

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**HEMA ALLIANCE**

a Utah Nonprofit Public Benefit Corporation

Established July 8, 2009; Updated November 2017, December 2017, June 2018, June 2020

Restated and Amended April 7, 2021

These Amended Bylaws are hereby executed and adopted by HEMA Alliance, a Utah Nonprofit Corporation, and are intended to supersede and replace any and all prior Bylaws of the Corporation.

**ARTICLE 1. NAME, PURPOSE AND OFFICE**

1.1 Name. The name of the organization is HEMA Alliance. HEMA Alliance (“HEMAA” or the “Corporation”) is a nonprofit organization incorporated under the laws of the State of Utah.

1.2 Purpose. The purposes for which the Corporation is formed are as follows:

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Utah, and to promote the scholarship and practice of the historical martial arts of the Western World, including, but not limited to:

1.2.a.1 The research, study and teaching of martial history and historical martial training manuals.

1.2.a.2 The physical reconstruction, training, and practice of Historical European Martial Arts (HEMA).

1.2.a.3 The formation of standards, testing, ranking, and certification programs that foster HEMA scholarship.

1.2.a.4 The promotion of fellowship and associations among other institutions and organizations with compatible goals.

1.2.a.5 The research, development and promotion of equipment aiding in HEMA scholarship and practice.

1.2.a.6 Publications, lectures, competitions, and demonstrations in support of any of the other purposes.

- 1.2.a.7 The promotion of HEMA scholarship, teaching, and equipment production and sales as professions.
  - 1.2.a.7.1 The development and promotion of social, business, and organizational skills that foster growth among HEMA scholars and practitioners.
- 1.2.a.8 The exchange of knowledge and skills with non-European and/or non-historic martial arts organizations, scholars, and practitioners that serves the other purposes of the Corporation.
- 1.2.a.9 The development and promotion of clubs, schools, organizations, and institutions that foster HEMA scholarship and practice.
  - 1.2.a.9.1 To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (b) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (c) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes.
  - 1.2.c.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.
  - 1.2.c.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
  - 1.2.c.3 The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code.

1.3 Principal Office. The principal office of the corporation in the state of Utah shall be located in the city of Lehi, county of Utah. The corporation may have other offices, either within or outside of the state of Utah, as the board of directors may determine or as the affairs of the corporation may require.

1.4 Registered Agent. The corporation shall have maintain in the state of Utah a registered office, and a registered agent whose office is identical with the registered office, as required by the Utah Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Utah, and the address of the registered office may be changed from time to time by the board of directors.

## **ARTICLE 2. MEMBERSHIP**

2.1 Membership in the Corporation is to be managed by the Governing Council, as directed by the Board of Directors and outlined in these By-laws. Standards and conditions above and beyond those outlined in this Article 2, including membership agreements, are subject to approval of the Board of Directors.

2.2 Classes of Membership. The Corporation shall have multiple membership classes. The designation of the class and the qualifications and rights of the members are outlined in this Article 2.

- (a) Individual Membership. In accordance with Federal civil rights law the Corporation is prohibited from discriminating membership based on race, color, national origin, sex, sexual orientation, disability, or age. Individual Membership may not be rejected solely based upon a person's interest in other martial arts, organization, or activities, except in the case where those organizations and activities violate the law. Further, Individual Membership may not be rejected solely based on an individual's lawful employment. Participation in corporation activities can be limited by age and gender as per the will of the organizing body so long as it does not violate their state laws on non-discrimination. Individual Members shall have voting rights as granted from time to time by the Board of Directors or the Governing Council.
- (b) Affiliate Club Membership. Affiliate Clubs are defined as groups of Individual Members that choose to associate as a separate organization. Affiliate Clubs may associate in such a way as to accept additional organizational standards for their members, providing those standards do not violate Federal civil rights law. Affiliate Clubs must operate in such a way as to not endanger the Corporation's 501(c)3 status and have no voting rights in the Corporation. There shall be two classes of Affiliate Club Memberships.

- 2.2.b.1 Regular US-based Affiliate Club Membership. This membership class is eligible for all services provided by the Corporation, including, but not limited to, discounts on Individual Memberships, Event Support, Marketing Support, Non-profit application reimbursement, and insurance services.
- 2.2.b.2 Foreign or Self-Insured Affiliate Club Membership. This membership class is eligible for all services provided by the Corporation, with the exception of insurance services.

2.1 Applications for Members. All applicants for membership shall file with the Governing Council a written application in such forms as the Governing Council shall from time to time determine. All applications for membership shall be presented promptly for consideration and investigation to the Governing Council.

Not later than 21 days after receipt of an application, the Governing Council shall review each application and either accept or reject it. After an applicant has been rejected, it may not make another application for membership within one year thereafter.

2.2 Termination of Membership. The Governing Council, by affirmative vote of 2/3 of all of the members of the Council, may suspend or expel a member for cause after an appropriate hearing, and may, by a 2/3 vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

2.3 Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

2.4 Transfer of Membership. Membership in this corporation is not transferable or assignable.

### **ARTICLE 3. BOARD OF DIRECTORS**

3.1 General Corporate Powers. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the state of Utah or members of the corporation.

3.2 Election and Appointment. Directors shall be elected to their first term by majority vote of the Board Directors upon the completion of a previous Director's term of office. In the event of an unexpected vacancy as contemplated in Section 3.5 of this article, the Board shall appoint a temporary Director to serve the remainder of the lost Director's term by majority vote.

3.3 Minimum Size. The Board of Directors will consist of a minimum of five Directors. In the event the number of Directors falls below five, the only action the Board may take is the election or appointment of new Directors. The Board may, in its discretion, increase the number of Directors on the Board from time to time, but never shall it have less than five Directors.

3.4 Terms. The Directors will normally serve three-year terms. Persons nominated to become Directors may request two- or one- year terms, and the Board of Directors may approve the requested term lengths. The Board may also offer a particular nominee a two- or one-year term. The Directors will seek to stagger their terms so that one-third of the Directors end their terms each year. In order to accomplish this, the initial Board of Directors will divide themselves into thirds, or as close to thirds as possible, and assign one-, two-, and three-year terms to each third respectively.

3.5 Vacancies. If a Director leaves the Board before their term is completed, whether due to death, illness, or resignation, there is no vacancy or obligation to fill a Director's seat unless the resulting Board is below the minimum size. If the resulting Board is below the minimum size, then the Director appointed to fill the vacancy will act as a temporary Director and only complete the vacated term, and may then be re-elected for what will be considered their first term.

3.6 Re-Election Supermajority. A Director may only be reelected to a consecutive term with a two-thirds vote of the Board of Directors.

3.7 Dismissal Supermajority. A two-thirds vote of the Board of Directors will be required to dismiss a Director.

3.8 Proxies. Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by the Director granting the proxy, and must be filed with the Secretary of the Corporation or the designated chair of the meeting in question.

3.9 Action Without a Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a written consent setting forth the action so taken is signed by all Directors and filed with the Secretary of the Corporation.

3.10 Conflicts of Interest. A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction is authorized, or solely because his, her, or their votes are counted for that purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested directors are less than a quorum; or

(b) the contract or transaction is fair as to the Corporation as of the time that it is authorized, approved, or ratified by the Board. All Directors present may be counted in determining the existence of a quorum at a meeting of the Board which authorizes the contract or transaction.

#### **ARTICLE 4. MEETINGS OF DIRECTORS**

4.1 Minimum Meetings. The Board of Directors must meet a minimum of twice a year, with a maximum length between meetings of 8 months.

4.2 Quorum. The Board of Directors shall have a quorum of four Directors, or two-thirds of Directors, whichever is greater. The Board of Directors may raise the quorum from time to time, but not lower it below these levels.

4.3 Place of Meetings. Meetings of the Board may be held at any such place as the Board may appoint or as may be designated in the notice of the meeting.

4.4 Regular Meetings. The Board may, from time to time, designate by standing resolution regular meetings. Regular meetings of the Board may be held at any such place and time as designated by resolution. Additional notice of the regular meetings outside of the standing resolution need not be given.

4.5 Special Meetings. Special meetings of the Board may be called by any Director and shall be held at such time and place as shall be designated in the notice for the meeting. Eight days' notice of any special meeting shall be given to each Director pursuant to Section 7 below. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

4.6 Right to Virtual Participation. A Director shall have a right to participate in a meeting by teleconference or other virtual or online meeting technology. Notice of meetings shall include a teleconference phone number, and/or any other information and directions necessary for virtual participation. No meeting shall require a Director participating at distance to be prepared with any software or technology other than a telephone or cell phone, except by agreement of that Director. Preparations necessary for virtual participation will be the responsibility of the Chair or a designate of the Chair, or of the Director who calls the meeting in question. If a Director or Directors is unable to participate in a meeting or a portion of a meeting due to absence or failure of these preparations, the meeting or portion of the meeting will be void, except where there is

written waiver signed by the excluded Director or Directors, and filed with the Secretary. If a Director or Directors is unable to participate in a meeting or a portion of a meeting due to the failure of the preparations or technology of that Director or those Directors, the missed meeting or portion of the meeting will not be void. If a Director or Directors agrees to meet by technology other than telephone or cell phone, it is the responsibility of that Director or Directors to have a telephone or cell phone ready to call in to the meeting in the case of the failure of the other technology.

4.7 Rules of Notice. Notice for a meeting may be given in any format by which the receipt of notice may be verified by the secretary prior to that meeting.

(a) *Waiver by Writing*: Whenever notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

(b) *Waiver by Attendance*: Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

4.8 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to be held at another stated time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

## **ARTICLE 5. OFFICERS**

5.1 Election and Appointment. The officers of the Corporation shall be a Chief Executive Officer, a Chief Financial Officer, and a Corporate Secretary. Officers shall be elected by majority vote of the Board of Directors and serve terms of one year. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more Assistant Financial Officers, and such other officers as may be deemed appropriate by the Board. Each officer shall serve at the pleasure of the Board.

5.2 Removal and Resignation. Any officer of the Board, Governing Council, or Curriculum Council may be removed, either with or without cause, by a majority vote of the directors in office at the time, at any meeting of the Board. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that

notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

5.4 Responsibilities of Officers. Each office has the following responsibilities:

(a) *Chief Executive Officer*: Subject to the control of the Board of Directors and to such supervisory powers, if any, as may be given by the Board of Directors another designate, the Chief Executive Officer shall be the general manager of the Corporation retain authority to execute legal contracts, assist the Governing Council in policy development, and review GC actions and plans to assure compliance with policy and by-laws. The Chief Executive Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

(b) *Corporate Secretary*: The Corporate Secretary shall execute such contracts and other documents on behalf of the corporation as may be authorized or directed by the Chief Executive Officer and /or Board of Directors from time to time. The Corporate Secretary shall prepare and keep at the principal office or such other place as the Board of Directors may order books of minutes of all meetings of the Board of Directors. The Corporate Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

(c) *Chief Financial Officer*: The Chief Financial Officer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, shall aid and assist the Corporate Secretary and Chief Executive Officer of the corporation, shall be responsible for the annual report of the corporation, if any, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Chief Executive Officer, or by the Board of Directors, or by these bylaws.

5.5 Discretionary Offices. There may be, at the pleasure of the Board, either an Assistant Secretary or an Assistant Financial Officer, or both. These are a non-voting positions that serve at the discretion and pleasure of the Board to perform such duties as may be prescribed from time to time by the Chief Executive Officer or the Board of Directors.

## **ARTICLE 6. CORPORATE RECORDS**

6.1 Corporate Records. The corporation shall keep:



- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Board and committees of the Board; and
- (c) Original or a copy of the articles and bylaws as amended to date. All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of Utah, at its principal business office in the State of Utah.

## **ARTICLE 7. COMMITTEES**

7.1 Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

7.2 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the Chief Executive Officer of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

7.3 Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until his or her; successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

7.4 Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

## **ARTICLE 8. GOVERNING COUNCIL**

8.1 General Powers. The Governing Council will have the powers outlined in these Bylaws. Additionally, The Board of Directors may delegate all powers and responsibilities to the Governing Council that are not reserved to the Board of Directors by law, or otherwise designated as Board responsibilities in the Bylaws. All actions by the Governing Council can be subject to Board approval and the oversight and authority of the Board. Councilors are required to be members of the Corporation.

8.2 Elections and Officers. The Governing Council may create or specify any group within the Membership of the Corporation and delegate to that group the power to elect new Councilors, providing the electing group is larger than the Governing Council. Officers of the Governing Council will consist of the President, Secretary, and Treasurer at a minimum. Additional officers may be added at the discretion of the Governing Council. The Governing Council will delegate the nomination of any candidate for President so long as that person has served at least one year on the Governing Council, in which case the candidate will be presented to the Board of Directors as a recommendation that the Board of Directors must consider at a meeting and may elect that candidate to that office by majority vote.

8.3 Minimum Size. The Governing Council will consist of a minimum of five Councilors. In the event the Governing Council falls below five Councilors, the only action that it may take is the election or appointment of new Councilors. The Council may increase the minimum size, but not decrease it below five.

8.4 Terms. Governing Councilors will serve a term of two years. The terms of the President, Secretary, and Treasurer will coincide with their terms as Councilors.

8.5 Vacancies. If a Councilor leaves the Governing Council before their term is completed, there is no vacancy or obligation to fill a Councilor's seat unless the resulting

Governing Council is below the minimum size. If the resulting Council is below the minimum size, then the Councilor appointed to fill the vacancy will only complete the vacated term, and may then be elected for what will be considered their first term.

8.6 Quorum. The Governing Council shall have a quorum of four Councilors, or two-thirds Councilor, whichever is greater. The Governing Council may raise the quorum, but not lower it below these levels.

8.7 Limits on Service. Councilors may be re-elected to serve a maximum of three consecutive terms, or six consecutive years, whichever is longer. There is no lifetime limit to the number of terms an individual may serve as an elected councilor, so long as there is a break in service of at least one year. Following this break in service, an individual may again be elected to the Governing Council and may again serve up to six consecutive years before another mandatory one-year break in service is required. This limitation does not apply to Councilors that are also Officers of the Corporation as set forth in Article 5.

8.8 Dismissal. A Councilor elected by the Governing Council may be dismissed with or without cause by a two-thirds majority of the Governing Council and is subject to Board approval. A Councilor elected by a larger body may be dismissed by a two-thirds majority of that body in a recall election. Such a recall election will be initiated either at the instigation of a two-thirds majority of the Governing Council, or a petition of the electing body signed by 51% of that body or 200 persons in that body. Dismissal of a Councilor will not remove that person from participating in Council meetings, but will cease that Councilor's voting rights on the Council. Dismissal of the Councilor will be presented as a recommendation for removal to the Board of Directors that will be followed except where there is clear harm to the purposes and obligations of HEMAA.

8.9 Removal by Board. Any Councilor on the Governing Council may be removed from office at any time by a majority vote of the Board of Directors, as long as such removal will not violate applicable law.

## **ARTICLE 9. CURRICULUM COUNCIL**

9.1 Creation and Terms. The Chief Executive Officer of the Corporation may appoint any Corporation member or member of an affiliate in good standing to act as Curriculum Director to preside over and manage the Curriculum Council, who serves at the discretion of the Chief Executive Officer, the Governing Council, and the Board of Directors.

9.2 Limits on Service. A Curriculum Director may only be appointed to serve a maximum of five consecutive one year terms. There is no lifetime limit to the number of terms an individual may serve as Curriculum Director, so long as there is a break in service of at least one year. Following this break in service, an individual may again be elected to the Governing Council

and may again serve up to five consecutive years before another mandatory one-year break in service is required.

9.3 Curriculum Councilors. The Curriculum Council Director may appoint Corporation members in good standing to assist him in assumed work as Curriculum Councilors, but those individuals may be vetoed by the Governing Council, the President, or Board of Directors. Curriculum Councilors only serve as long as the Curriculum Council Director that appointed them remains in office. Curriculum Councilors may be dismissed by the Director at any time, or by the President, Governing Council, or Board of Directors. If a Curriculum Councilor loses good standing with the Corporation they are automatically removed from office.

9.4 Authority. The Governing Council, Chief Executive Officer, and Board of Directors holds primacy in all decisions, and each body may delegate duties to or halt any work done by the Curriculum Council at any time. All work managed by the Curriculum Council must be transparent and available for review by the Governing Council, Chief Executive Officer, and Board of Directors. The Curriculum Council may request resources to pursue their own projects, so long as the projects fall under the purview identified for the Curriculum Council in Section 3 of this Article 7.

9.5 Purview. The purview of the Curriculum Council contains, but is not exclusive to:

- (a) Novel or continuing research
- (b) Training Practices
- (c) Instruction Practices
- (d) Standards related to the aforementioned
- (e) Certifications related to the aforementioned
- (f) Publications and Communications relating to the aforementioned

While the Curriculum Council may pursue projects in relation to any of the above, the Chief Executive Officer, Board of Directors, and Governing Council have primacy in dictating what work may and must be done by the Curriculum Council; and may also adjust or revise the purview of the Curriculum Council at any time.

## **ARTICLE 10. POLICY ON FREEDOM OF STUDY**

10.1 Standards. To the extent that the Corporation develops standards and codes for martial practice, safety, and personal conduct, those standards will not be binding for regular, individual members except at events and within forums that are functions of Corporation, or when

those members reference the Corporation by their words or conduct. Leadership may be required to accept some higher standards as prerequisite to their offices.

10.2 Intellectual Property. The Corporation will respect the intellectual property of others and of its members. The Membership Contract will include clauses clarifying that innovations and significant interpretations originated by members, and willingly shared with the Corporation, will be used with proper credit and non-exclusively, without any other concession of rights of authorship.

10.3 Secret Knowledge. The Corporation will not promote the concept of secret knowledge. While members may keep some interpretations private, the goal should be to publish discoveries once the developers deem them ready.

10.4 Certification. The Corporation, through the Curriculum Council, will have a system for certifying instructors in historical martial arts and knowledge. However, The Corporation will not attempt to restrict certified or uncertified instructors from teaching privately or through other organizations. Those doing so are responsible for ensuring that any curriculum they use is either their own, in the public domain, or used with permission of the authors. They must also be responsible to avoid any ambiguity where the imprimatur of the Corporation is likely to be assumed.

## **ARTICLE 11. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

11.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

11.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the Chief Financial Officer, an assistant financial officer, or the GC Treasurer, and countersigned by the Chief Executive Officer of the corporation.

11.3 Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

11.4 Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## **ARTICLE 12. BOOKS AND RECORDS**

12.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE 13. FISCAL YEAR**

13.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 14. SEAL**

14.1 Corporate Seal. The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words “Corporate Seal: HEMA Alliance”.

## **ARTICLE 15. WAIVER OF NOTICE**

15.1 Waiver. Whenever any notice is required to be given under the provisions of the Utah Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

## **ARTICLE 16. AMENDMENTS TO BYLAWS**

16.1 Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

CERTIFICATE OF SECRETARY The undersigned does hereby certify that:

1. They are the acting Secretary of HEMAA, a Utah nonprofit public benefit corporation; and
2. The foregoing Bylaws constitute the Bylaws of this corporation as duly adopted by Unanimous

Written Consent of the Board of Directors dated as of the 7 day of April 2021. IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 7 day of April 2021.

*Jeremy Steflik*