

**AMENDED BYLAWS**

**THE GATEWAY HEMOPHILIA ASSOCIATION, INC.**

**Article I**

The name of this organization shall be "The Gateway Hemophilia Association, Inc.", a not-for-profit support organization, hereinafter referred to as the Association.

**Article II**

The principal office of operation of the Association shall be located in the State of Missouri, at such place as may be designated by the Board of Directors, hereinafter referred to as the Board, effective upon the Board's official notification to the Secretary of State of Missouri. The Registered Agent of the Association shall be such person as designated by the Board and who shall consent to the undertaking of such duties of a registered agent as are prescribed by law. The principal area of operation of the Association shall be within the states of Illinois and Missouri, but nothing herein shall be deemed insufficient to authorize such activities as are approved by the Board in other states.

**Article III**

**PURPOSE**

The Association, a nonprofit, community-based organization, dedicated to the support and empowerment of those directly and indirectly affected by bleeding disorders through treatment, education, advocacy and prevention of complications through education and the monitoring of our nation's blood supply."

**Article IV**

**MEMBERSHIP**

**Section 1. Qualifications for Active Membership**

Membership in the Association shall be open to all persons who subscribe to, support, and promote the purposes of the Association as they are enumerated in the Charter of the Association. Membership shall not be limited to residents of Illinois and Missouri only. There shall be two classes of membership:

- A. Active Member - Any eligible person who makes application and is approved by the Association; and
- B. Honorary Member - Any eligible person who has contributed a service, donation, tangible asset, deed, or act to or for the Association and is approved by a majority vote of the Board.

**Section 2. Membership Dues**

The Board may establish the annual membership fee for active members; however, persons with hemophilia and their families may have their membership fees waived. *Hemophilia is understood to include all bleeding disorders.* Dues are payable on annual basis at the beginning of each fiscal year.

The Board of Directors shall be empowered, upon an affirmative vote of two-thirds of all members of the Board, to determine the amount of membership dues.

### **Section 3. Membership Privileges**

All members *in good standing* shall be:

- A. Entitled to vote at any meeting of the membership;
- B. Eligible to hold elected office or to accept committee appointments;
- C. Listed in the roster of members if they so choose to be;
- D. Entitled to receive the newsletter of the Association;
- E. Entitled to terminate membership or make change of address upon *written* notification to *the association's office*; and
- F. Given special consideration at seminars and conferences sponsored by the Association.
- G. Eighteen years of age or older.

All members shall not be:

- A. *Eligible to vote if membership fee has not been paid unless they have been granted a waiver by the board.*
- B. Allowed to vote by proxy.
- C. *Allowed to vote by absentee ballot.*

### **Section 4. Termination of Membership**

The Board, by affirmative vote of two-thirds of all its members, may terminate the membership of any member who demonstrates that he/she does not support the purpose of the Association.

## **Article V MEETING OF MEMBERS**

### **Section 1. General Membership Meetings**

The general membership meetings of the Association shall be held quarterly for the purpose of the transaction of such business as may come before the meeting.

### **Section 2. Annual Meeting**

One of the meetings, referred to as the Annual Meeting, of the general membership shall be for the purpose of electing directors. A nominating committee appointed by the President not less than 60 days before the meeting shall prepare and submit to the voting members of the Association a list of nominees for each position on the Board. Such a list shall be included in the notice required to be sent to all members at least twenty-one (21) days prior to the date of the annual meeting. At such annual meeting, any member in good standing may nominate any other person for any position to be filled by election. Each such nomination shall require a second from any other member in good standing. The President shall hold the floor open for nominations until there are no more offered from the floor. In the subsequent election, the nominees must receive at least twenty (20) percent of the vote cast to be duly elected as directors. In the event more persons than the number of positions to be filled receive twenty percent of the vote cast, those persons receiving the higher percentage of votes cast over 20 % shall be declared the winners and shall be duly elected as directors.

### **Section 3. Special Meetings**

Special meetings of the members may be called by the President, or by a simple majority vote of the Board, or by no less than ten (10) members of the Association. No business may be transacted at the special meeting, which has not been included in the notice sent to the active members.

#### **Section 4. Notice of Meetings**

Written or printed notice stating the place, day and hour of any meeting shall be printed in the quarterly newsletter or mailed to the appropriate members at a minimum of two weeks in advance. At least 48-hour notice will be given for special meetings. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

#### **Section 5. Quorum**

The number of active members present shall constitute a quorum. A simple majority vote of such quorum shall be sufficient to transact each item of business.

#### **Section 6. Conduct of Meetings**

The President of the Association shall preside at the meetings of the members. In his/her absence, the Vice President-Missouri of the Association shall preside. Procedures at such general membership meetings shall be informal and consistent with order and efficiency; but if, in the judgment of the President, the order and efficiency of such meetings is endangered, he may require the meeting be conducted according to rules established in Robert's Rules of Order.

#### **Section 7. Voting**

Each *adult member in good standing* shall have one vote. (*Only adult members of a household as listed on the membership form may vote.*)

### **Article VI**

#### **BOARD OF DIRECTORS**

##### **Section 1. Number**

The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) members elected by the general membership of the Association at the Annual Meeting. These directors shall be elected for two years, staggering their terms of office.

A member of the Board may succeed himself/herself in office. Only one *family member* may serve on the Board at any time. (*Family member is defined as persons who are related by blood or marriage. Only one (1) representative from a company may serve on the board at any time.*)

##### **Section 2. Vacancies**

Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a consenting active member *in good standing* to the position for the remainder of the term, upon majority vote of the actual number of the board of directors. (*Members in good standing are defined as: Any person who completes and returns the membership form to the association's office with dues or an approved waiver of dues by July 1 of each year.*) Any director so elected shall serve until the next annual meeting of the general membership.

##### **Section 3. Powers**

The Board shall control, supervise and conduct the business of the Association and carry out such other purposes of this corporation as stated in these bylaws. The Board's authority shall include, but not be limited to, the following actions:

- A. Exercise all corporate powers;
- B. Conduct, manage, and control the affairs and property of the Association;

- C. Adopt such regulations as are not inconsistent with the Articles of Incorporation or the bylaws;
- D. Receive, use, hold, invest and reinvest funds, bequests, or endowments (such investments to be governed by the "prudent man rule" relating to trusts in the State of Missouri);
- E. Set level of support for grant writing;
- F. Authorize fund raising projects;
- G. Approve funding for training and education seminars;
- H. Approve annual budget,
- I. Approve membership dues; and
- J. Authorize and approve expenditures.

#### **Section 4. Compensation**

No Board member shall receive any compensation from the Association.

#### **Section 5. Notice of Meetings**

The Board shall meet a minimum of two (2) times each year. The President shall determine the date, time, and location for meetings of the Board. Notice to Board members by the *Executive* Director will be made by *email, fax, telephone* or by U.S. mail at least ten (10) days prior to the Board meeting date. Meetings of the Board shall be open to committee chairpersons, who are entitled to voice but not vote.

#### **Section 6. Special Meetings**

The President upon request of any two (2) Directors may call special meetings of the Board.

#### **Section 7. Meeting Attendance**

Each member of the Board shall be required to attend all regular Board meetings during the calendar year (unless excused *with good cause* by the President) in order to retain membership on the Board. Excessive absences will be dealt with at the discretion of the Board. (*Good cause being : emergency, accident, illness, death in the family or extenuating circumstances.*)

#### **Section 8. Quorum and Voting**

One-third (1/3) of the actual number of Directors elected shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors. The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

#### **Section 9. Action Without Meeting**

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written considerations or consents are filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **Section 10. Liability of Directors**

The Directors of the Association shall not be personally liable for its liabilities or other obligations.

## **Section 12. Conflict of Interest**

All members of the Board of Directors shall sign a conflict of interest statement, as drafted by the Board, prior to beginning their term of office. At each meeting of the Board, members will be asked to declare any new conflicts. When voting on issues, those persons with a stated conflict will be asked to abstain from voting on the issue in conflict.

## **Article VII**

### **OFFICERS**

#### **Section 1. Designation of Officers**

The officers of the Association shall be President, Vice President - Missouri, Vice President • Illinois, Secretary, and Treasurer. No officer shall hold more than one office concurrently.

#### **Section 2. Election of Officers**

The Board of Directors shall meet each year immediately after the annual meeting of the general members, for the purpose of election of officers.

#### **Section 3. Term of Office**

Each elected officer shall serve a one-year term. An officer may succeed himself in office, or he/she may be elected in the next year to a position on the Board.

#### **Section 4. Removal**

Any officer or director may be removed for cause by a majority vote of the general membership at any special meeting called for that purpose. At least ten (10) days prior to such meeting, the President shall give written notice to the officer or director whose removal for cause is the subject of the special meeting stating in full the reasons for such removal, provided, however, if the removal is to be of the President, the Vice President shall give such notice. The President shall give such notice only upon a vote of a majority of all members of the Board.

#### **Section 5. Vacancies**

If any position of any officer shall become vacant, the position shall be filled in the same manner as a vacancy of a director as described in Article VI, Section 2.

#### **Section 6. President**

The President of the Association shall:

- A. Supervise the activities of the Association;
- B. Serve as Chairman of the Board;
- C. Convene and preside at all meetings of the Association;
- D. Serve as ex officio member of all committees;
- E. Prepare, with the *Executive* Director, the agenda for Association meetings;
- F. Coordinate all meetings with the *Executive* Director and other appropriate individuals;
- G. Coordinate payment of Association bills with the Treasurer, and may sign checks, notes, drafts, or other orders or purported obligations incurred on behalf of the Association, including any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing

and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Association;

H. Share responsibility with *Executive* Director for committees reporting to such *Executive* Director; and

I. Perform such other duties as may be prescribed by the Board.

#### **Section 7. Vice President-Missouri**

The Vice President-Missouri of the Association shall;

A. Assume the responsibilities of the President in the President's absence except that he/she shall not have the authority to sign obligation and instruments as described in this Article, Section 6, G; and

B. Perform such other duties as may be prescribed by the President or the Board.

#### **Section 8. Vice President-Illinois**

The Vice President-Illinois of the Association shall:

A. Assume the responsibilities of the President in the President's and Vice Presidents-Missouri absences; and

B. Perform such other duties as may be prescribed by the President or the Board.

#### **Section 9. Secretary**

The Secretary of the Association shall:

A. Keep all records for the Association including attendance at Board meetings, minutes of Board, general membership, and special meetings, and other pertinent information;

B. Prepare and mail Board meeting minutes to members of the Board with other pertinent information;

C. Perform such duties as may be prescribed by the President or the Board.

#### **Section 10. Treasurer**

The Treasurer of the Association shall:

A. Keep and maintain all financial records in accordance with IRS regulations;

B. Prepare and distribute to the President quarterly a financial statement accompanied by monthly bank statements;

C. Prepare and distribute financial statements for Board of Directors meetings.

D. Prepare any paperwork related to the 501 (c)(3) status;

E. Sign all checks over \$2,000, notes, drafts, or other orders or purported obligations incurred on behalf of the Association;

F. Consent to an audit of financial records by two (2) Directors annually or by a professional auditor at any requested time; and

G. Perform such other duties as may be prescribed by the President or the Board.

### **Article VIII**

#### ***Executive* DIRECTOR**

The Association may hire a paid *Executive* Director to conduct its daily activities. The performance of the employee and his or her salary shall be reviewed and approved annually by the Board of Directors.

## Article IX

### COMMITTEES OF THE BOARD

#### **Section 1. General**

The standing committees of the Association may include, but shall not be limited to the following:

- A. Budget
- B. Executive Committee
- C. Family Education Weekend
- D. Fund Raising
- E. Grant
- F. Helping Hands
- G. Legislative
- H. Nominating
- I. Scholarship

The Board shall have the authority to create other committees as necessary to perform the functions of the Association.

#### **Section 2. Committees**

- A. The Budget Committee - Shall consist of the Budget Committee Chair and at least one (1) other person for the purpose of reviewing the Association's budget annually.
- B. The Executive Committee - Shall consist of the officers of the Board and other members from among the Board, as the Board of Directors shall determine. The Executive Committee shall have and exercise all powers of the Board of Directors at all times when said Board is not in session, provided, that the Executive Committee shall adhere to policies determined by the Board of Directors, shall not amend or revoke any action of the Board of Directors and shall not alter or amend the By-Laws of the Corporation. The Board of Directors shall fill vacancies on the Executive Committee. A majority of the Executive Committee shall constitute a quorum and said Committee shall keep a written record of its actions and report from time to time to the Board of Directors as requested by said Board.
- C. Family Education Weekend (FEW) Committee - Shall consist of a FEW Committee Chair and at least two (2) other persons for the purpose of planning the Association's annual meeting.
- D. Fundraising Committee - Shall consist of the Fund Raising Committee Chair and at least two (2) other persons for the purpose of raising funds for the Association.
- E. Grant Committee - Shall consist of the Grant Committee Chair, the President, and one (1) other person to ascertain grant monies.
- F. Helping Hands Committee - Shall consist of a Helping Hands Committee Chair, the Treasurer, and at least one (1) other person, not to exceed five (5) persons, for the purpose of providing financial aid to members in need according to protocol as outlined in the Helping Hands Standards of Procedure.
- G. Legislative Committee - Shall consist of a Legislative Committee Chair and one (1) other person for the purpose of legislative matters.
- H. Nominating Committee - Shall consist of a Nominating Committee Chair, one (1) board member, and one (1) member of the Association for the purpose of selecting nominees for the Board of Directors.
- I. Scholarship Committee - Shall consist of a Scholarship Committee Chair and two (2) other persons for the purpose of determining scholarship recipients.

## Article X

### MEDICAL ADVISORY BOARD

#### Section 1. Description

A Medical Advisory Board, hereinafter referred to as the "Advisory Board," including the Chairperson and Vice Chairperson, shall be elected by the Board and shall consist of Missouri and Illinois licensed professionals of medicine, therapies or dentistry and will serve to guide the Board and the general membership in furthering the purposes of the Association.

#### Section 2. Powers

The Advisory Board shall review all Association publications containing medical and scientific information, shall review all requests for new or continuing medical and scientific grants provided by the Association, provide their collective recommendations concerning such requests to the Board in writing, and shall report to the Board annually at a duly constituted meeting of the Board.

#### Section 3. Term of Office

The term of office for each Advisory Board member shall be three (3) years. Members may succeed themselves on the Advisory Board. A member of the Advisory Board may not concurrently serve as a member of the Board. The Board shall designate the Chairperson and Vice Chairperson. The position of Chairperson and Assistant Chairperson shall be for one year and can be rotated on an annual basis. The Advisory Board shall consist of no less than three (3) and no more than seven (7) elected members. The Advisory Board shall hold a minimum of one annual meeting. The Chairperson shall be responsible for notice to the other Advisory Board members for such meeting. Any other Advisory Board meetings will be at the discretion of the Chairperson. The two directors of the Adult and Pediatric Program of the Missouri/Illinois Hemophilia Comprehensive Diagnostic and Care Center shall be ex-officio members of the Advisory Board but shall not hold the office of Chairperson or Vice-Chairperson.

## Article XI

### RECORDS AND AUDITS

#### Section 1. Fiscal Year

The fiscal year of the Association shall be *July 1 through June 30.*

#### Section 2. Books and Records

The Association shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, the Board and Committees, and shall keep at the registered or principal office a confidential record of membership giving the names and addresses of members.

**Article XII**

**AMENDMENTS**

These bylaws may be amended or repealed, in whole or in part, by a majority vote of the Board at a meeting called for such purpose. The Board shall provide to the membership these changes in writing for ratification.

**Article XIII**

**DISSOLUTION**

In case of dissolution of this organization, all assets remaining after payment of authorized expenditures shall be distributed to an organization working on behalf of the welfare of people with hemophilia which qualifies for tax exemption as provided for under the internal Revenue laws of the United States of America, and no part to any private individual or member.

No part of the activities of the Association shall consist of attempting to influence legislation by propaganda or otherwise, directly or indirectly participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not engage in any of the prohibited transactions as described in Section 503(c) of the Internal Revenue Code, as now in force or afterwards amended. The Association shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended. The Association shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

**Article XIV**

**MISCELLANEOUS**

**Section 1. Parliamentary Authority**

The Association shall be governed by Robert's Rules of Order Newly Revised 10<sup>th</sup> Edition, where applicable, and not in conflict with these bylaws or rules, or order.

Revised and adopted on the 21<sup>st</sup> day of June, 2003.

Richard K. Wilson, Acting President

ATTEST: \_\_\_\_\_  
Robert Sander, Secretary