

Draft BYLAWS

HEMOPHILIA FOUNDATION OF MARYLAND INC.

January 2010

ARTICLE I NAME AND LOCATION

- 1.01 Name: The name of this foundation shall be Hemophilia Foundation of Maryland Inc.
- 1.02 Location: The business office of the Hemophilia Foundation of Maryland shall be the home of the Executive Director. All records remain the property of the foundation. The foundation office shall remain within its jurisdiction.
- 1.03 Mailing Address: 13 Class Court, Suite 200, Baltimore, Maryland 21234
- 1.04 Territory: The territory served by the Hemophilia Foundation of Maryland, shall be the entire state of Maryland.

ARTICLE II DEFINITIONS

- 2.01 Terms: The terms used in these bylaws are in accordance with the following definitions. All Hemophilia Foundation of Maryland documents and correspondence should correspond to these definitions.
- 2.02 Definitions
 - (1) "Board" - the Maryland foundation Board of Directors unless otherwise specifically referenced (i.e. HFM Board)
 - (2) "The Foundation" - the Hemophilia Foundation of Maryland.
 - (3) "Foundation President" - means the chief executive officer serving without compensation of the foundation.
 - (4) "May" - acceptable method of accomplishment.
 - (5) "Shall" - Indicates a mandatory requirement.
 - (6) "Should" - Indicates a non-mandatory but preferred method of accomplishment.
 - (7) "Simple Majority" - A vote of greater than 50% of the quorum present.
 - (8) "Industry" - Commercial provider of Bleeding Disorder products or services.

ARTICLE III PURPOSE(S)

- 3.01 General: This foundation is formed and shall continue for the

purpose of assisting people affected by hemophilia and/or other bleeding disorders or related problems.

- 3.02 Specific:

- (1) Assist people with hemophilia, persons with bleeding disorders and/or their related problems within the foundation's territory
- (2) Encourage and promote research in hemophilia, other bleeding disorders and their related problems.
- (3) Provide timely and accurate information and education to the foundation membership, patients, families, medical professionals and the general public on hemophilia, bleeding disorders and related problems.
- (4) Assist in the establishment of facilities for care and treatment of bleeding disorders and related problems.
- (5) Solicit, collect and otherwise raise funds for the foregoing purposes and for any other purposes directly related to the treatment of hemophilia, other bleeding disorders and their related problems.
- (6) Lobby appropriate governmental entities to support the care and treatment of persons with bleeding disorders.

ARTICLE IV
MEMBERSHIP

- 4.01 General Membership: Those persons, families or organizations who remit annual dues to the foundation. Membership shall not be withheld from any person or family affected by a bleeding disorder because of failure to pay dues.
- 4.02 Honorary Membership: Shall be available to those who have contributed a service, deed or act for this foundation or for a person with a bleeding disorder. An honorary member shall be elected by a majority vote of the Board. Honorary membership does not preclude the payment of dues, however dues are not required.
- 4.03 Corporate Membership: Shall include those corporations who are paid for the membership year. Dues shall be determined by the Board. Corporate members have no voting privileges.
- 4.04 Other Membership Categories: The Board may establish other types of membership categories as required. These categories will be approved by a majority vote.
- 4.05 Voting Privileges: Each membership shall have one vote. Proxy voting is not allowed.
- 4.06 Members in Good Standing: Only members in good standing shall be allowed to vote. Members in good standing have paid dues for the current year. The minimum age for voting members shall be 18.
- 4.07 Membership Dues: the Board shall determine amount and frequency.
- 4.08 Membership List: **The names, addresses and any personal**

information on the membership shall be kept by the Executive Director for the exclusive use of the Hemophilia Foundation of Maryland, and shall not be shared with any other person or entity either in printed form, or electronically.

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ARTICLE V
MEETINGS

- 5.01 Annual Meeting: The annual meeting of the membership shall be held in the first quarter of the foundation's fiscal year (January 1st -March 31st). The Board shall determine the location. The membership shall be notified in writing not earlier than 50 and not later than 20 days prior.
- 5.02 Board Meetings: The Board of Directors shall meet no less than 6 times per year (normally bimonthly). The president at the close of the current Board meeting shall determine the time and place of the next Board meeting. Individuals wishing to address the Board should contact the Secretary 10 days prior to the meeting to be placed on the agenda.
- 5.03 Special Meetings: Special Meetings may be called by:
 - (1)The Board President.
 - (2)One third of the Board.
 - (3)A written request of at least 10 general members.
 - (4)Only business within the purpose(s) of the special meeting notice shall be conducted at the special meeting.**
- The general membership shall be given 15 calendar days notice of special meetings of the membership.
- 5.04 Quorum:
 - (1)Board Meetings - During Board meetings 51% of the elected board shall constitute a quorum. A simple majority of the quorum shall suffice to pass an issue. In the event of a tie the president shall cast the deciding vote. Proxy voting is allowed.
 - (2)General Membership and Special Meetings - 10 general members in good standing shall constitute a quorum at these meetings. A simple majority shall be sufficient to pass an issue.
- **5.05 Meetings by Telephone or Similar Communications: Board members may participate in meetings by means of conference telephone or similar communication equipment, in the event that board attendance would create a severe hardship or a concern for personal safety. All members participating in the meeting shall be able to hear each other at the same time and participation in any meeting shall constitute presence in person by such member at such meeting. A written record shall be made of all actions taken at any meeting conducted by means of a conference telephone or similar communications equipment.**

ARTICLE VI
BOARD OF DIRECTORS

- 6.01 Duties and Powers: The Board of Directors shall be the governing body of the foundation (subject to the direction of the general membership). All proposed programs, specific budgets, expenditures, and actions in the name of the Foundation shall first be approved by the Board of Directors.
- 6.02 Composition: **The Board shall be comprised of not less than seven members, but not more than 20 members total. The four officers: President, Vice President, Treasurer and Secretary shall be members of the total board.** A Board member shall be a foundation member. Any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity shall be filled by a simple majority vote of the remaining Board members. Any Board member elected in this manner shall serve until the next election. No immediate family members living in the same household shall serve on the board concurrently.
- 6.03 Nominations: At least 3 months prior to the annual meeting, the **Board** shall appoint a nominating committee from among the general membership with a Board member as Chairperson. This committee shall meet and determine candidates for the next election. The names of the nominating committee and the vacancies on the Board shall be included in the notice of the annual meeting. Nominations will be forwarded to the Secretary not later than 20 calendar days prior to the annual meeting.
- 6.04 Elections: At the annual meeting each general member shall vote for as many candidates as there are then seats on the Board and that number of candidates that receive the greatest number of votes shall be elected to the Board. Within one month of the election of the Board, the new Board shall meet for the purpose of officer elections. Officer nominations will come from the Board and a simple majority shall elect an officer for the remainder of the annual term.
- 6.05 Term Limitations: No Board member shall serve longer than three consecutive years. No officer shall serve longer than two consecutive years in the same office. This restriction may be waived at the discretion of the Board. Unless a waiver is granted, a minimum break of one year is required prior to serving on the Board again.
- 6.06 Resignation and Removal: Resignations shall be in writing. A Board member may resign at any time. Any such resignation shall take effect at the time specified in writing. The acceptance of such resignation shall not be necessary to make it effective. Any

Board member or officer may be removed by a simple majority vote of the Board with or without cause. **Failure to attend two consecutive board meetings or to fail to show just cause for such absence shall constitute cause for removal.**

- **6.07 Compensation.** Officers of the Foundation shall serve without compensation. Officers shall be entitled to reimbursement of expenses incurred in the performance of services as shall be determined from time to time by the Board of Directors.
- **6.08 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.
- **6.09 Voting Privileges: Each member of the Board shall have one vote, except those employed by Industry. (Need a vote on whether to take out or leave in.)**

ARTICLE VII OFFICERS

- **7.01 Number and Title.** The Officers of the Board shall be a President, a Vice-President, a Secretary and a Treasurer.

- **7.02 Duties and Responsibilities:**

(1) President - The President shall be the chief executive officer of the Foundation. He/She shall **set the agenda and** preside at all

meetings of the membership and the board. He/She shall cast the deciding vote in the event of a tie at all Board Meetings. He/she shall **be subject to the control of the Board of Directors, have general charge and supervision of the business of the** foundation. He/She shall be the primary representative for the membership at large at any and all functions. He/She shall see that all orders and resolutions of the Board and membership are carried out.

- (2) Vice President - The Vice President shall, in the absence or disability of the president, perform the duties of and exercise the powers of the President. Shall participate in the general active management of the foundation under the direction of the president. Additionally, the Vice President shall perform additional duties as assigned by the President and/or the board.
- (3) Secretary - The Secretary shall record all meetings and votes of the Foundation and shall give written notice of all meetings of the Foundation either through the minutes of the previous meeting (Board Meetings) or by membership mailing (annual or special meeting). The Secretary shall participate in the general active management of the foundation under the direction of the President, and perform additional duties as assigned by the President of the Board.
- (4) Treasurer - The Treasurer shall have custody of the Foundation funds, and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall conduct a review of accounts and budget semi-annually to allocate funds for foundation use. This review shall be a projection approved by the Board prior to execution. The Treasurer shall provide a written report at all Board Meetings of all financial transactions since the previous meeting, shall participate in the general active management of the foundation under the direction of the President, and perform additional duties as assigned by the President and/or the Board.

Article VIII
Executive Director

- **8.01 General: The Executive Director of The Hemophilia Foundation of Maryland shall be employed by and report to the Board of Directors. This position shall be subject to an annual review by the Board of Directors of the Foundation.**

- **8.02 Executive Director.** The Executive Director shall be the chief administrative officer of the Foundation and shall report to the Board of Directors. The Executive Director shall be responsible for administering the daily operations of the Foundation, including office administration, finances, development, strategic planning, community relations and communications, shall attend meetings of the Board of Directors by invitation only, but shall have no vote; and shall, in general, perform all such other duties as, from time to time, may be assigned to him or her by the Board of Directors.
- **8.03 Compensation.** The Board of Directors shall have the power to fix the compensation of the Executive Director of The Hemophilia Foundation of Maryland.
- **8.04 Removal.** At any meeting of the Board of Directors called for such purpose and at which a quorum is present, the Executive Director may be removed, with or without cause, by a 2/3 majority vote of the Directors present.

ARTICLE IX
COMMITTEES

- **9.01 General:** The Board may designate committees at any time. All committees will be comprised of at least two members. The Chair of the committee will report to the Board either in writing or in person bimonthly. When a committee is established it shall be in effect until disbanded by the Board or until its original purpose is no longer required. Any dispersal of funds to a committee must be pre-approved by the **Board**.
- **9.02 Committee Chairpersons:** Committee Chairpersons shall represent the foundation at all meetings and in all dealings of the committee and/or related committee events. Any committee Chairperson misrepresenting himself/herself may be removed with or without cause at any time.
- **9.03 Nominating Committee:** The Board shall appoint a Board member as Chairperson of the Nominating committee. **The committee** shall consist of 3 persons **from among the general membership**. This committee shall be appointed at least 3 months prior to the annual meeting, and shall meet as necessary
- **9.04 Medical Advisor:** The Medical Advisor shall be a physician or nurse involved in the treatment of persons with bleeding disorders, and shall report to the Board as necessary. **The Medical Advisor shall not have a vote on the Board.**
- **9.05 Legislative Committee:** This committee shall make an active presence on pertinent governmental agencies, on the state and national levels, to lobby for legislation that will benefit and/or protect the interests of persons with bleeding disorders. This

committee shall research important issues and keep a list of contacts.

- 9.06 Industry Advisory Committee: This committee shall be comprised of individuals who are employed by industry. Members of this committee shall serve on at least one additional committee of the Board. This committee shall hold regular meetings, and provide a report of issues/activities to the entire Board at meetings. This committee shall serve as a key informant and provide an industry stakeholder perspective on issues impacting the bleeding disorders community and products, providers, and services

ARTICLE X
GENERAL

- 10.01 Indemnification: The Foundation shall indemnify to the fullest extent permitted and required by the laws of the State of Maryland. This protection is offered to Officers, Board_members and other members acting on behalf of the Foundation.
- 10.02 Audit: The Board shall provide annually for an audit of the Foundation's financial accounts by a committee of members appointed to do so. An outside audit is required should there be a change in the position of the Executive Director.
- 10.03 Fiscal Year: Unless otherwise fixed by the board, the fiscal year shall be 1 January through 31 December.
- 10.04 Non-Discrimination: The foundation shall not discriminate against any person on the basis of sex, sexual orientation, race, color, religion, national or ethnic origin in the administration of its programs, policies or employment practices.
- 10.05 Gifts: The Board may accept gifts or grants made to and to be used by or for the foundation or for its charitable purposes.
- 10.06 Indirect Costs: It is the policy of the HFM that HFM will not pay indirect costs on grants or donations it makes to other agencies.
- 10.07 Policy and Precedence: The officers or the Board may enact policies and precedents, which describe and control committees and organizations of the foundation. These documents shall be numbered by the year and sequence (i.e. 95-01, 95-02). They will remain in effect until superseded or rescinded and require a three-fourths majority of officers and a simple majority of the Board.
- 10.08 Amendments: These bylaws may be amended by a vote of the Board of Directors and the general membership at the Annual Meeting. A simple majority is required to amend, ratify or repeal any or all bylaws. These bylaws shall become effective upon approval and ratification by the general membership. They shall remain in effect until such time as they are superseded, repealed or replaced.

