

BYLAWS OF
ALPHA-1 ASSOCIATION

ARTICLE I
Purposes and Activities

Section 1.01: Corporate Status. The Alpha-1 Association (the "Association") was incorporated on June 7, 1991, as a Minnesota nonprofit corporation (Charter # 1G-215).

Section 1.02: Corporate Purposes. The Association is organized exclusively for charitable and educational purposes, including professional and public education on matters of health, including (but not limited to), education, research, counseling, and medical services related to Alpha-1 Antitrypsin Deficiency. The Association is dedicated to the identification, control and cure of Alpha 1- Antitrypsin Deficiency.

Section 1.03: Independence. In carrying out its programs, the Association accepts contributions, including grants, from commercial as well as philanthropic, individual, and governmental sources but, in keeping with professional autonomy, independently makes all program and policy decisions.

Section 1.04: Limitations on Activities. Consistent with its charitable and educational status, (a) the Association shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; (b) no part of the Association's net earnings shall accrue or inure to the benefit of officers, Directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and (c) the Association shall take only actions permitted an organization exempt from taxation under §501(c)(3) of the Internal Revenue Code ("the Code") and pertinent Income Tax Regulations, as amended and as they may be amended.

ARTICLE II
Membership

Section 2.01: Classes of Membership.

(a) Individual Members. The Association's Individual Members shall include those individuals who (1) qualify for membership; (2) pay reasonable dues as determined from time to time by the Association's Board of Directors ("the Board"); and (3) comply with other reasonable requirements adopted by the Board.

(b) Organizational Members. The Board, upon determining the desirability of establishing special relationships with other organizations working in fields of interest or concern to the Association, may grant Organizational Membership upon such terms and conditions and with such rights and responsibilities as the Board may establish from time to time. Except as otherwise specified in Article IV, representatives of Organizational Members shall not be eligible to serve on the Board of Directors.

(c) Life and Honorary Members. The Association's Life Members shall include those persons previously granted such status and those who meet such qualifications and comply with such requirements as the Board may establish from time to time. The Board may grant Honorary Membership to persons who have made outstanding contributions in health or related fields.

Section 2.02: Application for Membership. Membership shall automatically be granted to those applicants meeting the requirements established by or pursuant to these Bylaws. The Board's Membership Committee shall review applications for membership which do not clearly meet these requirements, shall conduct any necessary inquiries, and pursuant to a procedure approved by the Board, may act for the Board in accepting or rejecting these applications for membership.

Section 2.04: Member Rights. Members shall have only those rights as expressly provided by law, these Bylaws as they may be amended from time to time, or by Board resolution.

ARTICLE III **Membership Meetings and Voting**

Section 3.01: Annual Meeting. The Association's membership shall hold an Annual Meeting each year, to be held at a place designated by the Board at least six months in advance. Notice of the Annual Meeting shall be mailed to the last known address of each member two months prior to the date of the meeting. The requirements of this Section are subject to reasonable modification if any emergency or extenuating circumstances warrant shorter time periods.

Section 3.02: Special Meetings Special Meetings of the Association's membership may be called by the Board or by written request of twenty percent of the Association's members. Written notice of a Special Meeting of the Association shall be given all Members by those calling the meeting and shall be designed to be received at least two weeks before the meeting, or in accordance with applicable provisions of the Minnesota Nonprofit Corporation Act, unless an emergency warrants shorter notice. No other business than that specified in the notice may be transacted at a special membership meeting without the consent of two-thirds of those present at such meeting.

Section 3.03: Quorum, Majority Vote. Each Individual or Life Member present at a duly called membership meeting may cast one vote and these voting members present shall constitute a quorum. Organizational or Honorary Members may not vote. All actions at a duly called membership meeting shall be by vote of a majority of the Individual and Life Members present and voting unless otherwise required by these Bylaws or by law.

Section 3.04: Mail Ballot. Membership action on any matter, including but not limited to elections, may be conducted by mail voting, with a ballot and explanatory information sent to each current Individual or Life Member's last known address by first class mail or equally expeditious means. A mail ballot may be initiated as provided for in Section 3.02 and shall be deemed to comply with Section 3.03. Members shall be given a ballot return date at least two weeks from the date of mailing to return the mail ballot, unless a majority of the Board's total membership determines that an emergency warrants a shorter time period, which shall not be less than three business days after Members actually receive the mail ballot and explanatory information. Membership action shall be by a plurality of those ballots actually received by the Association on or before the return date, unless these Bylaws or law require some greater proportion for action.

ARTICLE IV **Board of Directors**

Section 4.01: Responsibility and Conflicts of Interest. The Board shall establish overall policy and operational priorities, hire, evaluate, and terminate the President, and approve operational budgets. Each Director shall support and affirm the Association's purposes and programs, and shall promptly disclose to the Board any actual or potential conflict of interest, real or apparent, disqualify him/herself from voting in regard to matters involving actual and substantial conflicts, and abide by other pertinent Board rulings regarding conflicts.

Section 4.02: Board Size and Composition. There shall be no fewer than eleven nor more than twenty-one Directors, as the Board may determine from time to time. Among these Directors shall be the Association's Chair, pursuant to Section 5.03 of these Bylaws. The actual number of Directors within these limits shall be determined from time to time by vote of a majority of the entire Board, but no decrease in the number of Directors may shorten the term of any incumbent director.

Members of the Board of Directors must be members of the Association who are individuals, a majority of whom are adults. At least one-third of the members of the Board must be persons with Alpha 1-Antitrypsin Deficiency or first-degree relatives of persons with Alpha 1-Antitrypsin Deficiency.

Section 4.03: Term. The term of office for each director shall be three years; provided that a director may be appointed or elected to serve the remainder of an unexpired term that becomes vacant. A staggered election schedule shall be maintained, with about one-third of the members of the Board elected or appointed annually. Thereafter, if the number of Directors is increased or decreased the change shall be made in a manner that will so far as possible maintain a staggered election schedule so that about one-third of the members of the Board will be elected or appointed annually. No member of the Board may serve more than nine years in the aggregate as a director.

Except as otherwise provided in these bylaws, a director shall hold office until the expiration of the term for which the director was elected or appointed and until a successor is elected and qualified, or until the earlier death, resignation, removal or disqualification of the director. The term of a director filling a vacancy expires at the end of the unexpired term that the director is filling.

Section 4.04: Election of Directors.

(a) The Nominating Committee will present to the membership a proposed slate according to the procedure specified in Subsection 4.04(b).

(b) The Nominating Committee will present two slates to the Board to fill expired terms of office. The first slate will consist of candidates to be appointed by the Board of Directors (to be equivalent, as close as possible, to one-half of the total positions to be filled). The second slate will consist of candidates to be elected by the general membership (to be equivalent, as close as possible, to one-half of the total positions to be filled).

At least three months prior to the Association's Annual Meeting, the Secretary shall circulate to the membership an election announcement, along with the Nominating Committee's proposed slate of Directors and any Officers to be elected by the Membership that year, each of whom shall be a member in good standing of the Association and shall have agreed to serve if elected. Any four Members, by writing to the Secretary no less than two months and two weeks before the Annual Meeting, may choose additional nominees for inclusion on the ballot, provided the person so nominated is a Member in good standing of the Association and agrees in writing to serve if elected. The final ballot, including a brief description of each nominee, shall be submitted to the membership two months prior to the Annual Meeting. All ballots received by the Association three weeks prior to the Annual Meeting shall be tabulated and the results announced at the Annual Meeting and in the Association's next written membership communication. Election shall be by a plurality of votes cast.

(c) Newly created Directorships and vacancies resulting from action of the Board to increase the number of Directors or resulting from a vacancy on the Board will be filled by a majority vote of the remaining members of the Board at a Board meeting, or by written action signed by all of the Directors. A member of the Board filling an unexpired term will hold that office until the term expires, and may then be elected to a full three-year term subject to the term limitations set forth in Section 4.03 of this Article.

(d) Each year the nominating committee will also present to the Board a proposed slate of officers to

fill the positions of Chair, Chair-Elect, Secretary and Treasurer. Nominations for these positions shall also be solicited from the members of the Board. The ballot shall be circulated to the Board at least thirty days prior to the Annual Meeting, providing Board members at least five days to vote thereon.

Section 4.05: Vacancy and Removal. In the case of a vacancy, the Board, by a majority of the Board's total membership, may elect a Director to complete the unexpired term, which shall not be deemed a full term for purposes of Section 4.03. Any Director may be removed or suspended by a vote of two-thirds of the Board's total membership whenever, in their judgment, the best interest of the Association will be served thereby.

Section 4.06: Meetings. (a) There shall be at least two meetings of the Board each year, one of which shall be in conjunction with the Association's Annual Meeting and the other held as close as possible to six months before or after the Annual Meeting. Additional Board meetings may be called by the Board Chair or by written request of one-quarter of the Directors, at times and places selected by the caller(s). Written notice of meetings shall be given to all Directors and officers and shall be designed to be received at least two weeks before meetings unless an emergency warrants shorter notice.

(b) Special meetings of the Board may be called at the request of no fewer than one third of the Directors. The request must state the purpose of the meeting. If a special meeting of the Board is so requested, the Executive Committee shall set the date and place and the Secretary shall cause a notice of such meeting to be mailed to all members of the Board at their addresses as they appear in the membership roll book at least 15 days but not more than 50 days before the scheduled date of such meetings. Such notice shall state the date, time, place, and purpose of the meeting, and by whom it is called. No other business but that specified in the notice may be transacted at such special meetings of the Board of Directors without the consent of three-fourths of the members of the Board present at such meeting.

Section 4.07: Quorum. A majority of the Board's total membership shall constitute a quorum.

Section 4.08: Board Action. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by these Bylaws or by law. When fewer Directors than necessary to constitute a quorum are present for a duly called Board meeting, a meeting of the Executive Committee may be convened without further notice, at which non-Executive Committee Directors may attend and participate, without a vote.

Section 4.09: Conference Calls. One or more Directors may participate in a Board meeting by means of conference telephone call or other means whereby all participating Directors can communicate with one another simultaneously. Participation in a meeting pursuant to this section shall constitute presence for the purposes of Section 4.07.

Section 4.10: Board's Total Membership and Requirement of Writing. Reference in any Bylaw to "the Board's total membership" shall mean the total number of Directors with voting rights actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by other corporate action or policy. Any Bylaw which refers to a document or action "in writing" or "by written request" shall be broadly interpreted to include documents created by handwriting, typing, word processing, etc. and delivered in person, or by mail, facsimile, electronic mail, or by any other method commonly employed in modern business offices.

ARTICLE V **Officers**

Section 5.01: Title. Corporate Officers shall include the Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, President and such other officers and assistant officers as the

Board from time to time may authorize or appoint. With the exception of the President, Officers shall be members of the Board. The same person may not serve as President and Secretary.

Section 5.02: Terms. The Chair, Chair-Elect and Immediate Past Chair shall each serve three years, one year of which shall be in each capacity. The Secretary and Treasurer shall serve one-year terms. The President and such other officers as the Board, from time to time, authorizes or appoints shall serve at the will and pleasure of the Board. Each Officer serves until resignation, death, removal, or election and qualification of his/her successor and shall discharge the duties specified in Section 5.04, subject to modification by Board-adopted resolution, rule, or policy.

Section 5.03: Election. The Chair, Chair-Elect, Secretary and Treasurer shall be elected by the Board every year according to the procedure specified in section 4.04 and shall become assume their duties at the end of the Annual Meeting. If, for any reason, a Chair-Elect is unable to serve as Chair, the Chair shall be elected by the Board pursuant to Section 4.04. The Secretary and Treasurer shall be elected by the Board, and any other Officers shall be elected by the Board or appointed as authorized by the Board.

Section 5.04: Duties.

(a) Chair. The Chair shall preside at all Association, Board, and Executive Committee meetings, appoint all committees, and serve as the primary Board liaison with the President. The Chair shall be a member of all committees, except that the Chair may not accept honoraria for service on any committee.

(b) Chair-Elect. In the absence of the Chair, the Chair-Elect shall preside at meetings of the members and of the Board and otherwise act in the role of the Chair. The Chair-Elect shall have such other powers and shall perform such duties as may be assigned to him or her by the Chair.

(c) Immediate Past Chair. The immediate Past-Chair shall have such powers and shall perform such duties as may be assigned to him or her by the Chair.

(c) Secretary. The Secretary shall attest to corporate actions as necessary, assure accurate reporting of meetings and maintenance and safeguarding of minutes, corporate documents and Association records.

(d) Treasurer. The Treasurer shall review and present the Association's financial statements, regularly report on the Association's financial condition to the Board, and assure the safeguarding of the Association's assets. The Treasurer shall serve as the Chair of the Finance Committee.

(e) President. The President ~~is an ex-officio member of the Board,~~ is an employee of the organization, and shall serve at the will and pleasure of the Board. The President may attend and participate in all Board and Committee meetings except executive sessions involving his or her status or performance. The President shall serve as the Association's Chief Executive Officer and shall be responsible for hiring, overseeing, and terminating staff, raising funds for established Association projects, and carrying out the Association's programs. The President shall exercise such authority and have such responsibilities as are typical to such a position, all subject to such policies, rules, and resolutions as the Board may adopt from time to time.

Section 5.05: Vacancies. Any office that becomes vacant may be filled by vote of a majority of the Board's total membership.

Section 5.06: Removal or Suspension. Any Officer may be removed or suspended in the best interests of the Association. A vote of two-thirds of the Board's total membership shall be

required for removal or suspension of the Chair or Chair-Elect. Other Officers may be removed or suspended by a vote of the majority of the Board's total membership.

ARTICLE VI **Committees**

Section 6.01: Executive Committee. The Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, President and up to one other Director elected by the Board shall serve as the Executive Committee and shall exercise the Board's powers as necessary between Board meetings (excepting matters of critical importance, as defined by Board resolution or powers specifically reserved to the Board or membership by law, these Bylaws, or resolution approved by a majority of the Board's total membership). The Board, in its discretion, may add Directors or officers to the Executive Committee from time to time, who shall serve until removed or replaced

Section 6.02: Other Standing Committees. The Chair shall appoint the following standing committees. Members of committees serve as volunteers, not as Board members, and not as Association staff. The President and Association staff shall support the Committees of the Board and facilitate their proper function and roles.

(a) Membership. The Membership Committee is a corporate committee. It shall consist of three or more Directors and shall exercise Board power only to the extent necessary to accept or reject applications for membership pursuant to Section 2.02 of these Bylaws. The Membership Committee shall also work with the President to develop and implement membership recruitment efforts.

(b) Nominating. The Nominating Committee shall meet at least four months before the Annual Meeting to develop a proposed slate of Directors for circulation to the Association's membership. The Nominating Committee shall also develop a proposed slate of Officers according to the process outlined in Section 4.04.

(c) Education. The Education Committee shall advise the Board and the President regarding the topics, content, and format of educational activities, programs and materials developed or distributed by the Association.

(d) Personnel. The Executive Committee shall serve as the Personnel Committee. The Committee shall conduct the annual review of the President and report to the entire Board, direct the President to draft such personnel policies as the Committee determines to be necessary and review said policies, recommending their passage to the Board. The Executive Committee shall also serve as a final grievance committee for personnel matters, where those matters have been fully adjudicated by appropriate Association staff according to internal guidelines that are consistent with all applicable employment laws and regulations

(e) Finance. The Finance Committee shall consist of the Treasurer as Chair, and shall oversee the financial affairs of the Association.

Section 6.03: Additional Committees. The Board from time to time may establish, and the Chair may appoint members to, one or more other committees, standing or special, each of which shall have at least three members and serve at the Board's pleasure. Except in the case of a committee authorized to act on the Board's behalf, committee members need not be Directors.

Section 6.04: Meetings, Quorum, and Majority Vote. Committees shall meet, either in person or as provided for in Section 4.10, as directed by the Board or, upon reasonable notice, by the call of the Committee Chair or by written petition of one-third of the Committee Members with

voting rights. A majority of such Committee Members shall constitute a quorum. When a quorum is present at a duly called committee meeting, all actions shall be by a vote of a majority of those present unless otherwise required by these Bylaws or by law.

ARTICLE VII
Chapters

Section 7.01. Chapters, should they be established by the Board, shall be component parts of the structure of the Association. Each chapter shall be organized and operated in a manner consistent with the Association Chapter Guidelines and Chapter Bylaws, which shall be approved by the Board and provided to all members upon request. The Board may establish periodic dues to be paid by chapters to the Association. Unless otherwise approved by the Board, officers and Directors of chapters must be members of the Association. The charter of a chapter may be revoked by a two-thirds vote of the Board of Directors for failure to follow the Guidelines or adhere to the Bylaws. Such revocation shall not take place without written notification of intent to revoke, and the chapter shall have ninety days to comply with the Guidelines and/or the Bylaws prior to formal revocation.

ARTICLE VIII
Support Groups

Section 8.01. Support Groups shall be organized, recognized and/or supported by the Association, according to Guidelines established for that purpose. Otherwise, Support Groups shall be autonomous bodies acting with the support of, but not as a component part of, the Association.

ARTICLE IX
Agency

Section 9.01. Except as the Board may specifically authorize, (a) no Member or Director (other than a specifically authorized Officer) shall have the capacity or right to transact business, incur debts, liabilities, or any other obligation in the Association's name or on the Association's behalf, and (b) no Member or Director shall be the agent or principal of, or be bound individually by, the Association, (c) nor shall a Member or Director hold him or herself out as the Association's agent or principal, whether to the general public, commercial supporters, or within the Association, unless specifically authorized to act in such capacity.

ARTICLE X
Liability and Indemnification

Section 10.01: Liability. To the extent allowed by law, no Officer or Director shall be personally liable to the Association or for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of any Officer or Director for gross negligence or misconduct. Misconduct shall be defined as any (a) act or omission not in good faith, or which constitutes a knowing violation of law or these Bylaws, or (b) any transaction from which the Officer or Director derived an improper personal or business benefit.

Section 10.02: Indemnification. The Association shall indemnify, to the maximum extent allowed by law, each former and current Officer, Director, or corporate employee for expenses and costs (including attorney's fees) actually and necessarily incurred in connection with any claim asserted against such person by reason of being or having been an Officer, Director, or corporate employee, except in relation to matters involving such person's actual

gross negligence or misconduct as defined in Section 8.01. The Association will maintain adequate funds or secure insurance to cover the liability of the Officers and Board members.

ARTICLE XI
Compliance with Law

Section 11.01. The Association's Officers and Board are authorized and directed to take all steps necessary to assure that the Association operates and transacts its affairs in full compliance with all applicable provisions of law.

ARTICLE XII
Dissolution

Section 12.01. Upon dissolution, the Board, after paying or making provision for payment of all liabilities, shall adopt a plan to dispose of the Association's assets in such a manner, or to such organizations described in Section 501(c)(3) of the Code, as the Board determines to be consistent with the Association's purposes and with applicable provisions of law. If required by law, the dissolution and distribution plan shall then be submitted to a vote of the Association's Members.

ARTICLE XIII
Amendments of Bylaws

Section 13.01. These Bylaws may be amended or repealed in whole or in part by a vote of two-thirds of the Board responding to a mail ballot or by two thirds of the Board voting at a duly called Board meeting, if at least 30 but not more than 60 days written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting, together with a concise statement of the proposed changes.

ARTICLE XIV
Parliamentary Authority

Section 14.01. To the extent they are applicable and not inconsistent with these Bylaws and applicable law, Roberts' Rules of Order (as most recently revised) shall govern the Association's meetings. A copy of Roberts' Rules of Order (as most recently revised) shall be provided to each Board member.

ARTICLE XV
Transition Procedures

Section 15.01. Procedures for transitioning from Alpha-1 Association Bylaws adopted on June 7, 1991 to those adopted on July 7, 2002, including adjustment in terms of office of directors and officers, shall be according to procedures embodied in resolutions adopted by the Board of Directors or the Executive Committee.

CERTIFICATION

As Secretary of the Alpha-1 Association, I hereby certify that the above Bylaws were adopted by the Association's Board acting at a special meeting called for that purpose on July 7, 2002, and are still in effect.

Secretary

Date

Recommended by the Association Board of Directors June 7, 2002

Approved by the Board on July 7, 2002