

BYLAWS OF NEW MEXICO HEPATITIS C ALLIANCE, INC.

Article I Purpose and Objectives

The Corporation is organized and incorporated under the laws of the State of New Mexico as a non-profit corporation for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, without profit to any officer or director. The purposes of this organization shall be:

- To promote education and access to resources to prevent, manage, and cure hepatitis C infection, and support all of those infected and affected by HCV;
- To create, coordinate, and inspire participation in the "parade" that will bring individual, community, state, and national awareness and resources to hepatitis C prevention and treatment in New Mexico;
- To receive, maintain and accept, as assets of the Corporation, any property whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of these Bylaws and in the Articles of Incorporation; provided same shall not be accepted if it is conditioned or limited in any such manner as shall require the disposition of income or principal to any organization other than "to promote education and access to resources to prevent, manage, and cure hepatitis C infection, and support all of those infected and affected by HCV " or for any other purpose which would jeopardize the Federal Income Tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution therefore.

The above shall not be considered to restrict in any way the carrying on of any lawful activities of the corporation, so long as such activities are not in contravention of the purposes set forth in the Articles of Incorporation.

Article II Name, Location of Office, Membership, Annual Meeting

Section 1. Name and Location. The name of this corporation is New Mexico Hepatitis C Alliance, Inc. (herein the "Corporation"). The initial office of the Corporation shall be located at the address of the registered agent, the office of Gavriela de Boer, 184 Tierra Encantada, Corrales, Sandoval County, State of New Mexico 87048. The office of the Corporation may be changed to such other location as the Board of Directors determines from time to time. The Corporation may have such other offices either within or without the state of New Mexico, as the business of the corporation may require from time to time.

Section 2. Membership. The Corporation shall have members. The initial membership of the Corporation shall consist of all people who notify the Secretary of the Corporation that they desire to be members and have participated in the formation of New Mexico Hepatitis C Alliance, Inc. or have attended the 2005 annual Meeting of the NMHCA, in May, prior to incorporation, representing individuals, agencies, and groups concerned with the issues surrounding Hepatitis C in the New Mexico. The Secretary shall prepare a list of the initial members so qualifying, which shall be maintained with the books and records of the Corporation. Thereafter, any person who notifies the Secretary of his or her desire to become a member shall be a member by annually either (1) paying registration fees and attending the annual meeting of members, or (2) submitting a letter of interest to the Board of Directors and paying a ten dollar (\$10.00) membership fee. Membership must be renewed annually in either of the above methods.

Section 3. Annual Meeting. An annual meeting of members shall be held each year. Written notice of the meeting shall be given at least two weeks before the date of the meeting to all members of record at the time of such notice

Article III Board of Directors

Section 1. Management. All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall have the general management and control of the activities and affairs of the Corporation and shall exercise the powers that may be exercised or performed by the Corporation under the laws of the State of New Mexico and the United States, these Bylaws, and the Articles of Incorporation.

Section 2. Number and Tenure. The Board of Directors shall consist of not less than five (5) persons as voting members. Each Director shall have one vote on any matter that comes before the Board. Standing Committees will be determined by the Board of Directors and are subject to change to meet the needs of the organization. The committee members are voluntary. The chair-persons of the Standing Committees, being duly elected at the annual meeting of members, will be members of the Board of Directors. Directors shall serve staggered two (2) year terms. Each director shall hold office for his or her specified term, or until removed in accordance with section 3.5, below. However, if the director's term expires, the director shall continue to serve until a successor has been elected or until there is a decrease in the number of directors.

Section 3. Regular Meetings. Regularly scheduled meetings of the Board of Directors shall be held at least once per year, and more often if necessary, at a time and place agreed upon by a majority of the Board of Directors. The Board of Directors will meet during the annual meeting of members, for the annual Board of Directors meeting.

Section 4. Quorum. Forty percent (40%) of the number of Directors in office shall constitute a quorum. In the absence of a quorum at any scheduled meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting.

Section 5. Removal From Office. Any member of the Board of Directors may be removed at any time for any reason by a vote of two-thirds (2/3) of the remaining members of the Board. A member of the Board of Directors who fails to attend three (3) consecutive regular meetings of the Board may be removed by a majority vote of the remaining members.

Article IV Committee of the Board of Directors

Section 1. Executive Committee. The Executive Committee shall be comprised of all of the officers of the Board of Directors. Between meetings of the Board of Directors, the Executive Committee shall have the power of the Corporation and exercise the authority of the Board of Directors in the Corporation, except as to the election of or removal of Officers or Directors of the Corporation, the amendment or repeal of these Bylaws or any other matters of concern as to which the Board of Directors are required by law, the Articles of Incorporation, or these Bylaws to act.

Section 2. Other Committees. Other Committees may be appointed by the President, subject to approval of the Board of Directors, or directly by the Board of Directors, as may be deemed desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors. Each Standing Committee's chair-person shall be a Director of the Corporation.

Section 3. Provisions Relating to All Committees. All actions by any committee authorized or established by this Article IV shall be subject to revision and alteration by the Board of Directors. Any such committee may act by the majority of its members at a meeting (which shall constitute a quorum). Members of any such committee (except the Executive Committee) need not, but may be members of the Board of Directors. The committee members, with the consent of the Board of Directors, shall elect the chairperson of each such committee.

Article V Advisory Board

The Corporation may have an Advisory Board made up of ex-officio Directors who shall be elected by the Board of Directors. The ex-officio Directors may advise and consult with the Board of Directors but shall have no vote on any corporate matter.

Article VI Officers of the Corporation

Section 1. Election of Officers. All officers of the Corporation shall be members of the Board of Directors, and shall be elected by the Directors at the annual meeting of the Board of Directors. The officers shall consist of the President, Vice President, Treasurer, and Secretary, and shall be elected for alternating two-year terms. If any office shall become vacant for any reason, the Board shall, by the majority vote of those present at any regular or special meeting, elect a successor to fill the vacancy for the unexpired term.

- A. President.** The President shall be the chief executive officer of the Corporation, and shall sign all contracts of the Corporation. The President shall perform all the duties and possess such powers commonly incident to such office and shall perform other duties as may be assigned by the Board of Directors.
- B. Vice President:** The Vice President shall reside at the side of the President and assist with duties that may be assigned by the Board of Directors. The Vice President shall preside over meetings in the absence of, or at the request of the President.
- C. Treasurer.** The Treasurer shall have custody of all monies and securities of the Corporation; shall keep books of accounts; and shall submit them, together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; shall perform other duties incident to such office as may be assigned by the President or the Board of Directors.
- D. Secretary.** The Secretary shall: a) keep the minutes of the Board of Directors' meetings and the meetings of the members; b) see that all notices are duly given in accordance with the provisions of these Bylaws; c) be custodian of the corporate records; and d) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.
- E. Ex Officio Board Members.** The Executive Committee of the Corporation may by majority vote designate any member of the NMHCA to serve as an ad hoc or ex-officio, non-voting member of the Board of Directors.
- F. Subordinate Officers and Agents.** The Board of Directors may appoint or may authorize the President to appoint subordinate officers and agents who shall have such powers as may be prescribed by the Board of Directors.
- G. Vacancies.** Any vacancy, which may occur in any of the elective offices, shall be filled by majority vote of the Board of Directors, to serve until the next annual meeting of the Board of Directors or until a successor shall have been duly elected.

Article VII Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment from Corporation assets of all liabilities of the Corporation, dispose of all the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VIII General Provisions

Section 1. Contracts and Checks. The persons, other than the President authorized to sign contracts and to sign, endorse and otherwise execute checks, drafts, notes, orders or other instruments for the payment of money issued by or to the Corporation shall be designated by appropriate resolutions of the Board of Directors, and shall obtain and execute such fidelity bonds or other security for the faithful performance of their duties as the Board of Directors may require from time to time. All checks, drafts, and other financial instruments for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such person or persons of the Corporation and in such manner, with joint signature requirements and authorized amounts, as shall from time to time be determined and designated by resolution of the Board of Directors.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless authorized by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period ending December 31 of each year.

Article IX Indemnification

The Corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, or any person who may have served at its request as a Director or Officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Directors or Officers of the Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer shall be adjudged in such action or proceeding to be liable for gross negligence or willful misconduct in the performance of such duty. Such indemnification shall not be deemed

exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, vote of members or otherwise.

**Article X
Amendments**

All bylaws of the Corporation shall be subject to alteration, amendment, or repeal, and new bylaws may be added, by the affirmative vote of two-thirds of the members of the Board of Directors at any regular or special meeting.

In witness whereof, the foregoing Bylaws were adopted by unanimous consent of the Board of Directors of the Corporation on February 2, 2006.

In witness whereof, the forgoing Bylaws were revised by unanimous consent of the Board of Directors of the Corporation on November 21, 2006.

Attest:

President

Secretary

Date