

**GOVERNING 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**

Our Mission: Gateway Hemophilia Association is a non-profit, community based organization, dedicated to the advocacy, education and support of families affected by bleeding disorders.

**Article IV**

**MEETING OF THE ASSOCIATION**

**Section 1. General Meetings**

The board shall conduct meetings of the Association at least twice annually for the purpose of transacting business.

**Section 2. Annual Meeting**

One of the meetings, referred to as the Family Education Weekend shall be for the purpose of announcing current and newly elected directors.

**Section 3. Special Meetings**

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

**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 and posted on the website or mailed to the appropriate board members and consumers 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**

2/3 of the number of board 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 board meetings. In his/her absence, the Vice President of the Association shall preside. Procedures at such general consumer 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/she may require the meeting be conducted according to rules established in Robert's Rules of Order.

## **Section 7. Voting**

Each board member shall have one vote for all matters of business before the board.

## **Article V**

### **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 Board 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*).

Board member recruitment and nominations can happen throughout the year, but voting will take place at the board meeting at the Annual Meeting, so that newly elected members can be announced at the Annual Meeting. Board members can be self-nominating or they can be recommended by a member of the board or a consumer or family member of a consumer. Board members will be elected by a majority vote of the board.

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

Whenever a vacancy exists on the Board, whether by death, resignation or otherwise, the vacancy shall be filled by a person who has been interviewed and deemed to be an appropriate fit to the position for the remainder of the term, upon majority vote of the actual number of the board of directors. Any director so elected shall serve until the next annual meeting of the general Association.

#### **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; and

I. 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 everyone.

**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**

Two-thirds (2/3) 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 Association must hold Directors and Officers liability insurance to ensure that the Directors of the Association shall not be personally liable for its liabilities or other obligations.

**Section 11. 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.

**Section 12. Removal**

Any director may be removed for cause by a majority vote of the board of directors 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 director whose removal for cause is the subject of the special meeting stating in full the reasons for such removal. The President shall give such notice only upon a vote of a majority of all members of the Board.

### **Section 13. Term**

Terms of service for voting Board members shall be two (2) years. No members shall serve more than three (3) consecutive two-year terms.

## **Article VI**

### **OFFICERS**

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

The officers of the Association shall be President, Vice President, 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 Association, 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 may be removed for cause by a majority vote of the board of directors 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 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**

The Vice President 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. Secretary**

The Secretary of the Association shall:

A. Keep all records for the Association including attendance at Board meetings, minutes of the Board, 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 9. 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 VII**

#### **ADMINISTRATIVE DIRECTOR**

The Association may hire a paid Administrative 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 VIII**

#### **COMMITTEES OF THE BOARD**

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

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

A. Executive Committee

B. Advocacy Committee

C. Programs Committee

- Assistance/ Helping Hands
- Scholarship
- Programs: Youth Golf, Camp, FEW

D. Fundraising Committee

- Events
- Trivia Night
- Golf Tournament
- Walk

**E. Governance Committee**

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

**Section 2. Committees**

**A.** 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.

**B.** Advocacy Committee – Shall consist of an Advocacy Committee and at least two (2) other persons for the purpose of planning the Advocacy goals and actions for the Association.

**C.** Programs Committee – Shall consist of a Programs Committee Chair and at least two (2) other persons for the purpose of planning community events (not including those with special committees).

**D.** Fundraising Committee - Shall consist of the Fundraising Committee Chair and at least two (2) other persons for the purpose of planning and executing the various fundraising events of the Association.

**E.** Governance Committee – Shall consist of the Governance Committee Chair and at least two (2) other persons for the purpose of reviewing and making recommendations to enhance the quality and future viability of the board of directors. This committee will work on board roles and responsibilities; board composition; board orientation; board effectiveness and board leadership.

**Article IX**

**MEDICAL ADVISORY BOARD**

**Section 1. Description**

**A.** Medical Advisory Board, hereinafter referred to as the "Advisory Board," including the Chairperson and Co-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 Association 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 Co-Chairperson. The position of Chairperson and Co-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 and

one (1) board member. The Advisory Board shall hold a minimum of one annual meeting. The Chairperson or Co-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 or Co-Chairperson.

## **Article XI**

### **INDUSTRY ADVISORY BOARD**

#### **Section 1. Description**

Gateway Hemophilia Association's (GHA) Industry Advisory Panel (IAP) was created when the Board transitioned to a "private" composition, meaning that the role of industry (manufacturers, home care agencies) changed. Each company has the opportunity to have one representative participate on this panel.

#### **Section 2. Powers**

In accordance with these changes, the IAP has the opportunity to be represented by one non-voting member at GHA Board meetings.

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

The IAP Panel meets regularly (at least once a quarter), after which the Board will be provided with updates on what's happening in the industry. GHA will work with the IAP cooperatively to ever more efficiently serve the bleeding disorders community. This report will be provided by a Industry Advisory Panel Chair of the IAP's choosing.

## **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 the Board and Committees, and shall keep at the Executive Director's office a confidential record of consumers giving the names and addresses of consumers.

## **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.

## **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 501(c)3 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 11<sup>th</sup> day of January 2018.

*Anne Parrott*-----  
Anne Parrott, Board President

ATTEST: *Stephanie Bauman*-----  
Stephanie Bauman, Board Secretary