

AIDS Treatment Activists Coalition

By-Laws

1.0 ARTICLE I: MISSION STATEMENT

1.1 AIDS Treatment Activists Coalition ("ATAC") is a national coalition of AIDS activists, many living with HIV/AIDS, working together to end the AIDS epidemic by advancing research on HIV/AIDS.

1.2 ATAC shall pursue the following goals:

1.2.1 To encourage greater and more effective involvement of people with HIV/AIDS in the decisions that affect their lives by identifying, mentoring and empowering treatment activists in all communities affected by the epidemic.

1.2.2 To develop within all communities affected by HIV/AIDS and related co-infections the leadership to provide the knowledge and skills needed to advocate for improved research, treatment and access to care.

1.2.3 To enable treatment activists to speak with a united, powerful voice to provide meaningful input into issues concerning HIV disease and related complications and co-infections.

1.2.4 To facilitate communications and set agenda items:

1.2.4.1 between HIV/AIDS treatment activists and government, industry and academia in matters affecting research, treatment and access;

1.2.4.2 among HIV/AIDS treatment activists and the larger HIV community in keeping up to date with the latest developments in research, treatment and access.

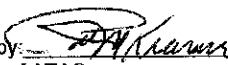
2.0 ARTICLE II: OFFICE

2.1 The principal office of ATAC shall be located in New York, New York until such time, if ever, as the Board of Directors selects a different location.

2.2 ATAC may also maintain such other office or offices in such place or places as the Board of Directors may elect, from time to time.

3.0 ARTICLE III: FISCAL YEAR

ATAC shall operate on a calendar fiscal year until such time, if ever, as the Board of Directors elects to adopt a different fiscal year.

Certified by:  Date: Nov 6, 2007
Secretary of ATAC

Adopted by the membership - October 15, 2007
Raffied by the Board of Directors October 31, 2007

4.0 ARTICLE IV: MEMBERSHIP

ATAC is a national volunteer membership organization of AIDS treatment activists. Membership is open to anyone interested in advancing AIDS treatment activism (barring a conflict of interest outlined in ATAC's Policies and Procedures) but without regard to gender, race, national origin, race, creed, sexual orientation, gender identification, religion, employment status, or health status. Criteria, rights and responsibilities of membership are detailed in the Policies and Procedures of ATAC.

5.0 ARTICLE V: REMOVAL OF A MEMBER


A Member of ATAC may be removed for cause by the Board of Directors. The bases for removal are detailed in ATAC's Policies and Procedures.

6.0 ARTICLE VI: VOTING RIGHTS

- 6.1 The Board of Directors shall have the authority to put any other matter it may deem appropriate to a vote of the voting Membership.
- 6.2 Such votes shall be decided on the basis of a simple majority of those voting Members, as defined in the Policies and Procedures, who respond to such vote.
- 6.3 Such votes may be conducted by such means as the Board of Directors may determine at its discretion, without limitation, in person, e-mail and/or by telephone.
- 6.4 These By-Laws may be amended only by a two-thirds (2/3) majority vote of the voting Members participating in the vote. In order for a vote to be valid, 50% of the then eligible Membership as determined by the Membership committee of the Board of Directors must vote.
- 6.5 Member Proposals. Upon presentation of a petition requesting a vote on any matter apart from the By-laws, without limitation, any decision on any issue reached by the Board of Directors, which petition has been signed by not less than twenty (20%) percent of the then-current voting Membership, the Board of Directors shall put such matter before the Membership for a vote. The Board of Directors shall be obligated to implement the results of the vote.

7.0 ARTICLE VII: MEMBER MEETINGS

- 7.1 There shall be at least one (1) Annual Meeting of the eligible Membership of ATAC each year for the purpose of electing At-Large Representatives to the Board of Directors and such other business as may be deemed appropriate by the Board of Directors. At the discretion of the Board of Directors, this Annual Meeting and vote may be conducted face-to-face or by electronic means and/or by telephone. The eligible Membership shall receive written notice of

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any Annual Meeting by such means as are determined by the Board of Directors, but at a minimum shall include a notice published electronically to the Membership.

- 7.2 Special Meetings of the Membership may be called at any time for any purpose by the Board of Directors. The Membership shall receive two weeks' written notice (barring exigent circumstances) of any Special Meeting from the Board of Directors, but at a minimum shall include a notice published to the Membership. Business conducted at any such Special Meeting of the Membership shall be confined to the purpose or purposes stated in that written notice. At the discretion of the Board of Directors, Special Meetings may be conducted by e-mail and/or telephone.
- 7.3 Meeting notes shall be provided by the Board of Directors to the Membership.

8.0 ARTICLE VIII: WORKING GROUPS

As used herein, a "Working Group" shall mean any group of two (2) or more ATAC Members who choose to pursue work on an area of HIV/AIDS treatment advocacy and submit a proposal to form a Working Group to the Board of Directors, which proposal the Board of Directors may or may not approve. ATAC's published Policies and Procedures govern the operations of the Working Groups. The Board of Directors may from time to time establish Working Groups at its discretion for special projects.

9.0 ARTICLE IX: BOARD OF DIRECTORS

- 9.1 As used herein, "Committees" and "Sub-Committees" refer to groups charged by the Board of Directors to execute tasks related to the administrative and organizational needs of ATAC.
- 9.2 The Board of Directors shall be comprised of not less than nine (9) and not more than twenty-one (21) Representatives, including:
 - 9.2.1 Up to two (2) Representatives from each Working Group eligible to elect a voting Representative to the Board of Directors, selected as deemed appropriate by each such Working Group; and
 - 9.2.2 A number of At-Large Representatives elected by the Membership in accordance with the terms herein, such number of At-Large Representatives to exceed by one (1) the number of Working Group Board of Directors Representatives, or as needed to achieve a minimum of nine (9) Board of Directors Representatives.
- 9.3 Members of the Board of Directors shall serve for a term of two (2) years.

- 9.3.1 The two-year (2) term of At-Large Board of Directors Representatives shall commence immediately upon their election.
- 9.3.2 The maximum number of terms for which any Representative shall be eligible to serve on Board of Directors is two (2) consecutive terms, or four (4) consecutive years; after which, they will be required to take a minimum of one-year hiatus before seeking re-election.
- 9.4 The Board of Directors shall maintain the following Resource Committees:
 - 9.4.1 Administrative and Communication, the duties of which shall include, without limitation:
 - 9.4.1.1 hiring and overseeing one (1) or more administrative staff person(s) and an accountant;
 - 9.4.1.2 developing web site policies;
 - 9.4.1.3 developing rules and policies for the use and moderation of e-mail lists;
 - 9.4.1.4 authorizing the creation and/ or discontinuation of e-mail lists;
 - 9.4.1.5 maintaining ATAC's archives;
 - 9.4.1.6 scheduling Annual and Special Meetings of Members;
 - 9.4.1.7 making all preparations with respect to voting.
 - 9.4.2 Membership and Working Groups, the duties of which shall include, without limitation:
 - 9.4.2.1 processing Membership and Working Group applications; and
 - 9.4.2.2 taking necessary action to remove Members and to terminate Working Groups that are no longer active.
 - 9.4.2.3 Upon request from the working groups concerned, or on its own initiative, this committee may attempt to mediate conflicts between or among Working Groups.
 - 9.4.2.4 Establishing and implementing appropriate Membership outreach and development activities.
 - 9.4.3 Finance and Budget, the duties of which shall include, without limitation:
 - 9.4.3.1 drafting an annual budget for the projected activities of ATAC, its staff, Members and Working Groups;
 - 9.4.3.2 maintaining ATAC's bank accounts;
 - 9.4.3.3 disbursing funds;
 - 9.4.3.4 planning and coordinating ATAC's fund-raising activities;
 - 9.4.3.5 developing and coordinating fundraising goals and

- priorities among ATAC's Working Groups in such a way as to leverage the greatest benefit for the entire organization;
- 9.4.3.6 formulating and maintaining a policy with respect to sources of funds that are deemed inappropriate for ATAC to accept;
 - 9.4.3.7 such other financial duties as the Resource Committee and/ or the Board of Directors shall deem appropriate.
 - 9.4.3.8 The Finance and Budget Committee shall also be charged with soliciting members of a Fundraising Advisory Board to assist in fund-raising.
- 9.4.4 The Board of Directors may form such additional committees as it may deem necessary and/or appropriate.
 - 9.4.5 The Board of Directors shall have the right, but not the obligation, to invite non-Board of Directors Members to participate in the activities of any committee or sub-committee.
 - 9.4.6 Committees and sub-committees shall in all instances operate under the guidance of the Board of Directors, which shall retain final decision-making authority on all matters.
 - 9.4.7 Committees and sub-committees shall report on their activities to the Board of Directors no less frequently than monthly.
- 9.5 Unless indicated to the contrary in these By-Laws, the Board of Directors shall make its decisions by simple majority vote of not less than one half of the Board of Directors. A Board of Directors Member may give his/her proxy to another Board of Directors Member provided that said proxy is acknowledged by an officer and recorded in the minutes of that meeting during which the vote in question is held.
 - 9.6 The Board of Directors alone shall have the authority to:
 - 9.6.1 Issue sign-on letters, or sign-on to third-party sign-on letters, in the name of ATAC as a whole.
 - 9.6.2 Issue public statements in the name of ATAC as a whole;
 - 9.6.3 Set agendas, schedules, meetings, voting structures, membership criteria and codes of conduct for ATAC as a whole;
 - 9.6.4 Coordinate with outside organizations and individuals on behalf of ATAC as a whole;
 - 9.6.5 Engage in fund-raising activity for ATAC as a whole, provided, however, that the Board of Directors may elect to coordinate fund-raising activity with any of the Working Groups.

- 9.7 Any voting Member of ATAC shall be eligible to serve as a member on the Board of Directors.
- 9.8 Any Board of Directors Member may be relieved of his or her duties in the event that such Member is deemed to be derelict in the performance of his or her duties, or for other good cause, by a vote of the Board of Directors as set forth in the Policies and Procedures.
- 9.9 In the case of any vacancy or vacancies in At-Large Representative positions on the Board of Directors through death, resignation, disqualification, removal or other cause, the then-current Board of Directors Representatives shall appoint a successor or successors to hold office for the unexpired portion of the term(s) of the Representative(s) whose place(s) shall be vacant in such manner as the Board of Directors may determine from time to time. Similarly, in the event of the number of available At-Large Board of Directors Representatives is increased as a result of the recognition of any new Working Group(s), the then-current Board of Directors Representatives may increase the number of At-Large Representatives by appointing one (1) or more At-Large Representatives in such manner as the Board of Directors may determine from time to time.
- 9.10 The Board of Directors shall meet no less frequently than monthly in person, electronically or by telephone. Minutes of such meetings shall be recorded, distributed to the Membership and archived.
- 9.11 In drafting policies for ATAC, the Board of Directors in all instances shall publish a proposed policy to the Membership on the ATAC-DISCUSS list and allow for a period of not less than two (2) weeks for Members to submit comments thereon prior to adopting said policy. Notwithstanding the foregoing, the Board of Directors shall have the final authority in determining appropriate policies for ATAC, subject only to the terms of these By-Laws.

10.0 ARTICLE X: BOARD OF DIRECTORS' OFFICERS

- 10.1 Upon each election of At-Large Representatives to the Board of Directors, and upon each selection of Working Group Representatives to the Board of Directors, the Board of Directors shall select four officers, a President, a Vice-President, a Secretary and a Treasurer. No two (2) offices may be held by the same person. The Board of Directors shall elect these four officers from among their number.
- 10.2 In addition to performing all duties customarily performed by the President of a not-for-profit corporation, the President shall oversee and coordinate all Board of Directors activities as well as the business affairs of ATAC.
- 10.3 In addition to performing all duties customarily performed by the Vice-President of a not-for-profit corporation, the Vice-President

shall oversee and coordinate all Membership and Working Group Committee activities.

- 10.4 In addition to performing all duties customarily performed by the Secretary of a not-for-profit corporation, the Secretary shall oversee and coordinate all Administration and Communication Committee activities.
- 10.5 In addition to performing all duties customarily performed by the Treasurer of a not-for-profit corporation, the Treasurer shall oversee and coordinate all Finance and Budget Committee activities.
- 10.6 The officers of the Board of Directors shall function as an Executive Committee empowered to act on behalf of and with the full authority of the full Board of Directors during those times when the full Board of Directors cannot be summoned for a formal meeting. Any action taken by the Executive Committee shall be reviewed, confirmed or reversed by the full Board of Directors at its next scheduled meeting.
- 10.7 The Board of Directors may remove an officer of the Board of Directors for cause as defined in the Policy and Procedures.

11.0 ARTICLE XI: INDEMNIFICATION, NO LIABILITY

- 11.1 Indemnification. To the fullest extent permitted by law, ATAC shall indemnify any director or Officer, any former director or Officer, and may, by resolution of the Board of Directors, indemnify any employee, against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him/her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals)("Proceedings") to which he/she may be or is made a party by reason of being or having been such director, Officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to liabilities arising out of his/her own willful misconduct or in relation to matters as to which he/she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense.
- 11.2 Insurance, Contracts and Funding. ATAC may purchase and maintain insurance to protect itself and any person entitled to indemnification under this Article XI against any expenses, judgments, fines and amounts payable as specified in this Article XI, to the fullest extent permitted by applicable law as then in effect.
- 11.3 Indemnification Not Exclusive Right. The right of indemnification provided in this Article XI shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled, and the provisions of this Article XI shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnification under this Article XI and shall be applicable to Proceedings

whether arising from acts or omissions occurring before or after such adoption.

- 11.4. Effects of Amendments. Neither the amendment or repeal of, nor the adoption of a provision inconsistent with, any provision of this Article XI (including, without limitation, this Section 4) shall adversely affect the rights of any Indemnitee under this Article XI with respect to any Proceeding commenced or threatened prior to such amendment, repeal or adoption of an inconsistent provision.

12.0 ARTICLE XII: NO COMPENSATION

- 12.1 No Member of ATAC shall be compensated for services rendered in his or her capacity as a Member, either by ATAC or any third party, other than reimbursement for, or pre-payment of, expenses approved in advance by the Board of Directors, including but not limited to reasonable personal expenses incurred in carrying out their duties for the organization (to include, but not limited to, long-distance phone charges, printing and photocopying, air travel, ground transportation, and parking fees associated with attendance at leadership meetings).
- 12.2 Any Member who directly receives any honoraria, grant, research award or other compensation from a drug company, pharmaceutical trade association, medical device manufacturer, and those acting as direct agents thereof may be required to disclose that payment to the Board of Directors or any Working Group in accordance with a disclosure policy to be established by the Board of Directors or which may be established by such Working Group.
- 12.3 The Board of Directors shall be authorized to make reasonable compensation for services rendered by third parties, including without limitation one (1) or more administrative staff person(s) and an accountant. In addition, notwithstanding anything to the contrary set forth herein, the Board of Directors may elect to retain the services of any ATAC Member to render professional or other services in a capacity other than as an ATAC Member on the same terms as would be offered to any non-ATAC Member retained to render such services.
- 12.4 No Member or Board of Directors Representative shall be eligible to receive any loan of any kind from ATAC, other than advances of funds deemed necessary to the fulfillment of such Member's or Representative's duties and obligations to ATAC.