

BY-LAWS
MTS SICKLE CELL FOUNDATION, INC.

ARTICLE I. NAME OF ORGANIZATION

The name of this organization shall be MTS Sickle Cell Foundation, Inc.

ARTICLE II. ORGANIZATION PURPOSE

MTS Sickle Cell Foundation was born out of a real need to see more support services provided to sickle cell disease (SCD) patients and their families. Therefore, the purpose of this organization is to not only raise awareness about SCD, but to also serve as a source of support to families impacted by this life-threatening disease.

ARTICLE III. BOARD OF DIRECTORS

3.1 MTS Sickle Cell Foundation, Inc. shall be administered by a Board of Directors.

3.2 Newly elected members of the Board who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two year terms.

3.3 Should a Board of Director be absent from three (3) consecutive board meetings, the position may be declared vacant at the Board's discretion. Absence is defined as not in attendance in person, via phone or video conference.

3.4 A quorum shall consist of two-thirds members of the Board. If a quorum is not present, the meeting, whether virtual or in person, will be rescheduled in ten (10) days and directors will be notified by email, mail, or phone. At the rescheduled meeting the number attending will constitute a quorum. Proxy votes shall be allowed to be submitted by an absent Board member.

3.5 The Board of Directors shall hold quarterly meetings with two (2) weeks notice given for regular meetings, and twenty-four (24) hours notice for special called meetings. Meetings will be held in January, May, August, and Nov.

3.6 Special meetings may be called by the Chairperson or any other member of the Board. At special called meetings the only business to be conducted is the stated purpose of the special requested meeting.

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3.7 The Board of Directors serve on a voluntary basis. The Board of Directors may request reimbursement for approved expenses related to expenditures on behalf of MTS Sickle Cell Foundation. The Board Member and Executive Director must leave the room during any discussion and/or vote that might impact him/her monetarily.

ARTICLE IV: OFFICERS

4.1 The officers of MTS Sickle Cell Foundation, Inc. shall consist of Chairman, Vice-Chair, Secretary, and Treasurer elected for one year terms. The slate of officers will be presented to the Board one month prior to elections. Elections will be held at the regular monthly meetings.

4.2 The Chairman shall preside at all meetings, make routine decisions, and appoint the chairpersons of all standing committees.

4.3 The Vice-Chair shall perform all duties in the absence of the Chairman. The Vice-Chair, with the Chairman's consent, may be in charge of special events, fundraisers or whatever duty deemed necessary.

4.4 The Secretary is responsible for the general correspondence of the Board. Other duties include maintaining membership directories, issuing notice of all meetings and keeping the minutes of all meetings. The Secretary shall preside over meetings in the absence of the Vice-Chair.

4.5 The Treasurer, as the financial officer, shall have custody of the funds, authority to open bank accounts, sign checks and pay debts accordingly, not to exceed \$250.00. Amounts of more than \$250.00 must be approved by the Chairman. The treasurer will give the financial report at each meeting and furnish statements of receipts and disbursements.

4.6 If for any reason an Officer is unable to complete a term of office, the Board of Directors will declare the office vacant at a special called meeting. The Board shall elect another person to fill this vacancy for the remainder of the term.

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4.7 Any amount for contracts and disbursements over \$1,500.00 shall require two (2) signatures of the Executive Board members. Proper signatures of checks will be on file at the bank.

ARTICLE V: EXECUTIVE COMMITTEE

5.1 The Executive Committee shall consist of all officers of the corporation and may include the past Chairman of the Board of Directors.

5.2 The Executive Committee shall perform functions approved by the Board of Directors and routine management of the corporation.

5.3 When the Executive Committee acts, the decision must be made by a majority of the Executive Committee Members and the Executive Director has the power to approve or reject the decision.

ARTICLE VI: EXECUTIVE DIRECTOR

6.1 The first Executive Director shall be appointed by the Board of Directors.

6.2 The Executive Director shall hold office until he or she appoints a new Executive Director or until removal from office, or due to death. The Executive Director may be removed and replaced for cause by the Board of Directors only if the Executive Director is convicted of a crime involving honesty or fidelity, is found by a court to have engaged in self-dealing, or has been appointed a guardian or conservator by a court of competent jurisdiction. Should an Executive Director resign without appointing his or her replacement, the Board of Directors shall appoint the new Executive Director.

6.3 The Executive Director will attend all Board of Directors meetings unless excused by the Board.

6.4 At meetings, the Executive Director will have voting privileges.

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6.5 The duties of the Executive Director include supervision of the corporation office and responsibility for daily operations of the organization, with accountability to the Board of Directors.

6.6 The Executive Director executes all instruments on behalf of the corporation including deeds, contracts, leases, and promissory notes. Checks may be signed by the Executive Director and the Treasurer; however, a signature card must on file with the banking accounts designating the person or persons.

6.7 The Executive Director shall sign all contracts, obligations, and administer benevolence disbursements.

VII: NOMINATING COMMITTEE

7.1 At the August meeting, the Chairman will appoint a nominating committee to present a slate of officers at the September meeting. The chairman of the committee will be selected from the nominating committee.

7.2 The Nominating Committee shall consist of three (3) Board of Directors members.

7.3 The Nominating Committee shall select at least one (1) candidate for each office. All nominees must have given permission for their name to be placed on the ballot.

7.4 The slate of officers shall be presented to the Board of Directors and mailed and/or emailed to those not in attendance. Any changes to the slate must be given to the chairperson of the nominating committee prior to the October meeting.

7.5 Election of officers shall take place at the November meeting, elected by voice vote, seconded by a voice vote. Members not in attendance may vote by proxy.

7.6 The newly elected officers will be charged and installed at the December meeting and take office in January.

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ARTICLE VIII: PROFESSIONAL STAFF

8.1 The Board of Directors shall, when the financial condition of the Corporation is considered sufficiently sound, hire professional staff, full or part time, with a salary plus reimbursements.

8.2 The Professional staff shall keep all official records and present reports to the Board of Directors upon request.

ARTICLE IX: FISCAL YEAR AUDIT

9.1 The Fiscal Year is from January 1 to December 31.

9.2 The books of MTS Sickle Cell Foundation, Inc. shall be audited annually.

ARTICLE X: PROPERTY RIGHTS

The Board of Directors may receive, acquire, hold title to and manage real and personal documents associated with such transactions, property, and legal entities as it needs to accomplish its mission and may sell or dispose of such property or any part thereof. Approval for such transactions shall require the minimum of two-thirds approval of total elected Board of Directors. The signature of both the Chairman and Secretary or whoever signs checks shall be required to validate the necessary documents. Signature cards will be on file at the bank.

ARTICLE XI: AMENDMENTS

These By-Laws may be amended by a quorum of the members present and voting at a regular Board meeting, or at any special meeting duly called for this purpose, provided written notice has been given by mail or email to each member of the Board no less than fourteen (14) days prior to said meeting. Said notice must state the proposed amendments and the reason for the changes.

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ARTICLE XII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall constitute the ruling authority in all cases in which they are not inconsistent with these By-Laws or with the laws of this state; however, failure to adhere will not affect votes cast, nor affect business transacted at a duly call meeting.

ARTICLE XIII: DISSOLUTION

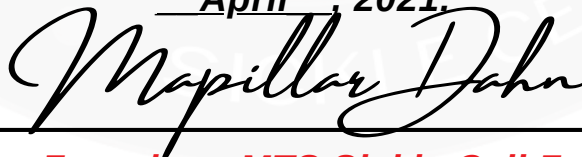
In the event of dissolution or termination of the affairs of this Organization, the Board of Directors, after providing for the payment of all obligations shall distribute any remaining assets to one or more sickle cell organizations which are exempt as organizations described in Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or any future law or to the Federal, State or Local Government for exclusively public purposes. No income contributions or other revenue, of funds or assets of the Corporation shall accrue to the benefit of any individual member of the Organization.

ADOPTION OF BYLAWS

We, the undersigned, consent to and hereby do adopt the foregoing Bylaws as the Bylaws of MTS Sickle Cell Foundation, Inc.

ADOPTED AND APPROVED by the Board of Directors on this 26 day of

April, 2021.



Mapillar Dahn, Founder – MTS Sickle Cell Foundation, Inc.



ATTEST: Kim Akins, Board Member - MTS Sickle Cell Foundation, Inc.