

**THE BYLAWS OF
Hemophilia of South Carolina
A NONPROFIT CORPORATION**

**ARTICLE I
NAME**

Section 1. Name: The name of this organization shall be Hemophilia of South Carolina, also known as HSC.

Section 2. Territorial Jurisdiction: The area served by this organization shall be the State of South Carolina.

Section 3. Affiliations: Hemophilia of South Carolina is a member of The National Hemophilia Foundation and a member organization of Hemophilia Federation of America.

**ARTICLE II
PURPOSE**

Section 1. Purpose: To raise awareness for and advocate on behalf of persons with bleeding disorders and their families; provide education and supportive services; and promote ongoing research to improve the quality of life for those affected.

**ARTICLE III
ANNUAL MEETING**

Section 1. Annual Meetings: Each year there shall be held an Annual Meeting of the Organization. The purpose of said meeting shall be to present to the constituency a report of the financial status and activities of the Organization for the preceding year. The Board of Directors shall designate the time and place of said meeting. Notice of the Annual Meeting, including time and place, shall be sent to all known constituents of the Organization not less than ten (10) days or more than thirty (30) days prior to the specific date of the meeting.

Section 2. Special Meetings/Chapter Sponsored Meetings: Emergency/non-scheduled meetings shall be held upon the call of the President and must be called by the Secretary upon written request of one-half (1/2) of the Board of Directors. Notice of time and place of such special meetings shall be promulgated as in Section 1.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number: The Board of Directors shall consist of not less than seven (7) and not more than twelve (12) persons.

- A. **Composition of the Board of Directors:**
Clause: Ex Officio Director

The Executive Director of HSC shall be an ex officio member of the Board of Directors. The Executive Director shall be entitled to attend all meetings of the Board of Directors but shall have no vote, unless to cast a tie-breaking vote, and shall serve as the EX Officio member as long as he / she is employed as Executive Director of HSC. Such individual's term as an Ex Officio Director shall automatically terminate when such ceases to serve as Executive Director and that individual shall then be automatically replaced as an Ex Officio Director by the individual to the position of Executive Director.

Section 2. Powers: The Board of Directors shall be responsible for the control, management, and supervision of all affairs of this Organization, but may delegate certain duties to other constituents of the Organization.

Section 3. Composition Restrictions: The Board of Directors shall abide by the following:

- A. NO person or family member of a person working in the Bleeding Disorders Industry or representing the Bleeding Disorder Industry in any capacity (i.e., pharmaceutical, specialty pharmacy, homecare companies) shall be permitted to sit on the Board of Directors. Neither shall anyone representing or working for a Hemophilia Treatment Center be permitted to sit on the Board of Directors.
- B. Only one (1) member of any given family may sit on the Board of Directors. (i.e., Husband, wife, mother, father, brothers, sisters, cousins, aunts, uncles, grandparents, etc.)

Section 4. Board Member Election: Board Members may be elected at any time by a simple majority vote of the current Board Members present at any regular meeting and in accordance with these bylaws.

Section 5. Terms and Term Limits: Terms of all Board Members shall be two years, with the opportunity to be elected to three (3) consecutive terms. Upon serving three terms; the Board Member must take 1 year off of service. They may then be elected in the same manner.

Section 6. Officer Terms: Elected Officers shall be members of the Board of Directors as long as they hold office. Terms of all Elected Officers, with the exception of the Treasurer and Charter Members of good standing, shall be two (2) years, with the opportunity to be elected to three (3) consecutive terms.

Section 7. Voting: Each member of the Board of Directors shall be entitled to only one vote on each matter coming before the Board and proxies shall not be permitted.

Section 8. Vacancies and Removals: Directors may be removed at any time, with due and just cause by a majority vote of the Board of Directors provided the Director in question is given the opportunity to be heard. Upon removal of said Director, this seat must be filled. Should any Director resign or retire for any reason, this vacancy must also be filled. Upon request of the remaining Board of Directors, the acting Nominating Committee/Governance Committee shall convene and nominate a new candidate to fill said vacant seat until expiration of term. The new Nominee shall be elected by a majority vote of the Board of Directors. If the President should resign, retire, or be removed, the Vice President shall fill this vacancy until the end of the fiscal year.

Section 9. Meetings: The Board of Directors shall meet once a month unless specified otherwise by the President or majority vote of the Board due to inclement weather or conflict with other activities of the Chapter.

Section 10. Board Standing Committees: The Board of Directors may establish such standing committees, as it deems necessary to further the purpose of the Organization. It shall appoint the following standing committees: Governance, Industry Advisory, Emergency Assistance & Scholarship, Communications & Fundraising, Programs, Finance & Audit, and Advocacy. The Chairperson of these committees shall be appointed by the Board of Directors. Should a Chairperson of a committee not fulfill his/her duties, a new Chairperson will be appointed. The aforementioned committees shall advise but not control the Board of Directors. The committees will follow the guidelines adopted by the Board of Directors. The Board of Directors may establish and abolish at its own discretion and through a simple majority vote, other committees or task forces to best serve the mission.

Section 11. Compensation: Directors shall not receive any compensation for their services as Directors. Any Director may, at the discretion of the Board of Directors, be paid for actual expenses only, incurred in the performance of duties for the benefit of or any services rendered to the Organization which is not within the scope of his/her duties as Director.

Section 12. Non-Profit: The Board of Directors shall not permit this organization to be conducted or operated as a for-profit organization, nor shall the Directors permit the organization to pursue any activities, although benefitting the organization as a whole, while operating to the advantage, financial or otherwise, of any individual member.

ARTICLE V

OFFICERS

Section 1. Designation and Selection of Officers: The elected officers of the Organization shall be a president, vice-president, secretary, and treasurer. Such officers shall be elected for one (1) term by the Board of Directors in March. The board may appoint other officers and assistant officers, if it deems it necessary. Officer nominations are to be offered from the floor for each office by any member of the board. Officer elections are to be conducted by an open vote by show of hands of the current board members present at the meeting to elect officers. A simple majority vote is required for electing each officer position.

Section 2. Duties:

- A. **President:** The President shall be the chief executive of the Organization with primary responsibility for seeing that the policies and decisions of the Board of Directors are carried into effect. He/she shall preside at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. He/she shall have such powers and authority and shall perform such duties as are customarily incident to the office of President and as may be directed by the Board of Directors. The President shall not be permitted to serve more than three consecutive terms of office.
- B. **Vice President:** The Vice President shall perform the duties of the President in the case of death, absence, or inability of the President to act for any cause, and shall perform such duties as may be directed by the Board of Directors. The Board of Directors shall officially appoint the Vice President as President in the case of permanent departure, by any cause, of the President. He/she will complete the term of the departed President for the fiscal year, at which time he/she may decide to step up as President. It is the responsibility of the newly appointed Nominating Committee to decide if this person should continue to serve for the allowed three year term as President if he/she should choose to do so.
- C. **Secretary:** The Secretary shall give notice of all meetings of the Organization and Board of Directors, which are required or permitted by these bylaws. He/she attend all such meetings, shall keep a record of their proceedings, and shall keep an accurate list of constituents of the Organization with their names and addresses, and shall perform such duties as may be directed by the Board of Directors. Upon the expiration of the term of office, all book, papers, and other property of the Organization shall be surrendered.
- D. **Treasurer:** The Treasurer shall collect and keep an accurate record of all monies received and expended for the use of the Organization. He/she deposit sums received by the Organization in the name of the Organization in such depositories as shall be approved by the Board of Directors. He/she shall make reports of the finances of the Organization at each Board Meeting and at each Annual Meeting and when called upon by the President. He/she shall perform such duties as may be directed by the Board of Directors. The funds, books, and vouchers in hand 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 surrender to his/her successor in office, all books, monies, and other property in his/her possession. The books shall be audited by an independent auditor or/ prepared to the level of which is in accordance with local and/or state regulations, by a Certified Public Accountant (CPA) or Enrolled Agent (IRS).

E. Equipment/Supplies/Etc.: All equipment, supplies, and other materials received for use by the Organization shall be revered back to the Organization if a person no longer holds an office is not an active constituent in the Organization. The period of time for this return shall not exceed thirty days.

ARTICLE VI
QUORUM and MISCELLANEOUS

Section 1. Dissemination of Information: All matters related to the medical and scientific aspects of hemophilia or other bleeding disorders published or circulated by the Organization shall be approved by the Communications and Fundraising Committee, with the exception of material received from the National Hemophilia Foundation or previously published information with a disclaimer.

Section 2. Fundraising: Any method of fundraising shall first be approved by the Board of Directors of Hemophilia of South Carolina.

Section 3. Constituent Information: All information turned into the Organization by those it serves shall remain confidential, and will be given to the Board of Directors.

Section 4. Organization Funds: In the event of the dissolution of the Organization, all funds and property in the possession of the Organization shall be donated to the National Hemophilia Foundation for research. The treasurer of the Corporation shall deposit all funds of the corporation.

Section 5. Board of Directors Meetings: The presence in person of one-half (1/2) of the members of the Board of Directors shall constitute a quorum.

Section 6. Vote: At any meeting at which there is a quorum, a majority vote, unless otherwise specified by law of these bylaws, shall be necessary to adopt or pass upon any matter affecting the Organization.

Section 7. Non-Liability: No person shall be liable for the obligations of this Organization solely by reason of his/her being a Director, Officer, or Employee.

Section 8. Bonding: The officers and such Directors and employees as may be designated by the Board of Directors may be bonded with corporate surety in such amounts as the Board of Directors may determine. This condition may be satisfied with either individual bonds or a blanket bond.

Section 9. Organization Books: The Organization's financial records and all matters relating to them shall be audited annually by an independent auditor or/ prepared to the level of which is in accordance with local and/or state regulations, by a Certified Public Accountant (CPA). This person shall not be a relative or related in any way to any member of the Board of Directors. The report of such audit/ financial statements shall become a part of the Organization's permanent records.

ARTICLE VII
FISCAL YEAR

Section 1. Fiscal Year: The fiscal year of the Organization shall commence on January 1 of each year and end on December 31.

ARTICLE VIII
ADOPTION OF BYLAWS

Section 1. Adoption: These bylaws shall be in effect upon adoption of the Board of Directors.

ARTICLE IX
AMENDMENTS

Section 1. Amendments: Amendments to these bylaws may be made by majority vote of the Board of Directors present at a meeting called for such purpose.

HEMOPHILIA OF SOUTH CAROLINA
COUNTIES

Region 1: Beaufort, Berkley, Charleston, Colleton, Dillon, Dorchester, Florence, Georgetown, Hampton, Horry, Jasper, Marion, Williamsburg

Region 2: Abbeville, Aiken, Allendale, Bamberg, Barnwell, Calhoun, Chester, Chesterfield, Clarendon, Darlington, Edgefield, Fairfield, Kershaw, Lancaster, Lee, Lexington, Marlboro, McCormick, Newberry, Orangeburg, Richland, Saluda, Sumter, York

Region 3: Anderson, Cherokee, Greenville, Greenwood, Laurens, Oconee, Pickens, Spartanburg, Union

March 9, 2013 - Amendments to Article III; Article IV; Article V; Removal of Article VII; Article VIII; have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, a South Carolina not for profit corporation. Vidalia McTeer, President.

August 10, 2013- Amendments to Article VII, Section 10; have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, a South Carolina not for profit corporation. Suzanne Martin, President.

July 12, 2014- Amendments to Article VI, VII; Removal of Article VI, Article VII, Section 6; have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, a South Carolina not for profit corporation. Suzanne Martin, President.

November 22, 2014-Amendments to Article IV, VII; Addition of Sub. A, Section 1, Article IV, Article VII, Section 1; have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, a South Carolina not for profit corporation. Suzanne Martin, President.

July 22, 2015- Amendments to Article I, Section 3; Amendments to Article IV, Section 1: have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, a South Carolina not for profit corporation. Lisa Bordelon, President.

January 14, 2017- Amendments to Article III, Section 1; Amendments to Article V, Section 2 (D): have been approved and adopted by the Board of Directors of Hemophilia of South Carolina, A South Carolina Not for Profit corporation. Lisa Bordelon, President.

January 19, 2019- Amendments to Article II, Section 1; has been approved and adopted by the Board of Directors of Hemophilia of South Carolina, A South Carolina Not for Profit corporation. Mike Walden, President.

January 11, 2020- Amendments to Article IV, Section 1; has been approved and adopted by the Board of Directors of Hemophilia of South Carolina, A South Carolina Not for Profit corporation. Mike Walden, President.