

**CONSTITUTION AND BYLAWS  
TENNESSEE HEMOPHILIA & BLEEDING DISORDERS  
FOUNDATION**

**ARTICLE I**

**NAME AND LOCATION**

**SECTION 1 NAME:** The name of this Foundation shall be the Tennessee Hemophilia & Bleeding Disorders Foundation (hereafter called the Foundation).

**SECTION 2 ADDRESS:** The main office of this Foundation shall be located in or near Nashville, Davidson County, Tennessee.

**SECTION 3 TERRITORIAL JURISDICTION:** The area serviced by this Foundation shall include all the State of Tennessee.

**ARTICLE II**

**TAX STATUS**

**SECTION 1 Tax Exempt Status:** The Foundation shall exist as a tax exempt, non-profit organization in Tennessee and shall exist as a 501 (c) (3) organization under federal laws.

**ARTICLE III**

**PURPOSES**

**SECTION 1 GENERAL PURPOSES:** The Foundation is formed for the general purposes of providing advocacy, education and assistance to persons with Hemophilia and other bleeding disorders or carriers of such disorders.

A. Improve AWARENESS AND EDUCATION of bleeding disorders and related medical conditions and advocate for a safe blood supply.

B. Advance community and public DIALOGUE AND ACTION regarding the needs of people with bleeding disorders.

C. Foster active COLLABORATION with other organizations that share similar goals.

D. Deliver QUALITY PROGRAMS directly to our members.

**SECTION 2 SPECIFIC PURPOSE:** In addition to the general purposes of this organization, the Foundation shall:

A. Advocate for the treatment and medical care of persons with hemophilia and other bleeding disorders, without discrimination including, but not limited to: race, national origin, religion, gender, sexual orientation, familial status, or disability.

B. Encourage and promote research in hemophilia and other bleeding disorders.

C. Aid in the education of parents, family, the medical community and the general public in the problems of hemophilia and other bleeding disorders.

D. Compile and maintain registry of persons with hemophilia and other bleeding disorders in Tennessee.

E. Solicit, collect, otherwise raise and receive money for the foregoing purposes and for other purposes directly applicable to the Foundation's mission.

#### **ARTICLE IV**

#### **MEMBERSHIP**

**SECTION 1 GENERAL MEMBERSHIP:** The general membership shall consist of members in the following two categories:

A. Any individual 16 years old or older who is interested in furthering the mission of THBDF is eligible for membership and may register as a member at any time. There will be no dues required for membership but membership must be registered before a member may participate and vote in any business meeting of THBDF. Membership registration shall be updated periodically and a list of such shall be maintained by THBDF.

B. Persons who are employed by specialty pharmacy

companies or pharmaceutical firms who are working within the bleeding disorders community can be members as individuals but there is no corporate

membership category allowed and they do not, nor may they, represent their company.

**SECTION 2 SPECIAL MEMBERSHIP:** The special membership shall consist of persons in the following category:

- A. **Rowland Honorary Members:** A *Rowland* honorary member shall be a person, so elected by the Board of Directors, who has contributed greatly to the furthering of the purposes and mission of THBDF and has demonstrated a high degree of commitment and service to the organization. This membership will be awarded to elected persons at the THBDF annual meeting periodically. An honorary membership does not preclude a concurrent general membership.

**SECTION 3 RESPONSIBILITIES OF THE MEMBERSHIP:**

A. Members have a responsibility to take an active role in furthering the purposes and mission of THBDF. Members are encouraged to attend Foundation Board Meetings in accordance with the board meeting visitor policy as all Board meetings will be open to the membership.

B. Members will have the right to vote on by law revisions when the Board of Directors presents these at the annual meeting.

C. Membership will be presented with a slate of Officers and Directors of the Board and with a financial report of the Foundation at each annual meeting for their information and feedback.

D. Members may nominate persons for consideration for Board positions at any time and may volunteer to participate on the Nominating Committee in order to provide leadership and direction as to the make-up of the Board of Directors and Officers of the Foundation.

E. Members are encouraged to participate on committees within the Foundation. All committees will

be reviewed and approved by the Board of Directors annually.

F. Members are encouraged to donate funds, as they are able, to provide needed financial support for furthering the mission of THBDF.

## **ARTICLE V**

### **FISCAL YEAR**

**SECTION 1 FISCAL YEAR:** The fiscal year of the Foundation shall commence on January 1st of each year and end on December 31st of the same year.

## **ARTICLE VI**

### **MEETINGS OF THE MEMBERS**

**SECTION 1 ANNUAL MEETING:** The members shall meet annually on a date to be set by the Board of Directors. The membership will have not less than thirty days notice of said meeting. The time and place of each meeting shall be determined by the Board of Directors.

**SECTION 2 SPECIAL MEETINGS:** Special meetings of the members may be called at any time by the Board of Directors upon not less than fourteen days notice of time and place of such meeting.

**SECTION 3 QUORUM:** At any annual or special meeting, the presence of not less than twenty-five percent (25%) of the membership, who is present at said meeting, shall constitute a quorum.

## **ARTICLE VII**

### **OFFICERS**

**SECTION 1 OFFICERS:** The officers of this Chapter shall be: President, *Vice President*, Secretary, and Treasurer, Member at Large.

**SECTION 2 NOMINATION:** A nominating committee shall submit a slate

of nominees, at least one month prior to the next meeting of the board.

**SECTION 3 ELECTION:** Officers shall be elected at the last board meeting of the fiscal year, through a ballot, by the simple majority of the board participating in said meeting.

**SECTION 4 TERM AND REMOVAL:** The term of office shall be one year, commencing on the first day of the fiscal year. Each officer is limited to said position for three consecutive terms. During their term, the officers are voting members of the Board. The Board of Directors may remove from office any individual for just cause, and declare such office vacant. The Board of Directors shall fill any vacancy created by removal from office or by resignation.

**SECTION 5 DUTIES OF THE PRESIDENT:** *The President will serve as Chair and preside over the Board of Directors.* The President will cast a deciding vote in the case of a tie. The President shall serve as ex-officio member of each committee, with the exception of the Nominating Committee. The President shall recommend to the Board of Directors, for their approval, individuals to serve on all special committees authorized by the Board of Directors. The President shall have oversight of all books, papers, and property of the Foundation. The President shall be able to countersign all negotiable instruments with the Treasurer of the Foundation or other persons authorized by the Board of Directors. The President shall receive periodic activity reports from the Executive Director as directed by the Board of Directors. The President shall have such powers of supervision and management as may pertain to the office of President or as shall be assigned by the Board of Directors.

**SECTION 6 DUTIES OF THE VICE PRESIDENT:** If the President is unable to perform the duties of the office, the Board of Directors will designate the Vice President to assume those duties as needed.

**SECTION 7 DUTIES OF THE SECRETARY:** The Secretary shall, personally or through a delegate, give notice of all meetings of the Foundation and of the Board of Directors, attend all such meetings, and keep a record of their proceedings. The Secretary, or designee, shall keep, or cause to be kept, an accurate, up-to-date list of the terms of all Directors and Officers, all committee members, and all active members of the Foundation. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

**SECTION 8 DUTIES OF THE TREASURER:** The Treasurer shall, personally or through a delegate, collect, receipt for, and keep an account

of all monies received and expended for the use of the Foundation in such depositories as shall be approved by the Board of Directors and shall make reports of the finances to the President and the Board of Directors as directed. The Treasurer must concur with the list of persons authorized to incur expenses or other liabilities for the Foundation or to disburse its monies. An annual financial report shall be presented to the general membership at the Annual Meeting. A printed copy may be requested. The funds, books, and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors. The Treasurer shall surrender to the successor in office all books, monies, and other Foundation property in possession at the expiration of the term of office. The books shall be professionally audited at the end of each fiscal year. The Treasurer shall serve as the chairman of the Finance Committee.

**SECTION 9 DUTIES OF THE PRESIDENT ELECT:** The President Elect shall be nominated at the beginning of the final year of the current President's term. They shall work closely with the President during that final year to learn the requirements of the role with the understanding that they will take over the President role at the end of the year.

## **ARTICLE VIII**

### **DIRECTORS**

**SECTION 1 DUTIES AND POWERS:** The Officers and Directors are responsible for evaluating the administration of the Foundation; reviewing and approving Foundation policy, programs, procedures and budget; promoting fund-raising; and, providing fiscal and fiduciary oversight of Foundation operations.

**SECTION 2 NUMBER OF DIRECTORS:** There shall be no less than nine Directors representing the general membership of the Foundation with due recognition to geographic distribution.

**SECTION 3 ELIGIBILITY:** Any person may be a Director of the Foundation, excluding those that sell medical or

pharmaceutical products or services to persons having a bleeding disorder, ipso facto, a conflict of interest. All persons accepting nomination to become a Director shall be required to sign a Confidentiality Agreement, Conflict of Interest Disclosure Statement and Whistle Blower/Grievance Policy annually.

**SECTION 4 NOMINATION:** Directors shall be nominated at the same time and in the same manner as for officers as defined in Article VII, Section 2 of these Bylaws. The number to be nominated shall be determined by the number necessary to replace those whose terms are due to expire. Vacancies may be filled at any time.

**SECTION 5 ELECTION:** Directors shall be elected at the same time and in the same manner as Officers as defined in Article VII, Section 3 of these Bylaws.

**SECTION 6 HONORARY DIRECTOR:** Honorary Director status, titled Director Emeritus, may be awarded to a person who, in the opinion of the Board of Directors, has made valuable contributions of time, talent, or resources to the Foundation. Such members counts towards the complement of Directors. The term of office is determined at the discretion of the Board of Directors.

**SECTION 7 TERM:** The term of a Director shall be three years. Directors may serve for two consecutive terms. A Director who has served two consecutive terms has to wait one year before he/she can be renominated to serve as a Director. A change in the number of Directors that may be brought about by a change in Article VIII, Section 2 of these Bylaws shall be accomplished by staggering terms of newly elected Directors in such a manner that approximately one-third of the Directors will have terms expiring in any given year.

**SECTION 8 REMOVAL:** A Director may be removed from office by the Board of Directors with just cause. A Director may be removed according to the provision of Article IX, Section 2 of these Bylaws. A vacancy created by any removal or resignation shall be filled for the remainder of the current fiscal year only, by action of the Board of Directors. Any additional unexpired term for such a position shall be filled at the next regular election in accordance with Article VIII, Section 4 of these Bylaws.

**SECTION 9 COMPENSATION:** Directors shall not receive compensation for their services, but they may be reimbursed for actual expenses incurred in the performance of their duties for the benefit of the Foundation and approved by the Board

of Directors.

## ARTICLES IX

### BOARD OF DIRECTORS

**SECTION 1 MEMBERS:** The Board of Directors shall be comprised of all elected officers described in Article VII, and all Directors described in Article VIII.

**SECTION 2 AUTOMATIC REMOVAL:** Directors shall be removed automatically upon two successive unexcused absences from the regular Board meetings. The President shall notify the affected director by letter. The Board of Directors may reinstate the affected director at the next regular Board meeting upon presentation of facts to confirm a continued illness or such other extenuating circumstances that would be sufficient cause to have rendered attendance impossible or undesirable. A Board member removed in such a manner will be eligible for election, without prejudice, at the next regular Board meeting to complete his/her term. Such suspension does not alter the length of the elected term.

**SECTION 3 MEETINGS:** There shall be a minimum of four regular Board meetings each year, held at such time and place as determined by the Board of Directors.

**SECTION 4 QUORUM:** The presence, in person or by teleconference, of a simple majority of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of business.

**SECTION 5 BOARD ACTION:** The vote of the majority of Directors present at a meeting at which a quorum exists shall be necessary and sufficient to take any action.

**SECTION 6 CHAIRMANSHIP:** The President will serve as Chair of the Board of Directors; cast the deciding vote in case of a tie; and have such other powers as the Board of Directors may entrust.

**SECTION 7 NONPROFIT:** The Board of Directors shall not permit this organization to be conducted or operated at a profit nor shall the Directors permit the organization to pursue any activity which, although benefiting the organization as a whole, would operate to the advantage, financial, or otherwise, of any individual member.

## ARTICLE X



## COMMITTEES

**SECTION 1 EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the following members, Foundation President, Vice President, President-Elect, Secretary, and Treasurer, and one other member of the Board, At Large, elected by the Board of Directors. The President shall call meetings of the Committee, as required, by giving no less than five days notice of such meeting to the Committee members.

The Executive Committee shall have the power to act on behalf of the Board of Directors in accordance with policies initiated by the Board, and shall not be allowed to modify any action taken by the Board. It shall keep a record of its actions and report such actions to the Board of Directors at the next regular Board meeting. A majority of the Executive Committee shall constitute a quorum.

**SECTION 2 ADVOCACY COMMITTEE:** It shall be the duty of the Advocacy Committee to promulgate plans and suggestions to constantly educate the public on Hemophilia and other Bleeding Disorders and their effects. This would include but not limited to Day on the Hill, Washington Days, and monitor any legislation active in the state. Each committee member serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 3 BOARD DEVELOPMENT COMMITTEE:** It shall be the duty of the Board Development Committee to provide ongoing reviews and recommendations to enhance the quality and future viability of the Board. The committee is responsible for recruiting new Board members and ensuring that each is equipped with the proper tools and motivation to carry out his or her responsibilities. This committee shall assess board effectiveness, encourage board development, help to create Board roles and responsibilities, and prepare Board leadership. Each committee member serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 4 COMMUNITY OUTREACH COMMITTEE:** It shall be the responsibility of the Community Outreach committee to oversee the volunteer services and the participation of the community, with a focus on growing the community participation in virtual training and industry programs. The committee shall be responsible for making personal growth training available to the community, but not limited to diversity and inclusion training. Each committee

member serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 5 GOVERNANCE COMMITTEE:** It shall be the duty and fiduciary responsibility of the Governance Committee, led by the Treasurer, to:

A. Provide strategic oversight of financial condition of the Foundation.

B. Work with the Executive Director and President, to establish an annual, zero-based, Budget for the Foundation. The Budget shall include expectations for income and expense categories associated with all major sources of each and shall include financial goals for each major Foundation event. The Budget shall support the annual Foundation plan. The Budget is subject to the approval of the Board of Directors.

C. Regularly review the financial procedures used and the financial status of the Foundation and make recommendations to the President or Board of Directors as appropriate.

D. Recommend outside parties chosen to perform financial tasks such as bookkeeping, annual audits, the preparation and filing of Foundation tax returns and management of the bank and investment funds for submission to the Board of Directors for final approval.

E. Manage the By-Laws with bi-annually updates and approval by the community.

F. Each committee member serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 6 MARKETING COMMITTEE:** It shall be the duty of the Marketing Committee to help create content to be distributed to the community. Revenue of distribution should include, but not limited to, The Pulse, website, and Social media. All medical material originated by the Foundation must be approved by the Medical Advisory Council of the Foundation. Each committee member

serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 7 PROGRAMS COMMITTEE:** It shall be the duty of the Program Services Committee to support the mission of THBDF. The committee shall initiate support, and oversee all the programs and services of the Foundation including but not limited to advocacy, education, and social programs. The committee shall work to set criteria for these services and see that programs are accessed without discrimination. Each committee member serves for one fiscal year. They may serve in future years based on Board approval each year.

**SECTION 8 PHILANTHROPY COMMITTEE:** It shall be the duty of the Philanthropy Committee to support fundraising efforts for Member Committees, fundraising events, and grant development. The committee will plan ways and means to raise funds to cover the costs of services. All fund raising projects and activities are subject to the approval of the Board of Directors. A written report, including finances, shall be presented to the general membership at the Annual Meeting. Each committee member serves for one fiscal year. They may serve in future years based on Board approval each year.

## ARTICLE XI

### MEDICAL ADVISORY COUNCIL

**SECTION 1 MEMBERS:** This Council shall consist of a group of licensed Doctors of Medicine or Dentistry, and such other persons as may be approved by the Board of Directors, whose experienced knowledge of hemophilia and/or its related subjects will serve to guide the Board of Directors and the membership in furthering the purposes of the Foundation. The Council shall approve all Chapter originated publications containing medical information.

**SECTION 2 SELECTION:** The Board of Directors shall recruit members of the Medical Advisory Council. The Medical Advisory Council shall then appoint one of its members as chairman, subject to the approval of the Board of Directors.

**SECTION 3 TERM OF APPOINTMENT:** An appointment to the Medical Advisory Council is for one year. Members may be reappointed without limit.

**ARTICLE XII**

**INDUSTRY COUNCIL**

**SECTION 1 PURPOSE:** It shall be the duty of the Industry Council to gather information from the various persons and companies that supply or service the medical needs of the Community. This information shall be intended to guide the Foundation as to how best to facilitate unbiased communication with the Community regarding the availability of their services. No more than two individuals representing one company shall serve on this council at the same time.

**ARTICLE XIII**

**NEGOTIABLE INSTRUMENTS**

**SECTION 1 SIGNATORIES:** Checks and other instruments for the

payment of money shall be reviewed and approved by at least two persons so authorized by the Board of Directors and agreed to by the Treasurer. Only one signature is required.

**SECTION 2 RESTRICTIONS:** Any unbudgeted funds disbursed in excess of \$2500.00 shall be approved by the Board of Directors or its Executive Committee.

**ARTICLE XIV**

**DISSOLUTION OF THE FOUNDATION**

**SECTION 1 DISSOLUTION OF THE FOUNDATION:** In the event of the dissolution of the Foundation, all assets remaining after payment of debts, or provisions thereof, will be distributed to organizations working in behalf of the welfare of hemophilia and allied organizations that are presently exempt from Federal Income Tax as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1971 contributions to which are deductible, or to the Federal Government or to a State or Local Government for a public purpose.

**ARTICLE XV**

## **PARLIAMENTARY PROCEDURES**

**SECTION 1 PARLIAMENTARY GUIDE:** Robert's "Rules of Order" shall serve as the Parliamentary Guide for all formal proceedings of the Foundation.

## **ARTICLE XVI**

### **AMENDMENTS AND REVIEW**

**SECTION 1 AMENDMENTS:** These Bylaws may be amended by a two-thirds majority vote of a quorum present and voting at a regular meeting, following written notice to general members 30 days in advance of regular meeting.

**SECTION 2 REVIEW:** Every two years the President shall appoint a committee to review these Bylaws and recommend needed changes to the general membership.