Corporate By-Laws
Sickle Cell Association of Kentuckiana Inc.

ARTICLE I - Name and Purpose

§ 1 Name: The name of this organization shall be the Sickle Cell Association of Kentuckiana, also referred to as the “Corporation”.

§ 2 Purpose: As set forth in the Articles of Incorporation, the Sickle Cell Association of Kentuckiana (SCAK), is organized exclusively for charitable and educational purposes. Notwithstanding any other provision of these articles, the purposes of the Corporation are hereby restricted to those permitted under IRC § 501(c)(3), as this is a charitable organization. These purposes include:

(a) Improve the lives of persons of all ages without distinction as to race, color, creed, religion or national origin who suffer from any form of sickle cell anemia.

(b) Accept for and on behalf of the Corporation any distribution, gift, grant, bequest or devise from any legitimate source whatsoever of any real or personal property of any name or nature for the purposes of the Corporation;

(c) Perform any and all charitable acts or services relating to, incidental or necessary, carrying out the above purposes, including, but not limited to; providing those persons and families affected by sickle cell anemia with support and access to resources.

(d) Maximize the potential for public support of the corporation by raising awareness and conducting charitable benefits and other fund raising activities.

ARTICLE II - Offices and Governing Jurisdiction

§ 1 Location: The principal office of the Corporation shall be located within the state of Kentucky, at such place as designated by the Board as ratified by the President. The Sickle Cell Association shall continuously maintain within the state of Kentucky a registered office at such place as designated by the Board as ratified by the President.

§ 2 Jurisdiction: The Corporation shall be, to every extent practicable and hereby construed when a conflict of laws arises to delegate the Commonwealth of Kentucky, and the Court of the Commonwealth of Kentucky as the governing jurisdiction. Officers, members, and participants of the Corporation hereby delegate all claims of right against the corporation to the process of binding arbitration as established by the arbitration addendum.

ARTICLE III - Dissolution

§ 1 Dissolution: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its officers, members or participants, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Art. 1 §2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation beyond legally authorized means, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements relating to such a political campaign. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities, nor permit activities to be carried on by the Corporation which are exempt from IRC § 501(c)(3). Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all outstanding liabilities of the Corporation, shall give all remaining assets to one or more exempt organizations under IRC § 501(c)(3) which shares a similar purpose to the Corporation.

ARTICLE IV - Organization

§ 1 Board of Directors (hereinafter Board and/or BOD): The general management and control of the policies of the Corporation shall be vested in a Board of Directors consisting of not less than (3) and not more than twelve (12) members.

a.) Election, Terms and Chairperson: The Board of Directors shall begin for the purposes of these bylaws with those named in the Articles of Incorporation (Hereinafter "AOI").

I.) Election: Each Director on the Board shall serve a term of four years.

II.) Terms: After the first year of these bylaws adoption and ratification, the first Director named in the AOI shall be subject to election. After the second year of these bylaws adoption and ratification the second Director named in the AOI shall be subject to election. After the third year of these bylaws adoption and ratification the third Director named in the AOI shall be subject to election. Elections will be held for directors in this staggered manner consistent with the bylaws provisions regarding elections.

III.) Chairperson: The Chair shall be the most recently elected Director, or the Director with the most years until the next election. The Chair person shall be responsible for presenting any motion or official action, including promulgation of amendments of these bylaws to the president of the corporation. The Chair shall be responsible for calling any and all votes among board members. The Chair shall seek the approval of the president, one of the vice presidents and the secretary , which are necessary, to call any official action to order. A board consisting of 12 or fewer directors may choose to do business without a chairperson. This will be decided by the president and Executive Board members.

b.) Power of Board and Qualifications: The affairs of the corporation shall be managed by the Board of Directors. Directors shall be residents of Kentucky and Southern Indiana.

Directors must have a criminal background check which does not include any class of felony convictions, or misdemeanor convictions associated with theft or fraud. A person who has such a conviction and has had such a conviction expunged shall be exempt from disqualification under these bylaws. The primary duties of Board are as follows:

I.) Duty of Fairness: To fairly and justly govern the affairs of the corporation and to carry out its legitimate charitable objectives.

II.) Duty to Disclose: To appropriately and timely disclose any conflicts to the Officers of the Corporation.

III.) Duty of Care: To better effectuate the charitable purpose of the enterprise devoid of foreseeable and otherwise neglectful conduct.

IV.) Duty of Loyalty: to act and conduct the business dealings of the corporation without personal economic conflict.

V.) Duty of Confidentiality: to keep confidential all information pertaining to the corporation, its members, patients, and their families.

c.) Delegation: The Board may, by official action, delegate to any individual or corporation the authority to present before any public body a standing position as adopted by the Board. The Board may further guide such delegation by promulgating a statement and presenting it to the delegate at the time of delegation.

d.) Powers: The Board shall be responsible for voting upon amendments to these bylaws and other matters before the corporation. To use these powers vested in the Board by the bylaws, the Board must present the motion to the president or Chairperson, who then legitimately may call to order a vote among directors. A majority affirmative vote in favor of any motion is required for the motion to pass. Deliberation of any motion is limited to two hours at which time a break must be called. No more than four hours in a twenty four hour period may be used for deliberation during a vote.

e.) Vacancies: Vacancies shall be filled by nomination of the Chairperson or president, subject to the vote of the remaining Directors and the President. When a vacancy occurs, a nomination should be submitted to the Board of Directors A successful nomination requires a majority vote among the uninterested Directors, A person who is nominated to fill a vacancy shall be subject to election when that Director position would otherwise be subject to election. An unsuccessful nomination may not be resubmitted within a 12 month period on a rotating calendar.

f.) Removal: A director may be removed by a majority vote of the Board of Directors. Clear and convincing evidence of violation of the duties expressed herein may be presented to the President by any member or officer of the corporation. Such evidence may be investigated by counsel who then shall promulgate preliminary findings of fact to the Board relating to the alleged violation of the expressed duties herein preceding any removal vote. See President Removal Power.

g.) Resignation: A Director may resign from the Board at any time by submitting written notice to the secretary, president, and/or vice presidents. Generally, two weeks notice is considered appropriate, unless emergent circumstances exist.

h.) Meetings and Action by the Board: Meetings shall be held once a month. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. 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.

I.) 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 a majority of the members consent in writing through fax, mail, text message, or by email 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.

II.) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

III.) Where not inconsistent with the Articles of Incorporation or these Bylaws, or vote of the BOD, all meetings shall be guided by Rosenburg's Rules of Order.

i.) Compensation: Directors shall not receive compensation for duties performed within the scope of their responsibilities as a director. Directors may receive reimbursements for expenses incurred in the performance of their duties to the organization, as approved by reimbursement policies. Reimbursement expenses must be deemed reasonable under the circumstances for which they are sought.

j.) Termination for Absence: Any Director who misses three consecutive Board meetings in a six month period or six total meetings in a twelve month period will be terminated upon the motion by the acting chairperson, or the president. In the event of a Director's foreseeable and likely extended absence, a Director shall tender notice of resignation when appropriate.

k.) Liability: Directors shall not be held liable for obligations of the organization. Further, the corporation indemnifies any and all Directors from personal liability from damages, or injury which result from the fulfillment of their duties when the Director(s) discharge the duties herein in good faith and with a degree of diligence and care for which an ordinarily prudent person would conduct themselves. Sickle Cell Association of Kentuckiana's indemnity does not extend to criminal conduct.

§ 2 Officers, Agents, and Employees:

a.) The Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may choose to operate an Executive Vice President and a Senior Vice President. A person shall serve as a member of the Board of Directors for a minimum of 2 years prior to running for a position as an officer, unless approved by a majority affirmative vote by the Board of Directors. A director may hold any office. Any two offices may be held by the same person, except the President. The President may not hold any other office except that of the President.

I.) President**.** The President shall preside at the meetings of the Board of Directors, ex officio. In the absence of paid staff, the President shall ensure the supervision and administration of the business and affairs of the Corporation. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer or staff person of the corporation, when authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the corporation, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The President shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the prosperity and welfare and increase the usefulness of the corporation**,** and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office. The president may seek removal of any officer or director by calling to order a vote. If a violation of an express duty has occurred, as voted upon by the board, then the president may choose to sanction or remove the officer or director who has violated the expressed duty. Generally, the alleged violation will disqualify that person from participating in the vote determining removal (see conflict of interest). The president shall cast the deciding vote for any vote that has been called to motion when a tie occurs. The President shall report financial standing to the board of directors monthly in conjunction with the Treasurer.

II. Executive Vice President. In case of the absence of the President, or their inability from any cause to act as the president, the Executive Vice President, in conjunction with the Senior Vice President, shall perform the duties of that office. Second in command to the president. Has executive decision-making powers in the absence of the president. Assists the president in other duties as requested.

III.) Senior Vice President. In case of the absence of the President, or of their inability from any cause to act, the Senior Vice President, in conjunction with the Executive Vice President,shall perform the duties of that office. The Vice President shall play a major role in resource development and in representing the organization within and outside the community.

IV.) Secretary**.** The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization [usually required only when there are no staff], and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by their signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by their signature.

V.) Treasurer. The Treasurer shall be responsible for financial management and oversight, including keeping all appropriate fiscal records, ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with fund requirements, legal requirements, and sound financial management. The treasurer shall report account standing and budget monthly to the President.

b.) Power of Officers and Duties: The affairs of the corporation shall be managed by the Officers in conjunction with the Board of Directors. Officers shall be residents of Kentucky and Southern Indiana. Officers must have a criminal background check which does not include any class of felony convictions, or misdemeanor convictions associated with theft or fraud. A person who has such a conviction and has had such a conviction expunged shall be exempt from disqualification under these bylaws. The primary duties of Board are as follows:

I.) Duty of Fairness: To fairly and justly govern the affairs of the corporation and to carry out its legitimate charitable objectives.

II.) Duty to Disclose: To appropriately and timely disclose any conflicts to the Officers of the Corporation.

III.) Duty of Care: To better effectuate the charitable purpose of the enterprise devoid of foreseeable and otherwise neglectful conduct.

IV.) Duty of Loyalty: to act and conduct the business dealings of the corporation without personal economic conflict.

V.) Duty of Confidentiality: to keep confidential all information pertaining to the corporation, corporation members, patients, and their families.

c.) Terms: Officers shall be elected for four year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Unless a person is nominated that position will be left vacant. The first election under these bylaws for the Officers of the corporation will be held in January 2028.

d.) Removal: Any officer may be removed by a majority vote of the Board of Directors. Such a vote will be initiated by the President and called to order by the then sitting Chairperson. Violations will be investigated and handled on a case by case basis.

(I.) Reasons for removal: The following infringements may jeopardize director(s) membership as a board of director and/or as a member of the organization at large.

1. Dividing Board Members
2. Theft
3. Lack of productivity/ lack of work
4. Violating by-laws, policies, and/or procedures.
5. Insubordination, such as defiance of Board of Directors decisions.
6. Harassment of any type
7. Planning events without speaking to the President
8. Physical violence or threats of physical violence against others at any time (even “playful” threats will not be tolerated), including but not limited to any digital communications (social media posts, email, or text), virtual/in-person meetings, and events.
9. Falsely representing oneself or the association to any organization or persons outside of the corporation.
10. Breach of confidentiality and/or violation of HIPPA policy
11. Conflict of interest (see Article 8)
12. Not corresponding with the President within 48 hours after she has contacted executive board member or board members by text, phone

call and email. Executive board members are the following people : Both VP’s, treasurer, Director of Community Engagement and secretary.

e.) Resignation: Officers may resign at any time by providing written notice two weeks prior to the intended date of resignation. Any property, whether physical or intellectual, of the corporation must be returned to the secretary or president upon the tendering of the written notice of resignation.

ARTICLE V - Committees

§ 1 Standing or Special Committees:

Committees may be appointed by the President from time to time as deemed necessary to carry on the work of the organization. Duties, responsibilities, and goals are assigned by the President. The Board of Directors may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to The Sickle Cell Association of Kentuckiana or to assist it in other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board, and shall have only such authority or obligations as the Board of Directors may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office. A director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Corporation's policies.

a.) Directors Committee: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of 5 the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

b.) Executive Committee: Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Corporation. The Executive Committee shall consist of the principal elected officers. The Executive Director, if the Board of Directors has chosen to operate with an executive director, shall be an ex-officio member of the Executive Committee. The Executive Committee shall be chaired by the President. The Executive Committee shall not have the power to make or amend the By-Laws, and shall at all times be subject to limitations which may be imposed upon it by the Board of Directors. Action of the Executive Committee shall be subject to ratification at the next meeting of the Board of Directors. The Executive Committee shall meet once a month and submit a report to the Board of Directors with findings and conclusions to the Board of Directors once a month for review.

c.) Finance/Audit Committee: The Finance/Audit Committee is responsible for ensuring that The Sickle Cell Association of Kentuckiana, financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the organization is in good financial health. The Treasurer of the Board shall be a member of the Finance/Audit Committee and be vested with the resources to ensure adequate compliance with any and all finance related regulation of the Corporation.

d.) Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

e.) Terms. Each member of a committee shall serve for one year unless the otherwise directed. When at the next annual meeting of the Board of Directors a vacancy arises, then the Board shall be required to appoint a successor unless the committee is dissolved. Dissolution of a committee after the initial year of charter shall be in the sole discretion of the President, who may shorten or lengthen the term for which the committee is chartered by giving adequate notice to the Board of such an intention. After notice is tendered, the Board shall convene for a vote on the matter and a majority shall determine the motion of the President.

f.) Vacancies. Vacancies in the membership of committees may be filled by the President or Chairperson of the Board and/or suggested by other members of the Board of Directors.

g.) Rules. Each committee and task force may adopt rules for its meetings consistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI - Agents and Employees.

§ 1 Executive Director: The Board may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall not hire, discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

a.) Compensation. The organization may pay compensation in reasonable amounts to others for services rendered. The President will determine the level of compensation and submit a personnel requisition for approval by the officers of the board..

ARTICLE VII - Miscellaneous Provisions

§ 1 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.

§ 2 Contracts and Other Documents: The Board of Directors may authorize to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes. Any member must seek prior approval of Boards legal acting Director or President before official documents can be signed.

§ 3 Gifts: The Board of Directors may authorize the Executive Director and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of The Sickle Cell Association of Kentuckiana.

§ 4 Payments of Monies: All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of The Sickle Cell Association of Kentuckiana shall be signed by the President, or the Treasurer, or a dually ratified designee.

§ 5 Deposits: All funds of the Organization shall be deposited to the Republic Bank in Louisville, KY.

§ 6 Books and Records to be Kept: The organization shall keep at its registered office Requirements Louisville, KY (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Organization may be inspected by any Board member having voting rights.

§ 7 Amendment of Articles and Bylaws: When intending to present an amendment of the By - Laws Articles of incorporations, the Secretary will be notified. There will be a minimum of a 7 day notice given to all members of the Board of Directors to review such amendment(s). The President may call a special meeting of the Board or it may be handled at a regular meeting. Refer to Article IV § 1(h) for requirements to adopt proposed amendments.

§ 8 Loans to Directors and Officers: No loans shall be made by the Corporation to its directors or officers.

§ 9 Indemnification and Insurance: Unless otherwise prohibited by law, The Sickle Cell Association of Kentuckiana, shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which she /he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which their 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 their own negligence or misconduct in the performance of a duty to the Corporation.

(a) 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, officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that the individual is not entitled to indemnification under this Article.

(b) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or commissions to act occurring before or after adoption hereof.

(c) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, 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.

(d) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by them which arises out of such person's status as a director, officer, 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.

(e) In no case, however, 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 o 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 o 4941(d) or o 4945(d), respectively, of the code.

(f) If any part of this Article 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.

ARTICLE VIII - Conflict of Interest Policy

§ 1 Purpose. The purpose of the conflict of interest policy is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

§ 2 Definitions.

(a) Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(I) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(II) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(III) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under § 3 (d), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

§ 3 Procedures.

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

(I) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(II) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(III) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(IV) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

(I) If the governing board or committee has reasonable cause to believe a board or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(II) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

§ 4 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

§ 5 Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

§ 6 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

§ 7 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

§ 8 Use of Outside Experts. When conducting the periodic reviews as provided for in § 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The foregoing Bylaws were adopted by the Sickle Cell Association of Kentuckiana, Inc. on the

______ day of ____________________, 2024 by a quorum with majority vote of ___________.

____ ____________________
Rebecca Seavers, President Date

____ ____________________
Jessica McDowell, Secretary Date