AMENDED AND RESTATED BYLAWS OF THE WESTERN PENNSYLVANIA BLEEDING DISORDERS FOUNDATION

Amended and Approved: July 7, 2026

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 (PNCL) 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. The primary purpose of the Corporation shall be to enrich the lives of those with bleeding disorders in Western Pennsylvania and respond to the needs of the community through support, advocacy, education, and community impact. consistent with Section 501(c)(3) of the Internal Revenue Code.

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 No Members

The Corporation shall have no members within the meaning of the PNCL (Pennsylvania Nonprofit Corporation Law).

Section 2.02. Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board of Directors. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board of Directors shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

ARTICLE III – [reserved]

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 that 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 18 years of age, and shall be compliant with the Corporation's Mission Statement, Bylaws, Memoranda of Understanding, Conflicts of Interest Policies, and all other policies 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). The elections can occur in a virtual format as well. The winning candidate(s) shall assume office immediately.

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. To promote continuity and institutional knowledge, the Directors shall seek staggered terms, and in order to do so, may grant an exception to a term length by a supermajority vote (75% of all directors), if it determines such service is in the best interest of the organization.

Term limits for Directors who serve as The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, 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. Unless otherwise specified in the notice, the resignation shall take effect at the time of confirmation of receipt by the Board President and/or Secretary.

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 as described under Section 4.08 herein.

Section 4.08. Removal.

A Board member may be removed in the following manners:

(a) If a Board member is not present for more than 75% of Board meetings per year without notice or for three consecutive meetings of the Board. The removal shall take effect immediately after the final missed meeting. The Board will give notice to the applicable Board member if able, but it is not required for the removal to take effect; or

(b) Upon a two-thirds majority vote of the Board members then in office for cause, including if a Board member fails to act in accordance with the best interests or values of the Corporation as evidenced by a Board member's failure to follow these Bylaws, failure to respond to a communication for fourteen or more consecutive days without prior notice or coordination with the Board President for planned absence, violation of a law, regulation, or ordinance while acting on behalf of the Corporation, an act that reflects poorly on the organization, or which involves hateful or discriminatory acts or language, or failure to abide by any other policies or requirements established under the Board; or

(c) Upon a unanimous vote of the other Board members then in office.

Notice of a vote to remove a Board member must be included in the agenda for the meeting in which the vote is scheduled to take place, and said notice must be provided to all Board members subject to section 4.10. 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. 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 and Appointments/New Positions.

The Board may fill vacancies due to resignation, death, or removal of a Board member. The Board shall, by majority vote, appoint an individual to fill the vacancy.

If a vacancy is filled at a meeting outside of an annual Board election meeting, the elected or appointed individual shall serve the remainder of the Term of the individual whom they are replacing, and that individual will be subject to re-election or appointment at the end of the original Term.

In the case of a Board-authorized election or appointment of a new Board Member that occurs outside of an annual Board election and is not to fill a vacancy, such as adding to the number of Board members or establishing a new position approved by the Board, the term shall expire at the next annual election.

All Board Directors must be notified of the scheduled vote outside of a standard election no less than ten (10) days before the meeting takes place.

For purposes of calculating term limits, vacancies and other new positions described in this Section 4.09 filled for terms with 180 days or fewer remaining shall not count toward a Director's calculation toward a term limit, however, 181 days or more shall.

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 4.13. Employees.

The Executive Director must get Board approval in order to open a position for employment within the corporation (defined herein as "Corporation Staff"). 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 Board must approve any decision to hire Corporation Staff outside of at-will employment. 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, and make general, ordinary course, and day-to-day management/supervisory decisions regarding Corporation Staff.

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 and Annual 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.

An annual meeting of the Board ("Annual Meeting") 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 results for annual elections for vacancies shall be announced.

Section 5.02. Special Meetings.

Special meetings of the Board may be called at any time by the President, Vice President, if applicable, 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, video call, 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 Director) 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 except as otherwise described herein. 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. Deadlock/Tie Voting Procedure.

In the event of a tie or deadlock vote on any motion, election, or decision before the Board, Officers, or an applicable committee, the matter shall be subject to one additional reconsideration vote following any further discussion deemed appropriate by the applicable Presiding Officer. The second reconsideration vote shall occur at the same meeting the initial tie vote took place.

If the reconsideration vote also results in a tie or deadlock, the matter shall be deferred to a subsequent meeting. Prior to the deferred vote, the Board may, at its discretion, permit additional discussion, seek further information, or reopen nominations (in the case of elections). A decision at any subsequent meeting shall be made in accordance with the voting requirements set forth in these bylaws.

Section 5.07. Organization.

The President of the Corporation, if present, or if not, the Vice President, if the Corporation has a Vice President and they are 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, or prior to any regular meeting with 10 days' prior notice provided : (i) an Executive Committee consisting of no more than 6 Directors and including, at a minimum, the President, Vice-President, if applicable, 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; (iii) a Finance Committee consisting of not less than three (3) Directors; and (iv) an Audit Committee consisting of at least one Finance Committee Member and one (1) Governance Committee member.

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 two other Officers 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, except for the annual audit to be completed by the Audit Committee as described herein. 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, Committees, and Officers.

Section 6.05 Audit Committee.

The Audit Committee shall oversee the adoption and implementation of the Corporation's Annual Audit as described in Section 9.07 herein and within the scope as required by law. The Audit Committee shall review with the Independent Auditor as required, the scope and planning of the Annual Audit prior to its commencement and provide any financials or other materials as requested by the Independent Auditor; oversee and consider the performance and independence of the Independent Auditor; and report its findings to the entire Board.

ARTICLE VII - Officers

Section 7.01. Number and Qualification.

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and an optional Vice President position. 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 may not exceed the total term limit of six (6) years applicable to their service as a Board Director.
For purposes of calculating these term limits, any period during which an individual simultaneously holds more than one Officer position shall be counted as a single year of Officer service. Concurrent service in multiple Officer positions shall not be counted as multiple terms or multiple years of service toward any per-position term limit described herein or the cumulative six (6)-year Officer service limit.

Section 7.02. President.

The President shall preside at all meetings of the Board of Directors. 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, if applicable, 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 Corporation may have a Vice President, however such is not a mandatory position. If applicable, the Vice President shall perform such duties defined by the Vice President Roles & Responsibilities Policy, if applicable, 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. If no Vice President exists during any given year, the Secretary shall take on any responsibilities or authority otherwise designated to the Vice President herein.

Section 7.04. Secretary.

The Secretary shall perform the duties of the office defined by the Secretary Roles & Responsibilities Policy, if applicable. 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, which may be in a digital format. 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, if applicable. 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 and Books and Records (See Section 9.08 "Books and Records"), (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) assist the Audit Commmittee as described herein the an annual audit of the Corporation's books and records as described herein (See Section 9.07 "Annual Audit"). 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.

For purposes of calculating term limits, vacancies filled for terms with 180 days or fewer remaining shall not count toward an Officer's calculation toward a term limit, however, 181 days or more shall.

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. 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 (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 Evidence 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 Corporation 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 433 State Avenue, Suite 4, Beaver, Beaver County, Pennsylvania 15009, or such location as the Board of Directors may designate from time to time. 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 (the "Independent Auditor") or as required by law, as overseen by the Audit Committee described herein, 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 shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended 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.

In any instance where the Corporation proposes to enter an interested party transaction, it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time.

CERTIFICATE OF ADOPTION OF BYLAWS

NOW, THEREFORE, these Amended and Restated Bylaws of the Corporation were approved and made effective by the Board on July 7, 2026 and constitute a complete copy of the Bylaws of the Corporation.

Board Secretary