

BYLAWS OF

National Task Force on Hepatitis B

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the coalition shall be **National Task Force on Hepatitis B**. It shall be a nonprofit organization (not yet incorporated, but governed under the laws of Pennsylvania).

Section 2 – Purpose: The National Task Force on Hepatitis B (formerly called The National Task Force on Hepatitis B Focus on Asian and Pacific Islander Americans from 1997 – 2021) is organized exclusively for charitable, religious, educational, and/or scientific purposes, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose (or mission) of this coalition is to *eliminate hepatitis B virus (HBV) and related chronic liver diseases, including delta hepatitis virus (HDV), and to prevent liver cancer in the United States by empowering and mobilizing the medical provider community; supporting existing and future workforce development; leveraging partnerships with health care providers; enabling national networking and policy development; and advocating for access to education, screening, vaccination, comprehensive care, and affordable treatment for all living the US.*

The National Task Force on Hepatitis B envisions a United States free of hepatitis B.

ARTICLE II – REGISTERED OFFICE ADDRESS

Section 1 – Address: The principle office of the National Task Force on Hepatitis B Focus is in Doylestown, PA, with the mailing address: 3805 Old Easton Rd., Doylestown, PA 18902.

Section 2 – Fiscal Sponsor: The **fiscal sponsor** for the National Task Force on Hepatitis B is the **Hepatitis B Foundation**. The National Task Force on Hepatitis B remains independent and separate from the Hepatitis B Foundation. Each party is governed and operated independently from each other and is not liable for the other party’s activities.

ARTICLE III – Exemption Requirements

Section 1 – Exemption: At all times shall the following operate as conditions restricting the operations and activities of the coalition:

1. No part of the net earnings of the coalition shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause thereof.
2. No substantial part of the activities of the coalition shall continue carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or

referendum before the public, and the coalition shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of this document, the coalition shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV – MEMBERSHIP

Section 1 – Membership: Membership shall consist of Executive Board members, Regional Directors, Student Representatives, and General Members.

ARTICLE V – EXECUTIVE BOARD MEMBERS

Section 1 – Board role, size, and compensation: The Executive Board is responsible for overall policy and direction of the coalition, and delegate responsibility of day-to-day operations to the operational Task Force team, which consist of the Executive Board, Regional Directors, and Student Representatives. The Executive Board shall have up to **4**, but not fewer than **3** members. The board receives no compensation other than reasonable reimbursable expenses.

Section 2 – Terms: All Executive Board members shall serve **2-year** term(s), but are eligible for re-election for up to **2 consecutive terms**. Terms shall start in January and end in December.

Section 3 – Meetings and notice: The Executive Board shall meet at least **quarterly**, at an agreed upon time and place. Meetings may be in-person or virtually via telephone or video conferencing. An official Executive Board meeting requires that each board member have written notice at least **2 weeks** in advance; this may be done via email. The Executive Board meetings are in addition to the Task Force’s general 1-hour video conferences that include Regional Directors, Student Representative, and general Task Force members.

Section 4 – Board elections: During the **last quarter** (October – December) of each fiscal year of the coalition, the members of the Task Force shall elect Executive Board members to replace those whose terms will expire at the end of the fiscal year. The election shall take place virtually, with notice in accordance with the provisions of these bylaws.

Section 5 – Election procedures: Executive Board candidates shall be nominated by Task Force members at the beginning of the end of the third quarter of the fiscal year, i.e. in September. A short bio will be collected as a part of the nomination process. If two or more candidates are nominated, a virtual election will take place via an electronic surveying tool to determine the outcome of the election.

If only one candidate is nominated and he or she accepts the nomination, then Task Force members have up to 1 week to email the Administrator or Secretary to voice any concerns or objections. After the 1-week time limit expires, then the nominated candidate will be elected. A formal announcement will be made via the Task Force email list and website. A photo of the

new Executive Board member(s) should be collected and posted with the short bio on the website.

New Executive Board members shall be elected via electronic surveying tool by a majority vote from Executive Board members, Regional Directors, Student Representative, and general members. The elected Executive Board member(s) shall serve a term beginning on the first day of the next fiscal year.

Existing Executive Board members or Regional Directors may vote for themselves if they are renewing a term or seeking a new position on the operational Task Force team.

Section 6 – Quorum: A quorum must be attended by at least forty percent of operational Task Force team (Executive Members, Regional Directors, and Student Representative) for business transactions to take place and motions to pass. General members may voice their opinion, but their vote will not be counted as an official vote for the quorum.

Section 7 – Officers and Duties: There shall be at least **3** officers of the board and no more than **4** officers, consisting of a Chair (or Co-chair), secretary, and treasurer. Their duties are as follows:

The Chair or Co-Chair shall convene regularly scheduled Executive Board meetings, shall preside or arrange for other members of the Executive Board to preside at each meeting in the following order: co-chair, secretary, treasurer. At least one Co-Chair shall have a Medical Doctorate degree (M.D.) and one Co-Chair shall have a public health degree, preferably a Masters in Public Health degree (M.P.H.). The terms of the Co-Chairs shall be staggered so that the Task Force will always have an incumbent Co-Chair during election years. The Co-Chairs shall be responsible for the development and updates of the Provider Education program.

The secretary shall be responsible for overseeing the record keeping of Executive Board actions, including overseeing the recording of meeting notes at all meetings, sending out meeting announcements, distributing copies of meeting notes and the agenda to each member, and assuring that coalition records are maintained. These duties may also be fulfilled by an appointed member, such as the Administrator for the Task Force. In addition, the secretary shall assist the Co-Chairs with expanding networks, community outreach, and advocacy activities.

The treasurer shall provide a financial update (when requested) at each Executive Board meeting. The treasurer shall oversee the finances of the coalition, assist in the preparation of the budget, help develop fundraising plans (including identifying and seeking grant opportunities), and make financial information available to board members and the public. These duties may also be fulfilled by an appointed member, such as the Administrator for the Task Force, who will work under the guidance of the Treasurer.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members **two weeks** in advance of a general meeting (teleconference). These nominations shall be sent out to the operational Task Force team with the regular teleconference announcement, to be voted upon at the next teleconference. These vacancies will be filled only to the end of the particular Executive Board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the Executive Board must be in writing and received by the secretary or Administrator. An Executive Board member shall

be terminated from the Executive Board due to excess absences, more than **two unexcused** absences from meetings in a year. A board member may be removed for other reasons by **three-fourths** vote of the remaining Executive Board members.

Section 10 – Special meetings: Special meetings of the board shall be called upon the request of either one of the Co-Chairs, or **one-third** of the board. Notices of special meetings shall be sent out by the secretary to each board member at least **one week** in advance, unless the issue is deemed an emergency with time sensitive decisions that need to be made.

ARTICLE VI – REGIONAL DIRECTORS

Section 1 – Director role, size, and compensation: Regional Directors are responsible for building and expanding local resources for general Task Force members. There shall be up to **7**, but not fewer than **4** Regional Directors at any given time. Regional Directors receives no compensation other than reasonable reimbursable expenses. Regional Directors may request sub-contracts or mini-grants for their local organizations to implement Task Force sponsored projects.

Section 2 – Terms: All Regional Directors shall serve **2-year** term(s), but are eligible for re-election for up to **2 consecutive terms**. Terms shall start in January and end in December.

Section 3 – Meetings and notice: Regional Directors shall meet at least **quarterly** during the general meetings. Meetings may be in-person or virtually via telephone or video conferencing. An official general meeting (teleconference) requires that each Task Force member to have written notice at least **2 weeks** in advance; this may be done via email. Other meetings may be scheduled as needed.

Section 4 – Regional Director elections: During the **last quarter** of each fiscal year of the coalition, the members of the Task Force shall elect Regional Directors to replace those whose terms will expire at the end of the fiscal year. The election shall take place virtually, with notice in accordance with the provisions of these bylaws.

Section 5 – Election procedures: Candidates for the Regional Director positions shall be nominated by Task Force members at the beginning of the last quarter of the fiscal year, i.e. in September. A short bio will be collected as a part of the nomination process. If two or more candidates are nominated, a virtual election will take place via an electronic surveying tool to determine the outcome of the election.

If only one candidate is nominated and he or she accepts the nomination, then Task Force members have up to 1 week to email the Administrator to voice any concerns or objections. After the 1-week time limit expires, then the nominated candidate will be elected. A formal announcement will be made via the Task Force email list and website. A photo of the new Regional Director(s) should be collected and posted with the short bio on the website.

New Regional Directors shall be elected via electronic surveying tool by a majority vote from of Executive Board members, Regional Directors, Student Representative, and general members. The elected Executive Board member(s) shall serve a term beginning on the first day of the next fiscal year.

Existing Executive Board members or Regional Directors may vote for themselves if they are renewing a term or seeking a new position on the operational Task Force team.

Section 6 – Regions and Duties: There shall be at least **4** and no more than **7** Regional Directors on the operational Task Force team at any given time. The regions include:

Northeast: ME, NH, VT, MA, RI, CT, NY, NJ, PA, OH, MI, IN

Southeast: DE, MD, DC, VA, WV, KY, TN, NC, SC, GA, FL

North Central: IL, WI, MN, IA, NE, SD, ND

South Central: KS, MO, OK, AR, TX, LA, AL, MS

Western (Pacific & Mountain): CA, NV, UT, AZ, CO, NM, HI, WA, OR, ID, MT, WY

Note: Prior to 2021, the regions included:

Northeast: ME, NH, VT, MA, RI, CT, NY, PA, NJ

Mid-Atlantic: DE, MD, DC, VA, WV, KY, OH

Southeast: TN, NC, SC, GA, AL, MS, FL

North Mid-West: MI, IN, IL, WI, MN, IA, NE

South Mid-West: KS, MO, OK, AR, TX, LA

Northwest: WA, OR, ID, MT, WY, ND, SD, AK

Southwest: CA, NV, UT, AZ, CO, NM, HI

Regional Directors' duties are as follows:

- Review and update regional contact list quarterly and submit to Secretary or Administrator.
- Ask regional partners what their current HBV priorities are prior to each Task Force teleconference.
- Identify hepatologists and primary care physicians who may be interested in joining the Task Force's Advisory Panel.
- Highlight local partners' activities via email and teleconference; compile and send to Secretary for dissemination; focus on free local resources to share.
- Identify and recruit participants to attend the in-person team-based training workshops and/or distance learning sessions.

Section 7 – Vacancies: When a Regional Director vacancy exists mid-term, the secretary must receive nominations for new Regional Director from present Task Force members **two weeks** in advance of a general meeting (teleconference). These nominations shall be sent out to the operational Task Force team with the regular teleconference announcement, to be voted upon at the next teleconference. These vacancies will be filled only to the end of the particular Regional Director's term.

Section 8 – Resignation, termination, and absences: Resignation must be in writing and received by the Secretary. A Regional Director shall be terminated from the operational Task Force team due to excess absences, more than **two unexcused** absences from meetings in a year. Regional Directors may email their updates via email to the Secretary or Administrator for excused absences. A Regional Director may be removed for other reasons by **three-fourths** vote of the Executive Board members.

ARTICLE VII – STUDENT REPRESENTATIVES

Section 1 – Student Representative role, size, and compensation: Student Representatives are responsible for building and expanding local resources for general Task Force members. There shall be up to **3**, but not fewer than **1** Student Representative at any given time. Student Representative receives no compensation other than reasonable reimbursable expenses. Student Representatives may request sub-contracts or mini-grants for their local organizations to implement Task Force sponsored projects.

Section 2 – Terms: All Student Representatives shall serve **2-year** term(s), but are eligible for re-election for up to **2 consecutive terms**. Terms shall start in January and end in December.

Section 3 – Meetings and notice: Student Representatives shall meet at least **quarterly**, at an agreed upon time and place. Meetings may be in-person or virtually via telephone or video conferencing. An official general meeting (teleconference) requires that each Task Force member to have written notice at least **2 weeks** in advance; this may be done via email.

Section 4 – Student Representative elections: During the **last quarter** of each fiscal year of the coalition, the members of the Task Force shall elect Student Representatives to replace those whose terms will expire at the end of the fiscal year. The election shall take place virtually, with notice in accordance with the provisions of these bylaws.

Section 5 – Election procedures: Candidates for the Student Representative positions shall be nominated by Task Force members at the end of the third quarter of the fiscal year, i.e. in September. A short bio will be collected as a part of the nomination process. If two or more candidates are nominated, a virtual election will take place via an electronic surveying tool to determine the outcome of the election.

If only one candidate is nominated and he or she accepts the nomination, then Task Force members have up to 1 week to email the Administrator to voice any concerns or objections. After the 1-week time limit expires, then the nominated candidate will be elected. A formal announcement will be made via the Task Force email list and website. A photo of the new Student Representative(s) should be collected and posted with the short bio on the website.

New Student Representatives shall be elected via electronic surveying tool by a majority vote from of Executive Board members, Regional Directors, and Student Representative. The elected Student Representative(s) shall serve a term beginning on the first day of the next fiscal year.

Existing Student Representatives may vote for themselves if they are renewing a term or seeking a new position on the operational Task Force team.

Section 6 – Duties: There shall be at least **1** and no more than **3** Student Representatives on the operational Task Force team. Student Representatives' duties are as follows:

- Identify opportunities to engage students in Task Force activities.
- Assist with networking opportunities for medical or public health students who are interested in learning more about hepatitis B.
- Assist with increasing awareness for getting screened and tested for hepatitis B among college students on campus.

Section 7 – Vacancies: When a Student Representative vacancy exists mid-term, the secretary must receive nominations for new Student Representatives from present Task Force members **two weeks** in advance of a general meeting (video conference). These nominations shall be sent out to the operational Task Force members with the regular teleconference announcement, to be voted upon at the next teleconference. These vacancies will be filled only to the end of the particular Student Representative’s term.

Section 8 – Resignation, termination, and absences: Resignation must be in writing and received by the Secretary. A Student Representative shall be terminated from the operational Task Force team due to excess absences, more than **two unexcused** absences from meetings in a year. A Student Representative may be removed for other reasons by **three-fourths** vote of the Executive Board members.

ARTICLE VIII – GENERAL MEMBERS

Section 1 – General members’ role, size, and compensation: General members provide members of the operational Task Force team with comments and feedback about local needs. There is no limit on the size of general membership. General members receive no compensation. General members may request sub-contracts or mini-grants for their local organizations to implement Task Force sponsored projects.

Section 2 – Terms: General members have no term limits.

Section 3 – Meetings and notice: General members may join any open teleconferences that are posted on the Task Force website (www.hepbtaskforce.org). Meetings may be in-person or virtually via telephone or video conferencing. An official general meeting (video conference) requires that each Task Force member to have written notice at least **1 weeks** in advance; this may be done via email.

Section 4 – Termination: At any time, general members may terminate their membership by sending an email to the Administrator or Secretary. The Administrator will remove general members’ name from the mailing list. The Administrator may also remove a general member’s email from the mailing list if the email address becomes inactive or bounces.

ARTICLE IX – ADMINISTRATOR

Section 1 – Administrator role, size, and compensation: The Administrator is responsible for providing administrative services and organizational management to the coalition. The Administrator assists the Executive Board members by maintaining the day-to-day activities for the coalition, including bookkeeping, historical records, updates on the website, and file and storage management. The Administrator does not have a voting right, but may voice his or her opinion during meetings.

There shall be only **1** Administrator at any given time. The Administrator receives a monthly fixed compensation and other reasonable project-based reimbursable expenses. The Administrator’s contract is project-based and renewable at the end of December each year.

The Administrator works closely with the Executive Board members and reports to the Secretary for administrative duties (including coordination of the Task Force’s elections), the Treasurer for

bookkeeping and fundraising duties, and the Co-Chairs for programmatic duties, such as Provider Education projects.

Section 2 – Terms: This Administrator has no term limits.

Section 3 – Meetings and notice: The Administrator shall coordinate the Task Force’s teleconference at least **quarterly**, at an agreed upon time and place. Meetings may be in-person or virtually via telephone or video conferencing. An official general meeting (video conference) requires that each Task Force member to have written notice at least **2 weeks** in advance; this may be done via email.

Section 4 – Vacancies: When the Administrator’s position is vacant, the Executive Board members may post this position widely and administer a hiring process to fill this position, if funding is available. The Administrator position may be vacant indefinitely. In the event that this position is not filled, the roles and responsibilities of the Administrator shall be filled by the Executive Board members.

Section 5 – Resignation, termination, and absences: Resignation must be in writing and received by the Secretary. The Administrator shall be terminated from the Task Force due to lack of performance. The Administrator may be removed for other reasons by **three-fourths** vote of the Executive Board members.

ARTICLE X – PERSONAL LIABILITY

Section 1 – Liability: No member, officer, or director of this coalition shall be personally liable for the debts or obligations of this coalition of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI – COMMITTEES

Section 1 – Committee formation: The Task Force may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Task Force Co-Chair appoints all committee chairs.

Section 2 – Executive Committee: The four Executive Board officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Executive Board in the intervals between meetings of the Executive Board, and is subject to the direction and control of the full Task Force.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which may include three other Task Force members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Executive Board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Executive Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Executive Board members and the public.

ARTICLE XII – DURATION

Section 1 – Duration: The duration of the organization’s existence shall be perpetual until dissolution.

Section 2 – Dissolution: Upon the dissolution of the organization, remaining assets must be distributed and used exclusively for one or more exempt purposes, such as charitable, religious, educational, and/or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principle office of the organization is then located, 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 XIII – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by **two-thirds** majority of the operational Task Force team. Proposed amendments must be submitted to the secretary to be sent out with regular meeting announcements. Final approval of Amendments will be made by the Executive Board members.

Last updated July 31, 2021, based on the 2021-2023 Strategic Plan