAWS OF HEMOPHILIA OF NORTH CAROLINA**

(c) Directors shall discharge their duties on the Board in good faith, with the care that ordinarily prudent persons in a like position would exercise under similar circumstances in a manner they reasonably believe to be in the best interests of the corporation.

(d) In the case of illness or other unforeseen circumstance a Director may be placed on leave of absence from their duties in accordance with the HNC Policies and Procedures. A Director may request a leave of absence on their own behalf; however, the President shall have the discretion to make such a request to the Board, which may by majority vote place the member on leave of absence. A Director on leave of absence shall not be counted when enumerating the full Board for the purpose of establishing a quorum or a vote requiring a proportion of the full Board.

### **Section 5.05: Meetings of the Board of Directors.**

(a) 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 full Board of Directors. The conduct of meetings and voting at Board meetings, may be governed by Robert's Rules of Order.

(b) Unless otherwise specified elsewhere in these Bylaws, a simple majority vote of a quorum shall be required for Board action.

(c) One third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The President shall be counted to establish a quorum, but shall not vote except to break a tie among the remaining directors; however, the President shall vote if a number greater than a simple majority is required for action.

(d) Meetings may be held in person, by telephone conference, online or by any other means the Board may implement as allowed by law.

(e) Any action which might be taken at any regular or special meeting of the Board of Directors, including any action required by law, may be taken without a meeting, provided:

i. Written notice of the proposed action shall be provided to the full Board at least seven (7) but no more than thirty (30) calendar days before the vote on the such action; and

ii. Three quarters of the full Board provide written consent to vote without a meeting. Such consent shall be given within seven (7) calendar days prior to voting on the action.

(f) The terms "written notice" and "written consent" under this section shall include notice and/or consent delivered by electronic means.

**Section 5.06: Conflicts of Interest.** Prior to the election to the Board of Directors, any individual candidate seeking to serve on the Board of Directors shall disclose the following:

(a) the candidate's particular relationship to the bleeding disorders community;

(b) 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;

(c) other organizations within the bleeding disorders community to which the candidate belongs or is an officer or director;

## BYLAWS OF HEMOPHILIA OF NORTH CAROLINA

(d) whether any member of the candidate's immediate family serves on, or is also a candidate for, the Board of Directors;

(e) whether the candidate holds a substantial interest in publically traded stocks for corporation(s) that serve the bleeding disorder community; and

(f) any and all other matters that the candidate believes to be relevant to 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 their vote, and they shall abstain from any vote on any matter that conflicts with 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 5.07: 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 5.08: 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 they will be subject to removal for cause and that they will be given an opportunity to explain to the members of the Board of Directors present at the meeting, the reasons they object to their removal from the board.

### Article VI Bylaws

Bylaws may be adopted or amended by a three-quarter 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 V, Section 5.05, above.

### Article VII 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.

**BYLAWS OF  
HEMOPHILIA OF NORTH CAROLINA**

Adopted by the HNC Membership on October 8, 2020. Replaces HNC Bylaws adopted September 27, 1997 and amended October 27, 2015 and October 9, 2018.

Amended by the Board of Directors on February 23, 2021.