

AMENDED AND RESTATED BY-LAWS OF THE WESTERN PENNSYLVANIA BLEEDING DISORDERS FOUNDATION

ARTICLE I - Name and Purpose

Section 1.01. Name.

The legal name of this corporation ("Corporation") is the Western Pennsylvania Bleeding Disorders Foundation (formerly known as The Western Pennsylvania Chapter of the National Hemophilia Foundation), incorporated under the Pennsylvania Nonprofit Corporation Law on October 4, 1976.

Section 1.02. Purposes.

The purposes of the Corporation are as set forth in its Articles of Incorporation. The Corporation was formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 1.03. Jurisdiction.

The territorial jurisdiction of this Corporation and its area of operation and service shall be the counties of Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Cameron, Clarion, Clearfield, Crawford, Elk, Erie, Fayette, Forest, Greene, Indiana, Jefferson, Lawrence, McKean, Mercer, Somerset, Venango, Warren, Washington and Westmoreland, in the Commonwealth of Pennsylvania.

ARTICLE II - Members

Section 2.01. Qualification.

Any legal adult or emancipated minor, who is interested in the furthering of the Corporation's purposes shall be eligible to be a Member of the Corporation ("Member").

Section 2.02. Membership.

Membership induction, orientation, and programming shall be managed by the Corporation Office Staff.

Section 2.03. Resignation.

Any Member may resign their Membership in the Corporation by giving notice to the Corporation Office Staff.

ARTICLE III - Meetings of Members

Section 3.01. Annual Meeting.

An annual meeting of the Members shall be held each calendar year at such time and place as may be determined by the Corporation Staff. The annual report of the Corporation shall be received, and Members are encouraged to present other business at the annual meeting. If the annual meeting shall not be called and held during a calendar year, any Member may call such a meeting at any time during the next calendar year.

Section 3.02. Special Meetings.

Special meetings of the Members may be called at any time by the President, or the Board of Directors, or, upon their providing payment in advance of the cost of

preparing and mailing or otherwise giving notice of the meeting, by 10% of the Members, upon written request stating the general nature of the business to be transacted and delivered to the Secretary of the Corporation. Upon receipt of such a request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty days (60) after receipt of the request. The notice of a special meeting shall specify the general nature of the business to be transacted, and no other business shall be transacted at that meeting.

Section 3.03. Notice.

Written notice of every meeting of the Members, specifying the place and time thereof, shall be mailed or otherwise transmitted, including any means reasonably calculated to reach the Members (through means such as electronic mail, social media, or other method) to each Member of the Corporation, not less than seven nor more than thirty days prior to the meeting.

Section 3.04. Nominations.

Nominations for Directors on the Board of Directors can be made by any Board Director and are subject to an election process. Nominations and elections shall be overseen by the Governance Committee (See Section 4.05 "Election of Directors").

ARTICLE IV - Board of Directors

Section 4.01. Directors.

Director shall refer to an individual who has been elected to a term of service on the Corporation's Board of Directors. The collective group of the Board of Directors may also be referred to as the "Board."

Section 4.02. Authority.

The business, affairs, and property of the Corporation shall be managed by the Board of Directors.

Section 4.03. Number.

The number of Directors of the Corporation which shall constitute the full Board should be not less than five (5) and shall not be more than eighteen (18).

Section 4.04. Qualification.

A Director shall be at least 21 years of age, and shall be compliant with the Corporation's Mission Statement, Bylaws, Memoranda of Understanding, Conflicts of Interest Policies, and all other polices as determined by the Board of Directors. No individual who is an employee of or owner of a home healthcare company, pharmacy, or manufacturer of blood clotting products may serve as a Director.

Section 4.05. Election of Directors.

The Directors are elected by the Board of Directors, i.e., a self-perpetuating Board of Directors. Regular Director Elections will be held before the date of the Corporation's Annual Meeting in a closed session of the Board of Directors (See Board Meetings Policy) prior to the Annual Meeting of Membership. The elections can occur in a virtual format as well. The winning candidate(s) shall assume office immediately. Regular Election results will be announced at the Annual Meeting of the Membership (See Section 3.01 "Annual Meeting").

Special Elections may be held according to Section 4.09 "Vacancies" as needed. The results will be announced to membership in a timely manner through electronic or traditional mailing.

Section 4.06. Terms and Term Limits.

Each Director shall hold office for a term of three (3) years. Directors may serve two (2) consecutive three (3) year terms. Any Director who accumulates a total of six (6) years of service must take one (1) year off before being re-elected to the Board. Term limits for Directors who serve as Officers shall also be determined by Sections 7.02-7.05. Directors may resign from the Board at any time. Such resignation shall be in writing and delivered to the President or Secretary of the Board.

Section 4.07. Absence.

The Board, without further notice, may declare vacant the office of a Director if (i) within sixty days, after notice of his or her election, he or she does not accept such office either in writing or by attending a meeting of the Board; or (ii) he or she shall be absent from three consecutive meetings of the Board without sufficient cause.

Section 4.08. Removal.

A Board Director may be removed from the Board if they are in violation of our Code of Conduct, our Code of Ethics, our Conflict of Interest Policies, or for no reason whatsoever, and may be either with or without cause. The Board Director subject to removal shall be given notice of the proposed removal and the reasons thereof, if any, at least ten (10) days prior to the board meeting to make that determination. All Board Directors must be notified of the scheduled vote no less than ten (10) days before the meeting takes place. The Board Director subject to removal shall be given the opportunity to be heard, orally or in writing, at the Board meeting. The Board of Directors shall consider all statements offered by the Board Director subject to removal prior to taking any action. The Board of Directors may remove a Director, or a Director serving as an Officer, by a two thirds majority vote either with or without cause. Written notification of the decision of the Board of Directors shall be notified via mail and/or e-mail to the Board Director subject to removal at the Board Director's address that appears on the Corporation records within ten (10) days of the Board's action.

Section 4.09. Vacancies.

Vacancies in the Board shall be filled by the Board at any meeting at which a quorum is present or by a majority of the remaining Directors (though less than a quorum). All Board Directors must be notified of the scheduled vote no less than ten (10) days before the meeting takes place.

Section 4.10. Compensation.

Directors shall serve without compensation but may be reimbursed per the Expense Reimbursement Policy.

Section 4.11. Committees.

The Corporation shall have such ad hoc committees as the Board shall deem appropriate from time to time. These ad hoc committees will be in addition to the standing committees defined in Sections 6.01-6.04.

Section 4.12. Junior Directors.

Eligible Corporation Members between the ages of 18 and 21, may apply to join the Board as a Junior Director. Junior Directors may attend regular and special board meetings and participate in committees so that they have the opportunity to fully participate in the life of the Board. Junior Directors shall be held accountable, to the same commitments and policies of any Board Director in addition to their own (See “Junior Director Policy”).

- (i) Eligibility: Corporation Members between the ages of 18 and 21, who are compliant with the Corporation’s Mission Statement, Bylaws, Memoranda of Understanding, Conflicts of Interest Policies, and all other polices as determined by the Board of Directors are eligible to apply.
- (ii) Application: The application process shall be coordinated through the Governance Committee.
- (iii) Election: Junior Directors shall be inducted through a vote of the Board of Directors (See Board Elections Policy).
- (iv) Term: Junior Directors shall serve for a 1 year term and may serve up to 3 consecutive terms. Any time served as a Junior Director does not impact future Board of Director term limits (See Section 4.06 “Terms and Term Limits”).
- (v) Restrictions: Junior Directors shall not have the ability to vote and do not contribute to a quorum. Junior Directors may be restricted from participating in any meeting, committee, or project. Junior Directors may be removed by recommendation from the Governance Committee and upon vote of the Board (See “Junior Director Policy”).

Section 4.13. Employees.

The Executive Director must get Board approval in order to open a position. Upon Board approval the Executive Director will be responsible for advertising and hiring for the open position. The Board must approve the new hire compensation based on the Executive Director's recommendation. The Executive Director will perform an annual review of each employee and determine their compensation based on the approved annual budget. The Executive Director shall have the authority to dismiss any Corporation employee with or without cause.

Section 4.14. Executive Director.

The Board of Directors is responsible for appointing the Executive Director. An annual review of the Executive Director will be performed in alignment with the policies for Board Approval of Compensation and Executive Director Performance Review. Executive Director compensation requires Board approval.

ARTICLE V - Meetings of the Board

Section 5.01. Regular Meetings.

Regular meetings of the Board shall be held at such time and place as may be determined by the Board. A schedule of meetings shall be communicated to all Directors.

Section 5.02. Special Meetings.

Special meetings of the Board may be called at any time by the President, Vice-President or any two (2) Directors, to be held at the time and place and for the purposes specified by the person or persons calling the meeting.

Section 5.03. Notice of Meetings.

No notice of regular meetings of the Board shall be required as to time, place or

purposes of such meeting, except that whenever the time or place of regular meetings shall be changed from that of the prior meeting, notice of such action shall be given promptly to each member of the Board, and in no event less than two (2) days prior to the meeting. Written notice of special meetings of the Board stating the time and place, but without any requirement to state the general nature of the business to be transacted, shall be given at least four (4) business days prior to the meeting.

Section 5.04. Meetings.

Directors may participate in meetings of the Board in person or by means of conference telephone or similar communications equipment, provided that all Directors participating in the meeting can both hear and contribute to the discussions. Participation in a meeting by means of conference telephone or similar communications equipment shall constitute presence in person at such a meeting.

Section 5.05. Quorum and Action.

At any meeting of the Board, the attendance of at least a majority (50%+1) of the Directors entitled to vote shall constitute a quorum. The vote of a majority of any quorum present shall be sufficient to transact business. Resolutions of the Board shall be adopted, and any action of the Board shall be taken and valid, with the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, except as otherwise provided herein or by law. In the event there are insufficient Directors at a board meeting to constitute a quorum, a majority of the Directors present may adjourn the meeting to such time and place as they may determine, provided that at least twenty-four (24) hours notice of such alternative meeting is given to Directors not present at the meeting.

Section 5.06. Organization.

The President of the Corporation, if present, or if not, the Vice- President, if present, or if not, a Director designated by the Board, shall preside at each meeting of the Board. The Secretary of the Board, or in his or her absence a person designated by the Secretary, shall take the minutes at each meeting of the Board. In the absence of the Secretary and such appointed person, the presiding Officer shall designate

any person to take the minutes of the meeting.

ARTICLE VI - Standing Committees

Section 6.01. Committees.

The following committees, referred to as standing committees, shall be elected annually by the Board at its regular meeting immediately following each Annual Meeting: (i) an Executive Committee consisting of no more than 6 Directors and including, at a minimum, the President, Vice-President, Secretary and Treasurer of the Corporation; (ii) a Governance Committee consisting of not less than three (3) Directors at least one of whom shall not be a member of the executive committee; and (iii) a Finance Committee consisting of not less than three (3) Directors.

The Board shall have the ability to form and dissolve additional committees as the need arises (Section 4.09). Each such committee shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time.

The Board may designate one or more Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee.

Section 6.02. Executive Committee.

During the intervals between meetings of the Board, the Executive Committee may exercise all the authority of the Board in the management of the property, business, and affairs of the Corporation, except that the Executive Committee shall have no power or authority as to the following: (i) fill vacancies on the Board (See Section 4.09 "Vacancies"), (ii) fill vacancies on the Standing Committees, (iii) change employment status of any Corporation Staff position (See Section 4.14 "Executive Director"), (iv) adopt, amend or repeal the Bylaws (See Section 11.1 "Amendment"), (v) amend or repeal of any resolution of the Board, and (vi) authorize any transaction above \$10,000 (See Section 8.01 "Signatures on Checks and Evidences of Indebtedness").

Actions of the Executive Committee shall be reported at the next meeting of the Board. Meetings of the Executive committee may be called and shall be chaired by the President of the Corporation or in their absence the Vice-President of the Corporation.

Section 6.03. Finance Committee.

The Finance Committee shall be responsible for the maintenance of the organization's financial health, and shall oversee the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements and ethical standards. It shall oversee the effectiveness of the Corporation's financial internal controls and ensure financial alignment to the approved Strategic Plan. The Finance Committee chairperson shall be the Treasurer.

Section 6.04. Governance Committee.

The Governance Committee shall be responsible for ensuring that the Board fulfills its responsibility to govern, oversee policy and direction, and assist with the leadership of the Corporation so as to support the organization's mission, values, and needs. The Governance Committee shall oversee Board and Officer nominations and elections (See Sections 4.05, 4.09 & 7.07-7.08). It shall recommend updates to Board policies and processes designed to provide for effective and efficient governance. It shall also develop, and ensure appropriate implementation of an onBoarding strategy and orientation for Directors, Junior Directors, Committees, and Officers.

ARTICLE VII - Officers

Section 7.01. Number and Qualification.

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board may also from time to time appoint such other Officers, assistant Officers and agents with such titles and duties as it deems expedient. Such additional appointees shall not, as a result of holding such office, serve on the Executive Committee. Any two or more offices may be held by the same person except that the offices of President and Treasurer shall not be held by the

same person. Officers may resign their position at any time. Such resignation shall be in writing and delivered to the highest Officer remaining in office. An officer's time of service cannot exceed the total term limit (6 years) of their overall Board Director term.

Section 7.02. President.

The President shall preside at all meetings of the Board of Directors. The President will deliver the annual report of the Board at the annual meeting of the Members. Unless the President is a regular member thereof, that person shall be an ex officio member of all committees created by resolution of the Board. The President shall perform the duties defined by the Board President Roles & Responsibilities Policy and shall from time to time be delegated further duties by the Board. The President shall serve no more than four (4) one (1) year terms or exceed their term limit as a Director.

Section 7.03. Vice President.

The Vice President shall perform such duties defined by the Vice President Roles & Responsibilities Policy and shall from time to time be delegated further authorities and duties by the President. In the event of the absence or incapacity of the President, the Vice President shall have and exercise all the authorities and duties of the President. The Vice President shall serve no more than four (4) consecutive one (1) year terms or exceed their term limit as a Director.

Section 7.04. Secretary.

The Secretary shall perform the duties of the office defined by the Secretary Roles & Responsibilities Policy. They shall maintain an accurate record and minutes of meetings and the activities of the Board of Directors. The Secretary shall have custody of the record books of the Corporation. In the absence of the Secretary from any meeting, a temporary secretary shall be appointed at the meeting (See Section 5.06 "Organization"). The Secretary, or designee from the Executive Committee or Board of Directors in the Secretary's absence, shall take Board minutes and attendance. The Secretary shall serve no more than four (4) consecutive one (1) year terms or exceed their term limit as a Director.

Section 7.05. Treasurer.

The Treasurer shall supervise the financial activities of the Corporation. The Treasurer shall perform the duties of the office defined by the Treasurer Roles & Responsibilities Policy. Specifically, the Treasurer shall see that (i) an annual budget is approved and implemented, (ii) full and accurate accounts of expenses and income are kept, (iii) the Directors at the regular meetings of the Board, whenever they may require it, receive an account of the financial condition of the Corporation, and (iv) an annual audit of the Corporation's books and records is performed by an independent auditor (See Section 9.08 "Books and Records of Books"). The Treasurer shall serve no more than four (4) consecutive one (1) year terms or exceed their term limit as a Director.

Section 7.06. Compensation of Officers.

Officers may be reimbursed in alignment with Section 4.10 "Compensation" and per the approved Expense Reimbursement Policy.

Section 7.07. Officer Vacancies.

In case of a Board Officer vacancy, the remaining Board Directors shall fill such vacancy by Special Election. The Board will accept nominations of individuals seeking to fill the position. The Board President may participate in the process, but does not have the power to be the sole determiner in the selection of replacement officers. All Board Directors must be notified of applicants and the scheduled vote no less than ten (10) days before the Special Election takes place. The elected candidate will serve until the next regularly scheduled officer election. Any partial term serving as an interim officer will count as one full year of service towards the officer term limits (See Sections 7.02 - 7.05) and shall not exceed the limit of the person's cumulative term as a Board Director.

Section 7.08. Officer Nominations.

Nominations for Officers can be made by any Director and are subject to an election process. Nominations shall be overseen by the Governance Committee.

Section 7.09. Officer Elections.

Regular Officer Elections will be held per the Board Elections Policy and overseen by the Governance Committee. Regular Officer elections shall be held before the date of the Corporation's Annual Meeting in a closed session of the Board prior to the Annual Meeting of Membership. This meeting can occur in a virtual format as well. The winning candidate(s) shall assume office immediately. Regular Election results will be announced at the Annual Meeting of the Membership (See Section 3.01 "Annual Meeting").

Special Officer Elections can be held according to Section 7.07 "Officer Vacancies" as needed. Any Special Election results will be announced to membership in a timely manner through electronic or traditional mailing.

ARTICLE VIII - Contracts and Transactions

Section 8.01. Signatures on Checks and Evidences of Indebtedness.

The Executive Director or his/her delegate has the authority to sign checks and evidence of indebtedness up to \$5,000 without a countersignature for normal operational expenses and will be subject to other conditions which the Board may from time to time impose.

Checks and evidence of indebtedness of the Corporation over \$5,000 shall be signed by the Treasurer, President, or their appointed delegate, and will be subject to countersignature or other conditions which the Board may from time to time impose. All transactions above \$10,000 must be authorized by the Board.

The Treasurer or President appointed delegate must be a currently serving Board Director. The Executive Director appointed delegate must be a currently employed Staff Member.

Section 8.02. Execution of Instruments Generally.

Contracts and, except as provided in Section 8.01, other instruments requiring execution by the Corporation may be executed and delivered by the President or the Treasurer of the Corporation or by any other individual as the Board may from time to time designate.

ARTICLE IX - General Provisions

Section 9.01. Principal Office.

The principal office of the Corporation shall be located at 775 4th Street, First Floor, Beaver, Beaver County, Pennsylvania 15009. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 9.02. Fiscal Year.

The fiscal year of the Corporation shall be July 1 to June 30.

Section 9.03. Gender.

The feminine gender shall include the masculine and neuter genders and vice versa.

Section 9.04. Limitation of Personal Liability of Directors and Officers.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 9.04 or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors and Officers, no Director or Officer of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director or an Officer unless, (1) the Director or Officer has breached or failed to perform the Director and/or Officer duties under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, as amended ("NPCL") and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of this Section 9.04 or adoption of any other provision of these Bylaws or the

Corporation's Articles of Incorporation which has the effect of increasing Director or Officer liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

Recklessness, as defined in the laws of the Commonwealth of Pennsylvania, means a conscious disregard of substantial and unjustifiable risk and consideration of circumstances actually known to the Director or Officer making a decision on behalf of the Corporation. In order to be considered reckless, the conscious disregard in said decision-making must involve a gross deviation from the standard of conduct that a reasonable person would observe in the Director's situation.

This Section 9.04 shall not apply to a Director's responsibility or liability pursuant to any criminal statute or a Director's or Officer's liability for payment of taxes under any local, state or federal law.

Section 9.05. Advisory Board(s).

The Board may appoint Advisory Boards, as it deems necessary, in its sole discretion. No Advisory Board so appointed shall be delegated responsibilities outlined herein as designated to the Board or Officers of the Corporation or to otherwise circumvent these Bylaws.

Section 9.06. Asset Control.

A record of all assets and items of property belonging to the Corporation shall be maintained by the Corporation Staff and updated annually.

Section 9.07. Annual Audit.

The financial records of the Corporation shall be audited annually by an independent certified public accountant and a report shall be presented at a meeting of the Board of Directors. The Board of Directors shall vote to accept the audit report as presented or the Board of Directors may request further steps to be taken as they may deem necessary.

Section 9.08. Books and Records.

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees in accordance with the Record Retention Policy. The Corporation shall keep at its registered office a copy of its Bylaws including amendments to date.

ARTICLE X - Indemnification and Insurance

Section 10.01. Right to Indemnification.

(i) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (a) to which such person is a party (other than an action by the Corporation) or (b) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or Officer of the Corporation.

(ii) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and Officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (a) in the defense of any Action to which such person is a party or (b) in connection with any other Action.

(iii) A person who is not a Director or Officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.

(iv) As used in this Article, "indemnitee" shall include each member of the Board and each Officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only if the

Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation.

Section 10.02. Right to Advancement of Expenses.

Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 10.03 Right of Indemnitee to Initiate Action; Defenses.

(i) If a written claim under Section 10.01 or Section 10.02 of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(ii) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 10.01 shall be (a) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (b) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(iii) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (10.02) shall be (a) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (b) that the indemnitee failed to provide the undertaking required by Section (10.02), but the burden of proving any such defense shall be

on the Corporation.

Section 10.04. Non-Exclusivity; Nature and Extent of Rights.

The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

Section 10.05. Insurance.

The Corporation may carry such insurance as the Board may from time to time consider proper for protection of the Corporation and the Directors.

ARTICLE XI - Amendment

Section 11.01. Amendment.

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles of Incorporation or Bylaws be adopted by resolution at any special or regular meeting of the Board, provided that notice of the proposed amendment or the general nature thereof is given to the Directors at least thirty (30) days prior to the meeting.

Any such change shall be effective immediately upon adoption.

ARTICLE XII - CONFIDENTIALITY

Section 12.01. Confidentiality.

At all times, the Board of Directors of the Corporation shall keep confidential each member's medical diagnoses, financial status, receipt of financial assistance, and/or donation history. Violation of confidentiality may be cause for removal from the Board. Directors may only be privy to member information at the discretion of the Executive Director or the Interim Executive Director.

ARTICLE XIII: CONFLICT OF INTEREST

Section 13.01. Conflict of Interest.

Any Board Director, Junior Director, or Committee Member of the Corporation must make full disclosure to the Board of Directors of any interests that may be in conflict with the interests and purposes of the Corporation on a continuing basis. Violation of Conflict of Interest Policy may be cause for removal from the Board.