



**BYLAWS
OF
THROMBOSIS AND HEMOSTASIS SOCIETIES OF NORTH AMERICA, INC.**

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Approved by the Board of Directors

ARTICLE I – Name

The name of this organization is Thrombosis and Hemostasis Societies of North America, Inc.

ARTICLE II – Purpose and Mission Statement

Thrombosis and Hemostasis Societies of North America, Inc. (THSNA) is committed to improving the quality of patient care in the fields of thrombosis and hemostasis, to expanding new knowledge in the fields of thrombosis and hemostasis, to facilitating translation of basic knowledge into practical applications which benefit clinical practice and, generally, to advancing the fields of thrombosis and hemostasis by promoting scientific progress and education through advocacy consistent with its status as a 501(c)(3) organization, all leading to improvements in human health. THSNA is founded on the belief that its member societies can often function more efficiently as a group than as individual units in advancing this purpose.

THSNA Mission Statement

Thrombosis and Hemostasis Societies of North America (THSNA) brings the diverse perspectives of many professional and patient advocacy organizations together to advance the prevention, early diagnosis, management, and cure of bleeding and clotting disorders through:

- facilitating education by providing educational opportunities for health care providers and mentorship to students
- encouraging basic science research and the translation of new knowledge to bedside clinical care
- promoting the recruitment of new health care providers to the community
- working with health care policy makers and government agencies to achieve its mission

ARTICLE III – Membership

Section 3.1 Founding Members. The Founding Member societies of THSNA are:

American Thrombosis and Hemostasis Network
Anticoagulation Forum
Association of Hemophilia Clinic Directors of Canada
Canadian Pediatric Thrombosis and Hemostasis Network
Foundation for Women and Girls with Blood Disorders

Hemostasis and Thrombosis Research Society
National Blood Clot Alliance
North American Society on Thrombosis and Hemostasis
North American Specialized Coagulation Laboratory Association
Thrombosis Canada

Section 3.2 Other Members. Other societies in the fields of thrombosis and hemostasis may apply for membership, and may be admitted by a majority vote of the Board of Directors .

Section 3.3 Membership Terminology. The use of the terms “member(s)”, “member society” or “member societies” alone in these bylaws shall refer to both founding member societies listed in Section 3.1 above that remain in good standing as member societies, and member societies admitted under Section 3.2, unless the context indicates differently.

Section 3.4 Membership Requirements. The Board of Directors [see Article IV] may establish such requirements for membership as it deems appropriate and in the best interests of THSNA.

Section 3.5 Termination of Membership. A society’s membership status may be terminated on reasonable notice for good cause shown by a vote of three-fourths of the Board of Directors, not including the board member whose society’s membership is being considered for termination. A society may voluntarily terminate its own membership on written notice to the Board of Directors. Termination of society’s membership will not cancel or modify the society’s rights or obligations under an agreement created pursuant to Section 8.2.

ARTICLE IV – The THSNA Board

Section 4.1 Composition of the Board of Directors. The THSNA Board of Directors (the “THSNA Board” or “Board”) shall consist of one director nominated by each of the member societies. Each director will serve for so long as the nominating member society wishes that he/she remain as a director, but normally not longer than a maximum of six years, and the nominating member society may replace its director at any time. If a director is unable to attend a Board or committee meeting, a representative may be designated by the member society to attend and vote in his/her place. At its discretion, the THSNA Board may by majority vote permit special invitees, such as former leaders in THSNA or representatives of organizations who are not member societies, to attend board meetings as, for example, “liaisons to the Board” or “Board members emeritus”, but these attendees will not have the right to vote.

Section 4.2 Initial Election of Officers; Term of Office. At the first meeting of the THSNA Board, the Board will by majority vote elect a President, a Vice-President, a Secretary, and a Treasurer from its board members. The officers so elected shall serve in those offices through the next election of officers, as provided under Section 4.3.

Section 4.3 Subsequent Election of Officers; Term of Office. At a special meeting which will be arranged to take place during the 2016 Summit and each subsequent Summit the Vice-President will become the President of THSNA and the THSNA Board will elect a Vice-President, a Secretary, and a Treasurer from its Board members. The President and the officers so elected shall serve in those offices for two years, until the next Summit.

Section 4.4 Voting Rights of Officers. The President of the THSNA Board shall be a member of the Board with the right to vote only to break a tie. The Vice-President, Treasurer, and Secretary shall have full voting rights.

Section 4.5 Authority. The THSNA Board shall have responsibility for control and general management of all affairs of THSNA. Any member society or the Executive Director [see Article VI] may refer matters to the THSNA Board for its consideration. The THSNA Board shall control and be responsible for all assets of THSNA, shall determine the THSNA dues to be levied upon the member societies, and shall establish an annual budget after considering a proposed budget submitted by the Finance Committee.

Section 4.6 Meetings. The THSNA Board shall meet at least two times per year and at such other times as shall be determined by the President and/or by a majority of the Board. Meetings of the THSNA Board may be held by telephone conference or other appropriate means with such notice as the President and/or a majority of the Board deems appropriate.

Section 4.7 Quorum. A quorum of the THSNA Board shall consist of a majority of all the voting members of the Board, not including the President. The THSNA Board may take such action or may authorize the President or the Executive Director to take such action as is approved by a majority of the Board members present and voting.

Section 4.8 Board Approval Without Meeting. When the approval of the THSNA Board is required on any action, the President may circulate (by fax or email) a description of the proposed action requiring Board approval with a request that each Board member respond (by fax or email) with his or her vote on the matter by a certain day. If a simple majority of the directors respond with votes in favor of the action by the specified date, the proposed action will be deemed approved by the THSNA Board, unless a different section of these Bylaws requires a different vote.

Section 4.9 Notice. Written notice of any meetings of the THSNA Board shall be sent to each Board member before the date of the meeting by any reasonable means, including through electronic mail.

ARTICLE V – Officers

Section 5.1 President. The President serves as Chair of the THSNA Board, as Chair and voting member of the Executive Committee [see Section 7.2 below], and as an ex-officio, non-voting member of all other committees. The President shall: (a) preside at meetings of the THSNA Board; (b) approve the agenda for all meetings of the THSNA Board; (c) preside at meetings of the Executive Committee of the Board; (d) serve as the chief spokesperson for THSNA in representing THSNA policies to the public; and (e) execute documents on behalf of THSNA. The Vice-President takes office as President immediately following his or her term as President-Elect as set forth in Section 4.3, or upon the resignation or incapacity of the President.

Section 5.2 Vice-President. The Vice-President shall: (a) attend meetings of the Board and have a vote; (b) in the absence of the President, preside at meetings of the Board [during which times the Vice-President shall vote only to break a tie]; and (c) serve as a voting member of the Executive Committee. The Vice-President shall serve as President-Elect of THSNA.

Section 5.3 Treasurer. The Treasurer shall: (a) attend meetings of the Board and have a vote; (b) be responsible to the THSNA Board for safeguarding the funds of THSNA; and (c) advise the Board concerning the propriety of fiscal practices with relation to established THSNA policy and with relation to the policies of granting and taxing agencies. The Treasurer shall chair the Finance Committee and have a vote on that committee, and serve as a voting member of the Executive Committee.

Section 5.4 Secretary. The Secretary shall (a) attend meetings of the Board and have a vote; (b) give, or cause to be given, notice of the meetings of the THSNA Board; (c) keep the minutes of the meetings of the THSNA Board and any applicable committee meetings; (d) see that the books, reports, statements and all other documents required by law are properly kept and filed; and (e) serve as a voting member of the Executive Committee. Other duties may be assigned from time to time by the President or by the THSNA Board. The Secretary may delegate ministerial duties to the Executive Director.

Section 5.5 Simultaneous and/or Consecutive Terms. No member may serve in two Officer positions simultaneously. No member may serve more than three consecutive terms as an Officer in any position or combination of Officer positions.

Section 5.6 Vacancies in Officer Positions; Recalls. At any time an Officer position becomes vacant during the regular term, the THSNA Board can by majority vote appoint a member of the Board to assume the responsibilities of the vacant position for the remainder of the term. At any time, any Officer can be replaced for the remainder of his/her term by the vote of two-thirds of the THSNA Board.

Section 5.7 Line of Succession. In the event of the unavailability of the President, the line of succession for Chair of the Board is as follows: Vice-President, Treasurer, Secretary. In all cases the Chair will vote only to break a tie.

ARTICLE VI – Appointed Officials

Section 6.1 Executive Director – Appointment. The Executive Director is the Chief Executive Officer of the organization and shall be appointed by a two-thirds majority of the THSNA Board. The Executive Director is responsible to the THSNA Board, and shall perform such duties as are assigned by the President or the Board. The compensation of the Executive Director shall be determined by the THSNA Board on recommendation of the Executive Committee.

Section 6.2 Executive Director – Duties. The Executive Director is responsible to the President and Treasurer for the funds and securities of THSNA; shall submit to the Board, with the approval of the Treasurer, an annual audited statement of the financial status of THSNA; shall advise the Finance Committee on the preparation of an annual budget for approval by the THSNA Board upon recommendation of the Finance Committee; shall perform negotiations with external entities on behalf of THSNA, and with the advice and consent of the Board, shall provide financial oversight for all THSNA departments. The Executive Director may represent THSNA on behalf of the President upon his or her authorization. The Executive Director shall be responsible for all THSNA records, and for the operation of the THSNA office and its departments. The Executive Director shall be responsible for publications of THSNA. The Executive Director shall attend meetings of the Board, the Executive Committee, the Finance Committee and all other committees, but shall have no vote.

ARTICLE VII – Committees and Representatives

Section 7.1 Establishment of Committees. The THSNA Board may establish such committees by majority vote and designate such representatives as desired, and receive their reports. Committees described in these bylaws shall be called Standing Committees. Other committees established by the Board shall be called Ordinary Committees. Ordinary Committees may be chartered for an indefinite period or may be *ad hoc*. Individual members of standing committees and ordinary committees shall be appointed by the THSNA Board, with the exception of the Planning Committee [see section 7.3].

Section 7.2 Executive Committee. THSNA will have a standing committee known as the “Executive Committee.” The Executive Committee will consist of the President, Vice President, Treasurer, Secretary, the Chair(s) and Vice Chair(s) of the Planning Committee, and the Executive Director. All members of the Executive Committee, except for the Executive Director, are voting members. The Executive Director shall be a non-voting member. The Executive Committee may exercise the management authority of the THSNA Board in between meetings of the Board. The Executive Committee shall report to the THSNA Board. The Board may appoint non-voting ad hoc members to the Executive Committee.

Section 7.3 Planning Committee. THSNA will have a standing committee known as the “Planning Committee.” The Committee shall be composed as stated in Section [8.1] below. The Planning Committee will be responsible for planning, organizing and securing funding for the Thrombosis and Hemostasis Summit of North America (the “Summit”) after the 2014 Summit organized pursuant to the “Memorandum of Understanding” signed by the founding members of THSNA. The Planning Committee will manage all matters relating to the Summit subject to the authority of the THSNA Board.

ARTICLE VIII – The Planning Committee and the Summit

Section 8.1 Composition of Planning Committee. The initial Planning Committee will be comprised of the persons who have served as Steering Committee members of the Collaboration responsible for the 2014 Summit. Thereafter, the Planning Committee will be composed of delegates from time to time appointed by THSNA members. Each THSNA member will have the right to appoint one delegate, provided the THSNA member has paid the dues established by the THSNA Board pursuant to Section [4.5]. THSNA members who contribute to the funding of the Summit over and above the payment of THSNA dues will have the right to appoint additional delegates to the Planning Committee in proportion to the amount of funding they provide for the Summit to be organized by that Planning Committee, as provided in Section [8.2].

Section 8.2 Additional Delegates to the Planning Committee; Funding the Summit. Within a reasonable time after each Summit takes place, the Planning Committee will develop (for the next future Summit) and recommend to the THSNA Board a correlation between the specific levels of funding provided by THSNA members (over and above dues) and the additional number of delegates which THSNA members who provide such funding may appoint to the Planning Committee. As part of this process, the Planning Committee will recommend rules for all such funding, which will include how any surplus in revenue over expenses will be distributed, how any shortfall will be covered if revenue from the Summit does not exceed expenses, and how these

arrangements will be documented in agreements with members providing such funding. No such recommendations will be binding upon THSNA until approved by the THSNA Board.

Section 8.3 Chair/Vice Chair(s) of the Planning Committee. The Planning Committee will be headed by a Chair who will have served as a Vice Chair for the previous Summit and one or more Vice Chairs who will be elected by the current Planning Committee. No person may serve as a Chair/Vice Chair for more than two consecutive summits.

Section 8.4 Meetings of the Planning Committee. The Planning Committee will meet at least four times per year and determine (subject to the approval of the THSNA Board) the date and location of the Summit, the budget for the Summit, the agenda for the Summit, and the speakers for the Summit. When Committee action is required, the Chair/Vice Chair(s) will put the matter to a vote at a regular meeting of the Planning Committee. If more urgent action is required, the Chair/Vice Chair(s) may call for a special meeting of the Planning Committee by email on no less than one day's notice to Planning Committee Members. At both regular and special meetings, Planning Committee Members will be given the opportunity to participate by telephone. If, when the Chair/Vice Chair(s) call the meeting to order, at least one half of the Planning Committee Members are present in person or on the telephone, the Planning Committee will have a quorum to conduct business and can proceed to vote on matters requiring action on the part of the Committee. Each Planning Committee Member taking part in the Planning Committee Meeting will be entitled to one vote and a simple majority of the votes will be sufficient to approve any proposed action considered at the Planning Committee Meeting. Each Planning Committee Member may have a proxy or alternate attend when s/he is unable to attend. The alternate must be from the same organization. If in connection with a vote taken at a meeting (or by the procedure set forth in Section 5.5), an equal number of Planning Committee Members (including the Chair/Vice Chair(s)) vote for and against a proposed action, the Chair/Vice Chair(s) will decide the matter, and if they cannot unanimously agree, the matter will be referred to the THSNA Board for a decision.

Section 8.5 Planning Committee Approval Without Meeting. When the approval of the Planning Committee is required on any action, the Chair/Vice Chair(s) may circulate (by fax or email) a description of the proposed action requiring Planning Committee approval with a request that each Planning Committee member respond (by fax or email) with his or her vote on the matter by a certain day. If a simple majority of the Planning Committee Members respond with votes in favor of the action by the specified date, the proposed action will be deemed approved by the Planning Committee.

Section 8.6 Planning Committee Subcommittees. The Planning Committee will at its discretion create subcommittees and appoint subcommittee chairs (or where appropriate, co-chairs).

Section 8.7 Program Director. The Planning Committee will appoint a Program Director for the Summit to be responsible for day-to-day matters affecting the Summit. The cost of the Program Director will be paid from revenues of the Summit. The Executive Director may be

appointed as the Program Director for the Summit, in which case the Board will determine how much of the Executive Director’s compensation will be paid from revenues of the Summit.

ARTICLE IX – Publications

Section 9.1 Official Publications. The THSNA Board may authorize publications and publication services.

Section 9.2 Membership Directory. THSNA will maintain a membership directory of its member societies.

ARTICLE X – Indemnification

THSNA shall indemnify to the full extent authorized or permitted by law (as now or later in effect) any person made or threatened to be made a defendant or witness to any action, suit, or proceeding (whether civil or criminal or otherwise) by reason of the fact that the person, or his or her estate, is or was a director or officer of THSNA or by reason of the fact that such director or officer, at the request of THSNA, is or was serving any other entity, in any capacity. Nothing contained in this section shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this section shall apply to or have any effect on any right to indemnification provided under this section with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE XI – Amendments

Unless the Articles of Incorporation require a greater number, the Bylaws may be amended by the THSNA Board at any meeting of the Board for which there is a quorum, by vote of two-thirds of the members of the Board present and voting, provided that the Board shall have been advised of the substance of any proposed amendment(s) in writing at least 60 days prior to such meeting of the Board, and provided further that the 60-day prior notification will not be required if all voting members of the Board vote unanimously to amend such Bylaw(s).

ARTICLE XII – Contracts

The Executive Director shall have the authority to sign and execute contracts, agreements and other legal documents in the name of THSNA and in the place of the President under such circumstances as shall be indicated by the Board.

ARTICLE XIV – Parliamentary Procedure

The business of the THSNA Board and all committees shall be conducted in accordance with the principles and procedures given in the current edition of Robert's Rules of Order Newly Revised unless the THSNA Board at any time shall have adopted special rules of order.

ARTICLE XV – Conflict of Interest

Section 15.1 Contracts or other Transactions. Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board or a committee for recommendation, authorization, approval or ratification shall give a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract, transaction, or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 15.2 Other Conflict of Interest. The Board may adopt such policies and take such additional measures as it deems necessary to address conflicts of interest.

ARTICLE XVI – Nondiscrimination

The officers, employees, and persons served by this corporation shall be selected in a nondiscriminatory manner.

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