

BYLAWS
OF
SANGRE DE ORO, INC.

ARTICLE I.

NAME AND OFFICES

Section 1. Name. The name of the Corporation is Sangre de Oro, Inc. (Hereafter referred to as the Corporation.)

Section 2. Office. The principal office of the Corporation shall be in Albuquerque, New Mexico, at 6301 4th Street NW, Suite 6 Albuquerque, NM 87107

ARTICLE II.

MEMBERSHIP

The membership of the Corporation shall consist of patients with bleeding disorders, their families, as well as other interested parties within the State of New Mexico.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors will be composed of no fewer than five (5) members and no more than seventeen (17) members. The Board of Directors shall be members of the Corporation and support the mission and goals of the Corporation. The Corporation shall be committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of disability, sex, religion, race, sexual orientation, or age.

Section 2. Duties. Each Director shall attend board meetings and meetings of any committees on which they serve. The Board shall participate in the activities and

events of the Corporation. The Board shall establish the Policies and Procedures of the Corporation. The Board has the discretion to hire an Executive Director to administer the day-to-day affairs of the Corporation. The business and property of the Corporation shall be managed and controlled by the Board of Directors.

Section 3. Election. The Directors shall be elected at the annual meeting of the Corporation. The Directors shall serve until the expiration of their term of office, unless removed according to the Policies and Procedures. The Board of Directors shall be chosen by a majority vote. In cases where there are more candidates than open positions, the majority vote shall be replaced by a plurality vote.

Section 4. Vacancies. Any vacancy on the Board shall be filled for the unexpired portion for the term by a majority vote of the remaining Directors at any regular, special, or emergency meeting.

Section 5. Removal. Any Director may be removed by a majority vote of the full Board of Directors, in person, at any regular or special meeting called for that purpose, with or without cause. Any Director whose removal is proposed shall be entitled to at least seven (7) days' written notice of the proposed removal and of the meeting time and place where such removal is to be voted upon. The Director shall be entitled to appear before and be heard at such a meeting.

Section 6. Compensation. The Directors shall not receive any compensation for serving on the Board.

NEW ARTICLE. IV.

BOARD OF DIRECTORS MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Corporation shall be held during the last quarter of the current fiscal year or during the first quarter of the new fiscal year. Notice of the time and place of these meetings may be given by e-mail, telephone, or other acceptable means of written communication as determined by the President.

Section 2. Special Meetings Notice. Special meetings of the Board shall be held whenever called for by the President or any two (2) members of the Board at such time or place as may be specified in the notice. Notice of such special meetings

shall be given to each Director at least one week before the day on which the meeting is to be held.

Section 3. Emergency Meetings Notice. Emergency meetings of the Board shall be held whenever called for by the President or any two (2) members of the Board at such time or place as may be specified in the notice. Notice of such emergency meetings shall be given to each Director at least forty-eight (48) hours before the day on which the meeting is to be held.

Section 4. Agenda. The agenda for Board meetings shall be developed by the President with the assistance of board members and compiled by the Executive Director or any officer of the corporation. Other agencies, groups, organizations, or individuals desiring to place items on the agenda should present them to the President or Executive Director at least ten (10) days before the meeting date. Each agenda will include a period for open discussion by anyone present.

Section 5. Quorum and Voting. A majority (51%) of the Directors shall constitute a quorum for the transaction of business, and all actions of the Board (except as otherwise provided in the Articles of Incorporation of these Bylaws) shall be taken by a majority vote at a board meeting.

Section 6. Chair. At all meetings of the Board of Directors, the President, or in his/her absence, the Vice-President, or in their absence, a chairperson chosen by the Directors present shall preside.

ARTICLE V.

OFFICERS

Section 1. Number, Qualifications, Election, and Terms of Office.

a. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

b. Each officer shall hold office for one year, except as may previously be determined in the notice of his/her election, which determination shall be made by the Board of Directors or by a nominating committee at the time of nomination.

Section 2. President. The President shall be the Chair of the Board of Directors and shall have general charge of the business, affairs, and property of the Corporation in its general operations, and shall do and perform such other duties as may be assigned to him/her by the Board, and shall be an ex-officio member of all committees. The President may designate any of these duties to the Executive Director or any officer of the corporation.

Section 3. Vice-President. During the absence of the President, the Vice-President shall exercise all the functions of the President. If the office of the President should become vacant, the Vice-President shall assume such office for the unexpired term. The Vice-President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Board.

Section 4. Secretary. The Secretary shall:

- a. record all proceedings of the meetings of the Board members and the Executive Committee.
- b. ensure the Board is notified when required in accordance with the provisions of the Bylaws and of the Executive Committee.
- c. provide copies of the draft minutes to the Board of the Corporation no later than two (2) weeks after the meeting.
- d. in general, the Executive Director shall perform all duties incident to the office of Secretary under the Secretary's supervision.

Section 5. Treasurer. The Treasurer shall:

- a. have supervision over all accounts, procedures, and records of funds, securities, receipts, and disbursements of the Corporation.
- b. keep, or cause to be kept, all the books of account of all of the business and transaction of the Corporation.
- c. report to the President, the Board, and to the members, whenever requested, a statement of the financial condition of the Corporation and of all his/her transactions as Treasurer, and provide a full financial report, based on the books and accounts audited annually by a certified or other public accountant, or an auditing committee, at the annual meeting of the Board, and,
- d. in general, the Executive Director shall perform all duties incident to the office of the Treasurer under the supervision of the Treasurer.

Section 6. Vacancies. The Board at any regular, emergency, or special meeting shall fill a vacancy in any office not otherwise provided for for the unexpired portion of the term. A current Board member shall fill the vacancy.

Section 7. Removal of Officers. Any officer may be removed from office by the affirmative vote of a majority of the full Board of Directors, at any regular or special meeting called for the purpose, with or without cause. Any such officer proposed to be removed shall be entitled to at least five (5) days' notice in writing of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to be heard at such meeting. The proposed removal notice shall be signed by an officer of the Board.

ARTICLE V.

GENERAL COMMITTEES AND ADVISORY BOARD

Section 1. General Committees. The Board of Directors may create any committee, which may be made up of any interested individuals designated by the Board, and delegate to that committee any and all duties allowed by the laws of the State of New Mexico.

Section 2. Advisory Board. The Board of Directors may create from persons interested in the work of the Corporation an Advisory Board consisting of as many individuals as in their judgment will serve to benefit the Corporation and the number may be increased or diminished from time to time, as the Board of Directors shall direct. These Advisory Board members will be appointed each year by the Board of Directors and may serve an unlimited number of consecutive terms. Each year the Board of Directors shall appoint a Chair of the Advisory Board from among the Advisory Board members to serve for a term of one year. The Advisory Board members shall be privileged to be present at, and participate in, the discussions arising at meetings of the Board of Directors to which they are invited by the Directors. Advisory Board members do not have voting rights.

ARTICLE VI.

CONFIDENTIALITY

To maintain appropriate and confidential handling of personal information, all accepted rules, regulations, and procedures regarding confidentiality of patients and records practiced by all medical professions shall be observed and maintained by all Board, Advisory Board, committee members, and volunteers as determined by the Board while serving on and for one (1) year after serving their term. Failure to observe said standards is cause for immediate dismissal from the Board.

Confidentiality statements must be signed annually by all Board members and all Advisory Board members.

ARTICLE VII.
AMENDING THE BYLAWS

The Bylaws may be amended by a majority of the full Board of Directors at any regular or special meeting. All Directors shall be entitled to at least seven (7) days' notice, in writing, which must include a copy of the proposed amendment and of the meeting time and place at which such amendment is to be voted upon. We certify that the foregoing bylaws, originally adopted in 1989, were revised in 2003 and 2006, and were last revised at an official meeting of the Board of Directors at Albuquerque, New Mexico in January, 2017. They now constitute the complete and official Bylaws of the Corporation notwithstanding any previous conflicting actions taken at any past Corporation Board meetings.

ARTICLE VIII.
POLICIES AND PROCEDURES

Section 1. Procedures. The procedures are the operating rules of the organization. Procedures shall be established and approved by the Board of the Corporation. All Procedures shall be in accordance with these Bylaws. Amendments to the procedures require a majority vote of the Board.

Section 2. Policies. The Policies of this organization shall be set by the President each operating year and approved by a majority vote. All Policies shall be in accordance with these bylaws.

President: Jess Hernandez

Date

Secretary: Sophie Minhas

Date