

AMENDED AND RESTATED BYLAWS

Of the

TEXAS CENTRAL HEMOPHILIA ASSOCIATION INCORPORATED

**ARTICLE I
GENERAL**

SECTION 1.01 NAME: The name of the Association shall be the TEXAS CENTRAL HEMOPHILIA ASSOCIATION INCORPORATED.

SECTION 1.02 ADDRESS: The main office of the Association shall be located at Dallas, Texas, or at such other place in the North Texas area as the Board of Directors shall from time to time determine.

SECTION 1.03 AREA OF SERVICE: The area serviced by this Association shall include all counties and municipalities in the State of Texas.

**ARTICLE II
PURPOSES**

SECTION 2.01 GENERAL PURPOSES: This Association is formed and shall continue for the purpose of assisting persons with genetic bleeding and clotting disorders (“Bleeding and Clotting Disorders”) and their families. For the purposes of these Amended and Restated Bylaws (the “Bylaws”), persons affected with a Bleeding or Clotting Disorder are referred to herein as “Affected Persons” and their immediate family members are referred to herein as “Related Parties”.

SECTION 2.02 SPECIFIC PURPOSES: In addition to the General Purposes of this association, the Association shall:

- A. Encourage and assist in the comprehensive treatment and rehabilitation of Affected Persons.
- B. Encourage and promote research in Bleeding and Clotting Disorders.
- C. Aid and promote the education of and dissemination of information to Affected Persons, Related Parties, the general public, the medical/scientific community, legislators, regulators, and governmental and private payers regarding the issues faced by Affected Persons and Related Parties.
- D. Promote and aid in the establishment and maintenance of facilities for the comprehensive needs of Affected Persons and Related Parties.
- E. Solicit, collect, or otherwise raise and receive money for the foregoing purposes directly applicable to the treatment of Bleeding and Clotting Disorders and assistance to Affected Persons and Related Parties.
- F. Monitor and inform members on legislative, regulatory and other issues impacting Affected Persons and Related Parties, including issues related to reimbursement for healthcare and therapeutic materials by government and private party payers.
- G. Give such other aid and assistance in connection with the foregoing to the fullest extent possible.

ARTICLE III MEMBERSHIP

SECTION 3.01 GENERAL MEMBERS: General Members shall be Affected Persons and Related Parties and all other persons desiring to assist in furthering the purpose of the Association, regardless of sex, race, color, creed, religion, physical disability, marital status, sexual preference, or national origin. General Members can be classified as General, Family, Patron or Sustaining, as dictated by their financial support.

SECTION 3.02 HONORARY MEMBERS: Nomination for Honorary Membership shall be available to all those who have contributed a service, deed, or act for this Association, for an Affected Person, or for another non-profit organization that serves Affected Persons. An Honorary Member shall be elected by a majority vote of the Board of Directors.

SECTION 3.03 SUSPENSION: Any member of this Association may be deprived of his or her membership or be suspended as a member for cause either for a definite or indefinite period of time, as may be decided by vote upon such suspension, by majority vote of the Board of Directors. Cause for suspension shall be any conduct detrimental to the Association. Loss of privileges and Association assistance shall be determined on an individual basis at the time of suspension.

SECTION 3.04 REINSTATEMENT: Any member who has been suspended for an indefinite period of time may have his or her membership reinstated by a majority vote of the Board of Directors.

SECTION 3.05 NOTICE AND HEARING: No member shall have been suspended without such member being provided with written notice of the reasons for such proposed suspension and without being given an opportunity to offer a defense before the Board of Directors.

ARTICLE IV MEETINGS

SECTION 4.01 ANNUAL MEETING: An Annual Meeting of the General Membership shall be held each fiscal year to conduct such business as may properly come before the membership, at a specific time to be determined by the Board of Directors. Members shall elect the President, the Vice President and the Directors to serve during the ensuing year at each Annual Meeting.

SECTION 4.02 SPECIAL MEETINGS: The President or a majority of the Board of Directors may call special meetings of the members at any time upon not less than five days written notice of the time and place of such meeting to the membership.

SECTION 4.03 QUORUM: At any Annual or Special Meeting the members present shall represent a quorum. A majority of the members present must affirm all actions taken.

SECTION 4.04 VOTING: Cumulative voting by Officers, Directors, or members on any matters shall not be permitted. Voting by proxy is not permitted. Voting privileges shall be limited to those members eighteen years of age or older. Affected Persons (if less than eighteen years of age) and their Related Parties will be entitled to one vote per family.

ARTICLE V DUES

SECTION 5.01 ANNUAL DUES: Each General Member over the age of eighteen, unless dependent upon his family for total support, shall pay to this Association annual dues, the amount of which shall be approved by the Board of Directors. Such dues shall be payable on or before July 1st of each year.

SECTION 5.02 WAIVER: The Board of Directors may waive the payment of dues by any member.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01 NUMBER OF DIRECTORS: The Board of Directors shall consist of at least three members. Subject to the foregoing qualification, the number of members of the Board of Directors for the ensuing year shall be submitted to the General Membership for approval at each Annual Meeting.

SECTION 6.02 ELIGIBILITY: Members of the Association that are 18 years of age or older shall be eligible to serve on the Board of Directors. Such persons need not be Affected Persons or Related Parties. Except for service on a committee established pursuant to Article VII, persons who are affiliated with or employed by (or live in the same household with any person affiliated with or employed by) any hospital, drug manufacturer, home care provider, pharmacy or other company or business that provides services directly or indirectly to Affected Persons and/or Related Parties for the treatment of Bleeding and Clotting Disorders (“Industry”) shall not be eligible to serve on the Board of Directors.

SECTION 6.03 ELECTION: The Board of Directors shall be elected annually by the members at the Annual Meeting and shall serve at the will of the membership. The President and the Vice President shall automatically be considered elected to the Board of Directors. The Membership/Nominating Committee shall submit its slate of recommended Board members and the nominees for President and Vice President at the Annual Meeting. Members of the Board may succeed themselves on the Board.

SECTION 6.04 REMOVAL OF DIRECTORS: The Board of Directors may initiate removal of a Director for due and just cause when it deems such action necessary. Removal of a Director shall require a two-thirds vote of the General Membership present at a meeting called for that purpose.

SECTION 6.05 MEETINGS OF DIRECTORS: Meetings of the Board of Directors may be held at such place and time set by the President or the Secretary. The Board of Directors must meet at least four times each year. Meetings may be held in person or by teleconference or other electronic means which permit participants to speak to and hear all other participants in any such meeting.

SECTION 6.06 QUORUM: The presence of a simple majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business.

SECTION 6.07 VACANCIES: Vacancies on the Board of Directors arising for any reason may be filled for the un-expired term by the affirmative vote of a majority of the members of the Board of Directors.

SECTION 6.08 SPECIAL MEETINGS: The President or three or more

members of the Board of Directors may call Special Meetings of the Board of Directors by giving not less than three days written notice of the time and place of such meeting. Notice of any such meeting may be waived by the members of the Board and shall be deemed waived by attendance at such meeting.

ARTICLE VII COMMITTEES

SECTION 7.01 COMMITTEES; DUTIES: The Board of Directors may establish committees from time to time to serve at the request of the Board of Directors for such purposes as the Board of Directors deems appropriate and consistent with the purposes of the Association. All committees, their chairpersons and members shall be appointed by and subordinate to the Board of Directors and answerable to the membership through the Board of Directors. Such committees may include, without limitation, the following committees and duties:

- A. **MEDICAL/SCIENTIFIC:** This committee shall consist of a group of licensed doctors of Medicine and Dentistry and scientists and such other persons as may be selected by the Board, whose experience with and knowledge of Bleeding and Clotting Disorders and its related subjects will serve to guide the Board of Directors and the membership in furthering the purposes and goals of this Association. This committee shall also approve all Association publications containing medical and scientific information concerning Bleeding and Clotting Disorders.
- B. **LEGISLATIVE:** This committee shall monitor legislative and regulatory issues of importance to this Association. The committee shall communicate with all levels of government to insure that the Association's concerns are known, and organize groups to solicit help and support from legislators, and attend government meetings and events for the purpose of gaining knowledge and disseminating information to the Bleeding Disorder community.
- C. **MEMBERSHIP/NOMINATING:** This committee shall solicit membership in the Association and nominate members to serve on the Board of Directors and any committees. Persons affiliated with or employed by Industry shall not be eligible to serve on the Membership/Nominating Committee.
- D. **ADMINISTRATIVE AND FINANCE:** This committee shall oversee the week-to-week financial and administrative affairs of the Association. This committee shall be composed of but not limited to the President, the Vice-President, the Treasurer and the Secretary. This committee shall have the power to act on behalf of the Board of Directors with respect to such affairs. The committee shall keep a record of its actions and report it to the Board of Directors at each meeting of the Board of Directors. The President shall chair this committee and call meetings as appropriate. Persons affiliated with or employed by Industry shall not be eligible to serve on the Administrative and Finance Committee.
- E. **FUNDRAISING/EVENTS:** This committee shall assist in the planning and execution of all Association fundraising projects and events.
- F. **OUTREACH:** This committee shall provide patient services and/or funding to Affected Persons and Related Parties for those who qualify according to the rules and regulations set by this committee as approved by the Board of Directors.
- G. **COMMUNICATIONS:** This committee shall gather data, prepare and publish all newsletters, brochures, mailings, websites, etc. related

to Bleeding Disorder awareness and the Association.

- H. **SCHOLARSHIP:** This committee shall establish guidelines, distribute materials and award scholarships according to the policies set by the Board of Directors.
- I. **EDUCATION:** This committee shall develop and provide educational opportunities to Affected Persons and Related Parties, the general public and other persons as described in Section 2.02(C).

SECTION 7.02 REMOVAL OF COMMITTEE MEMBERS: The Board of Directors may remove any member of any committee, with or without cause at any time and in its sole discretion upon a majority vote of the Board of Directors.

SECTION 7.03 MEETINGS OF COMMITTEES: Meetings of any committee may be held at such place and time set by the chairperson of such committee upon not less than three days written notice. Meetings may be held in person or by teleconference or other electronic means which permit participants to speak to and hear all other participants in any such meeting.

SECTION 7.04 QUORUM: The presence of a simple majority of the members of each committee shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE VIII OFFICERS

SECTION 8.01 OFFICERS: The officers of the Association shall be as follows:

PRESIDENT
VICE PRESIDENT
TREASURER
SECRETARY

SECTION 8.02 ELECTION: The President and the Vice President shall be elected by a majority vote of the members present at the Annual Meeting. The Treasurer and Secretary shall be elected to serve in such capacity by the Board of Directors at a meeting of the Board of Directors held not more than 60 days after the Annual Meeting.

SECTION 8.03 TERM; REMOVAL; VACANCIES: The term of office shall expire (i) in the case of the President, until the earliest to occur of his or her death, incapacity or resignation or the next Annual Meeting, and (ii) in the case of the Vice President, Treasurer and Secretary, until the earliest to occur of his or her death, incapacity or resignation or first meeting of the Board of Directors after the next Annual Meeting. Officers may succeed themselves from year to year. The Board of Directors may, for just cause, remove any officer of the Association and declare such office vacant. Vacancy in any office except that of President shall be appointed by majority vote of the Board of Directors. In the case of a Presidential vacancy, the Vice President shall succeed to that office, and the Board of Directors shall appoint a new Vice President. The individual so appointed shall serve the un-expired term of that office.

SECTION 8.04 DUTIES OF THE PRESIDENT: The President shall preside at all meetings of this Association, and have oversight of books and papers of this Association and to cast a deciding vote in case of a tie vote by the members or Board of Directors of the Association, and to call special meetings. The President shall act as presiding officer at all meetings of the Board of Directors and shall serve as ex-officio member of all committees. The President shall have such usual powers of supervision and management as may pertain to the office of

President or shall be assigned to him or her by the Board of Directors.

SECTION 8.05 DUTIES OF VICE PRESIDENT: The Vice President shall act as aide to the President. In the absence of the President, the Vice President shall perform all the duties of the President. If both the President and the Vice President are absent, the Board of Directors shall select a President Pro Tempore.

SECTION 8.06 DUTIES OF THE TREASURER: The Treasurer of the Association shall have oversight for and keeping of all monies received and expended by the Association, to oversee the deposit of sums received by the Association in such depositories as shall be approved by the Board of Directors and to make reports of the finances of the Association at each Annual Meeting. The funds, books, and vouchers under the oversight of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors. At the expiration of the term of office, the Treasurer shall turn in to his or her successor in office all books, money, and other items in his or her possession, that are property of the Association. The funds, books and vouchers under the oversight of the Treasurer shall at all reasonable times be subject to the inspection by the Executive Director of the Association and the Board of Directors. All General Members shall have the right to inspect these documents for a proper purpose upon a written request to the Board of Directors. The disinterested members of the Board of Directors shall determine, by majority vote, whether a proper purpose for inspection exists and approve the time and place for such inspection. The Treasurer shall not be permitted to sign any negotiable instruments on behalf of the Association.

SECTION 8.07 DUTIES OF THE SECRETARY: The Secretary shall give notice of all general and special meetings, keep records of the transactions at each meeting, keep a file of correspondence, and manage all other records of the Association. The records under the oversight of the Secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors. At the expiration of the term of office, the Secretary shall turn in to his or her successor in office all records and other items in his or her possession that are property of the Association. The records and other items under the oversight of the Secretary shall at all reasonable times be subject to the inspection by the Executive Director of the Association and the Board of Directors. All General Members shall have the right to inspect these documents for a proper purpose upon a written request to the Board of Directors. The disinterested members of the Board of Directors shall determine, by majority vote, whether a proper purpose for inspection exists and approve the time and place for such inspection.

SECTION 8.08 OFFICERS: Vacancy in any office except that of President shall be appointed by majority vote of the Board of Directors. In the case of a Presidential vacancy, the Vice President shall succeed to that office, and the Board of Directors shall appoint a new Vice-President. The individual so appointed shall serve the un-expired term of that office.

ARTICLE IX

SECTION 9.01 NON-LIABILITY: No person, jointly or severally, shall be liable for the obligations of this Association solely by reason of being a member, Director or Officer of the Association.

SECTION 9.02 DISSEMINATION OF INFORMATION: Release to any public media by the Association, or its representatives, of material that is of a medical or scientific nature pertaining to Bleeding and Clotting Disorders must be approved first by the Medical/Scientific Advisory Committee (to the extent it is in effect at such time) and then by the Board of Directors. Any information

published by the Association (whether in print or electronic form) must show the source of the information.

SECTION 9.03 DISSOLUTION OF THE ASSOCIATION: In the event of the dissolution of the Association, all funds and property in the possession of the Association shall be distributed to one or more organizations working in behalf of the welfare of Bleeding and Clotting Disorders that are exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code or any similar statute then in effect. The Board of Directors shall select an organization within these guidelines. If the Board of Directors fails to make such determination, or an organization meeting the requirements set forth above does not exist, all assets shall be donated to the State of Texas for a public purpose.

ARTICLE X AMENDMENTS

SECTION 10.01 METHOD: These BYLAWS may be changed, altered or amended by a majority vote of the Board of Directors. All changes must be reported to the membership at the next Annual Meeting and can be rescinded by a majority vote of the Members present at such meeting.

ARTICLE XI RULES OF ORDER

SECTION 11.01 RULES OF ORDER: All meetings of this association shall be conducted according to the procedures set forth in Robert's Rules of Order as currently revised.

Originally adopted June 1975

Revised and adopted August 1979

Revised and adopted December 1990

Revised and adopted November 1994

Revised and adopted November 1995

Revised and adopted May 29, 1999

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