

**BYLAWS OF THE
NATIONAL VIRAL HEPATITIS ROUNDTABLE, INC.
A GEORGIA NONPROFIT CORPORATION WITH MEMBERS
(Formed under the Georgia NonProfit Corporation Code)**

Article I. PURPOSE

Section 1.01 Purpose. The National Viral Hepatitis Roundtable, Inc. (hereinafter referenced as “the Corporation”) is a coalition of public, private, and voluntary organizations and individuals formed to eradicate viral hepatitis in the U.S. through coordinated leadership, strategic planning, and advocacy.

Article II. MEMBERSHIP

Section 2.01 Categories of Membership. The Board of Directors of the Corporation (hereinafter referenced as “the Board of Directors” or “the Board”) may establish and define categories of membership in addition to those specified below, and may set dues schedules for all levels of membership.

Section 2.02 Voting Members. Voting membership in the Corporation is open to any not-for-profit organization that supports the purpose stated in Article I; that demonstrates a strong interest in reducing viral hepatitis morbidity and mortality; and that is involved in one or more of the following areas:

- (a) Viral hepatitis education, information and awareness;
- (b) Viral hepatitis research; and
- (c) Viral hepatitis prevention, identification, medical management, or treatment.

Section 2.03 Application for Voting Membership. Application for voting membership in the Corporation shall be made to the Executive Committee of the Board of Directors, which shall review such applications and make recommendations about them to the Board of Directors. Voting memberships must be approved by a majority vote of the Board of Directors.

Section 2.04 Membership Dues. Voting membership is contingent upon paying, and being up-to-date with, such membership dues as may be set by the Board of Directors.

Section 2.05 Voting. Each voting member organization may send up to two (2) representatives to the Annual Meeting, but shall only have one vote in any matter to be decided by the membership of the Corporation. Such matters shall include, but not be limited to, the election of the Board of Directors.

Section 2.06 Associate Members. The Board of Directors may, by a majority vote, designate any individual with a strong interest in reducing viral hepatitis morbidity and mortality as an associate member of the Corporation.

Section 2.07 Rights of Associate Members. Associate members may participate fully in the activities of the Corporation except that they may not:

- (a) Run for or serve in a position on the Board of Directors; or
- (b) Vote on any issue to be decided by the membership of the Corporation.

Article III. ADVISORY BOARD

Section 3.01 Purpose. Members of the Advisory Board shall, as they are able and/or asked by the Board of Directors, individually or collectively:

- (a) provide expert advice to the Board of Directors in regard to the activities of the Corporation;
- (b) serve on Corporation committees and working groups; and
- (c) undertake other tasks and projects, as appropriate, in support of the Corporation.

Section 3.02 Size. The Board of Directors shall determine the size of the Advisory Board.

Section 3.03 Composition. The Advisory Board shall include: representatives from government agencies and offices with a strong interest in reducing viral hepatitis morbidity and mortality; representatives from financial supporters of the Corporation, as defined by the Board of Directors; and other individuals with expertise in areas beneficial to the operation and/or activities of the Corporation.

Section 3.04 Selection. The Board of Directors shall, at the recommendation of the Executive Committee of the Board of Directors, approve the members of the Advisory Board.

Section 3.05 Rights. Any individual who is appointed to the Advisory Board shall automatically qualify to be an associate member of the Corporation, with all the rights accorded such members.

Section 3.06 Terms of Service. Members of the Advisory Board shall be appointed for one (1) year terms of service, which may be renewed at the discretion of the Board of Directors.

Article IV. ANNUAL MEMBER MEETING

Section 4.01 Annual Meeting. An annual meeting of the members shall be held for the transaction of such business as may properly come before the members.

Section 4.02 Date, Time, Place. The Board of Directors shall set the date, time, and place of the Annual Meeting.

Section 4.03 Notice. Written or printed notice stating the place, day, and hour of the meeting shall be delivered either personally or by mail to each voting or associate member not less than eight (8) weeks in advance of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at the address that appears on the records of the Corporation for said member. The agenda shall be made available not less than two (2) weeks prior to the meeting.

Section 4.04 Electronic Notice. Without limiting the manner by which notice

otherwise may be given to members, any notice to voting members given by the Corporation under any provision of the Georgia NonProfit Corporation Code, the Articles of Incorporation, or these Bylaws shall be effective if given by a form of electronic transmission consented to by the member to which the notice is given. Any such consent shall be revocable by the member by written notice to the Corporation. Any such consent shall also be deemed revoked if:

- (A) The Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent; and
- (B) Such inability becomes known to the secretary or an assistant secretary of the Corporation or to such other person responsible for the giving of notice; provided, however, that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Notice given pursuant to this subsection shall be deemed effective:

- (A) If by facsimile telecommunication, when transmitted to a number at which the member has consented to receive notice;
- (B) If by e-mail, when transmitted to an e-mail address at which the member has consented to receive notice;
- (C) If by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (i) such posting or (ii) the giving of such separate notice; and
- (D) If by any other form of electronic transmission, when transmitted to the member.

Section 4.05 Waivers of Notice. Whenever any notice is required to be given to any voting member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the chief executive officer or other duly authorized representative of the member entitled to receive such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of a representative for any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

Section 4.06 Quorum. Representation of voting members having at least a majority of the votes entitled to be cast, either in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business. If a meeting cannot be organized because a quorum has not attended, those present shall adjourn the meeting until such time as a quorum is present, when any business may be transacted that could have been transacted at the meeting as originally called.

Section 4.07 Proxies. A voting member may vote by proxy executed in writing by the chief executive officer or other duly authorized representative of the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Article V. BOARD OF DIRECTORS

Section 5.01 Powers of the Board. The Board is responsible for setting the overall

policy and direction of the Corporation.

Section 5.02 Size and Composition. The Board shall have no more than twelve (12) and no fewer than eight (8) Directors. The first Board shall consist of Deborah Wexler, Laurie Schowalter, Marie Bresnahan, Joey Weedon, Steven Bingham, Christine Bruno, Molli Conti, Leslie Hsu, Michael Ninburg, Trish Parnell, Samuel So, and Thelma Thiel. Such persons shall hold office until the first annual election of Directors.

Section 5.03 Election of Directors. The Board shall set the time and method for the eligible voting members of the Corporation to elect four (4) Directors each year from a list of nominees presented by a committee designated by the Board to conduct the election. The list of nominees may exceed the number of available Board positions to be filled each year. Nominees must be representatives of voting members in good standing with the Corporation, but those nominees who are elected shall serve in their individual capacities. No more than one member of the Board of Directors may be a representative of a single member organization at any point in time.

Section 5.04 Terms of Office.

- a) Directors shall serve three (3) year terms of office beginning in September of the year they are elected, and shall be eligible for re-election. Terms of office shall be staggered so that one-third (1/3) of the Directors shall be elected each year.
- b) In order to provide continuity in the management of the Corporation and to facilitate the staggered terms of office provided above in subsection (a), eight (8) positions on the Board shall be exempt from the first election only, and shall be filled for one (1) or two (2) year terms according to procedures approved by the first Board of Directors.

Section 5.05 Resignation or Removal of Directors.

- a) Resignation from the Board must be in writing and received by the Chair or the Secretary.
- b) A Director may be removed by a majority vote of the Board if:
 - (1) he or she is not in compliance with the Board attendance policy;
 - (2) he or she is no longer a representative of the member organization;
or
 - (3) for any other good cause as determined by the Board.
- c) The vote on a motion to remove a Director shall not be taken earlier than fourteen (14) days after the motion is presented to the Board.

Section 5.06 Vacancies. Any vacancies occurring in the Board prior to the natural expiration of the Director(s)' term(s) of office shall remain open until the next regularly scheduled election, except that the Board may choose replacements in accordance with such procedures as it may provide if more than one (1) vacancy occurs more than six (6) months prior to the next regularly scheduled election. Any Director who fills such a vacancy by either of the methods outlined here shall serve the unexpired term of his or her predecessor in office.

Section 5.07 Robert's Rules of Order. All Board and committee meetings will be conducted according to Robert's Rules of Order.

Section 5.08 Meetings. The Board shall hold at least four (4) regularly scheduled meetings per year, at an agreed upon time and place. Special meetings of the Board may be called at the discretion of the Chair. Meetings of the Board, regular or special, may be held within or without the state of Georgia.

Section 5.09 Meeting Notice. Notice shall be sent to each Director at least four (4) weeks in advance of any regularly scheduled meeting and the agenda shall be made available in advance. Appropriate notification and, whenever practicable, the agenda shall be provided to all Directors prior to any special meeting.

Section 5.10 Quorum. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, 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.

Section 5.12 Attendance and Alternates. Directors are expected to personally attend Board meetings. A representative may be sent in a Director's place, but the representative may not vote or make motions and any Director who is so represented shall nonetheless be counted as absent for all official purposes.

Section 5.13 Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in regularly scheduled or special Board meetings by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. The Chair of the Board may establish reasonable rules as to the conduct of the meeting by phone.

Section 5.14 Informal Action by Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.

Section 5.15 Compensation of Directors. The Corporation shall not pay any compensation to Directors for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Chair.

Article VI. OFFICERS AND DUTIES
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Section 6.01 Number. There shall be four (4) officers of the Corporation consisting of a Chair, a Vice-Chair, Secretary, and Treasurer. All officers shall be Directors. The officers shall be elected annually by the Board of Directors at the first regularly scheduled meeting of each new Board, and shall comprise the Executive Committee.

Section 6.02 Officer Duties. Officer duties shall be as follows:

- (a) The Chair shall convene all regularly scheduled and special Board meetings and shall preside or arrange for a member of the Executive Committee to preside at the meeting. The Chair shall be responsible for the general supervision of the affairs of the Corporation, and shall perform other duties as are incident to the office or are properly required of the Chair by the Board. When the law or a document requires the signature of a president or CEO, or when the Chair determine it appropriate, the Chair may execute documents or carry out transactions using such titles.
- (b) The Vice-Chair shall chair committees on special subjects as designated by the Board. During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chairperson. The Vice Chair shall also discharge such duties as may be assigned to him/her from time to time by the Board.
- (c) The Secretary shall assure that records be kept of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and maintaining corporate records.
- (d) The Treasurer shall assist the Executive Director in the preparation of the annual budget and help to develop fundraising plans. The Treasurer shall makes financial information available to Board members and the public, including but not limited to making a financial report at each Board meeting.

Section 6.03 Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board and excluding any powers or authority specifically assigned to the Board of Directors or any other entity by these by-laws (e.g., removal and/or replacement of Directors, amendment of the Articles of Incorporation or bylaws, etc).

Article VII. COMMITTEES

Section 7.01 Creation of Committees. The Board of Directors may, by resolution, create committees or work groups in addition to the Executive Committee.

Section 7.02 Composition. The Chair of the Board of Directors shall, with the approval of the Board, appoint the chairs of all such committees and work groups. The chair of any committee must be a Director, and every committee must include at least one (1) additional Director. The Chair and Vice Chair of the Board shall also be ex officio members of all committees. Volunteers from the membership of the Corporation may also serve on committees when appropriate.

Section 7.03 Meeting Notice. Notice and the agenda shall be sent to each committee member as soon as is practicable in advance of any committee meeting.

Section 7.04 Conduct. All articles of these Bylaws which govern Board of Directors meetings, including notice, quorum, voting requirements, conduct of Directors, and action without meetings, shall apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board. The committees shall be subject to all the procedural rules governing the

operation of the Board itself.

Article VIII. OFFICES, DIRECTOR, AND STAFF

Section 8.01 Offices. The principal office of the Corporation may be located within or without the state of Georgia, at such a place as the Board of Directors shall designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the state of Georgia a registered office at such a place as may be designated by the Board.

Section 8.02 Executive Director. The Board of Directors shall hire an Executive Director and shall review his or her performance on an annual basis. The Executive Director shall have the day-to-day responsibility for administering the Corporation as described in his/her job description.

Section 8.03 Contracts, Loans, Checks And Deposits. The Board of Directors may authorize the Executive Director to have additional powers from time to time for specific purposes, and may give the Executive Director the title of assistant Treasurer or assistant Secretary, specifying the breadth or limitation of the powers of such temporary titles at the time of the authorization.

Section 8.04 Contracts, Loans. The Board of Directors shall authorize by resolution which officer(s) or agent(s) may enter into contracts or execute or deliver any documents or instruments in the name of and on behalf of the Corporation. The authorization may be general or specific.

Section 8.05 Checks, Deposits. The Board of Directors shall authorize by resolution which officer(s) or agent(s) may make deposits, sign and issue all checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness.

Article IX. CONFLICT OF INTEREST

Section 9.01 Conflict of Interest. Any Director, employee, or committee member having a material interest in a transaction presented to the Corporation, must give prompt, full and frank disclosure of his/her interest to the Board of Directors and/or the relevant committee.

Article X. BOOKS AND RECORDS

Section 10.01 Books and Records to be Kept. The Corporation shall keep and maintain (1) correct and complete books and records of account, (2) resolutions adopted by either the members or the Board of Directors, (3) minutes of the proceedings of the Board and of any committee having any of the authority of the Board, and (4) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or their agents or attorneys, for any proper purpose, upon reasonable notice, at any reasonable time.

Article XI. AMENDMENTS

Section 11.01 Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. Proposed amendments must be submitted to the Secretary in

time to be sent out with regular Board announcements. The amendments shall be introduced at the Board Meeting for which they were announced, but may not be voted upon until the following Board Meeting.

Article XII. MISCELLANEOUS

Section 12.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 12.02 Indemnification and Insurance.

- (a) Unless otherwise prohibited by law, the Corporation shall indemnify any Director or former Director and may, by resolution of the Board of Directors, indemnify any employee. Such indemnification shall include any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director or employee, subject to the limitation that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence or misconduct in the performance of a duty to the Corporation.
- (b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director or employee. The Corporation may advance expenses for or may itself undertake the defense of any Director or employee, provided that such Director or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.
- (c) The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- (d) The indemnification provided by this section shall not be deemed exclusive of any other rights to which such Director or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.
- (e) The Board of Directors may authorize the purchase of insurance on behalf of any Director, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a Director, employee, or agent or out of acts taken in such capacity, whether or not the

Corporation would have the power to indemnify the person against that liability under law.

- (f) In no case shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.
- (g) If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 12.03 Loans to Directors. No loans shall be made by the Corporation to any of its Directors.