



CALIFORNIA BLOOD BANK SOCIETY BYLAWS – Amended June 2015

ARTICLE I. NAME

The name of this association is the California Blood Bank Society, herein referred to as CBBS.

ARTICLE II. OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of CBBS shall be in the state of California; the specific location of which may be determined by the Board of Directors.

ARTICLE III. FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Society shall be August 1 to July 31

ARTICLE IV. MEMBERSHIP

Section 1. Categories of Membership. There shall be three (3) categories of membership in CBBS.

- a. **Organization.** Any organization that performs activities in the field of transfusion medicine or cellular therapies, including the collection, processing, distribution or transfusion of blood, blood components, and cell therapy products is eligible for organization membership. An organization that is either outside the state of California, or does not meet this definition may be approved for membership in this category at the discretion of the Board of Directors.
- b. **Individual.** Any person who is practicing or interested in transfusion medicine.
- c. **Student.** Any student enrolled in an accredited school may become a student member for one (1) year only, upon submitting a letter from his or her program director. The student will be relieved from paying dues for the year, and shall have no vote in association business. At the end of one year, the student's membership shall expire, with the student becoming a dues-paying individual member, with all rights afforded to that category of membership.
- d. **Membership Criteria.** All members shall abide in the Bylaws, rules, policies and decisions of duly constituted committees of this Society. The Board of Directors may establish written criteria and requirements for each class of members, provided that said criteria shall be consistent with these Bylaws.

Section 2. Approval of Membership.

- a. Any organization or individual desiring membership in CBBS shall make application on purpose form and in a manner prescribed by the Board of Directors.

- b. Granting of Individual or Organization Membership is subject to payment of required dues and approval of application.

Section 3. Voting Rights

- a. Each Organization Member shall designate a Voting Representative, and may do so at the time of the Annual Business Meeting. The designee shall sign the registry at the Business Meeting and shall have one vote. Organization members may also assign their annual business meeting voting proxy in writing to a CBBS board member.
- b. Each Individual Member shall sign the Registry at any meeting of the Members; each shall have one vote in the election of Individual Member Representatives to the Board of Directors, the election of the President-Elect, the inclusion of amendments to the Bylaws and any other matter brought for decision or approval.

Section 4. Non-transferability of membership. Neither membership in CBBS, nor any certificate evidencing the same, nor the interest of any member in CBBS or any of the assets thereof, will (a) be subject to execution in the event that the member becomes insolvent or bankrupt; (b) descent to or vest in the heirs, legatees or devisees of any member; or (c) be transferable or assignable in any form either by the voluntary or involuntary act of any member, or by operation of the Law. In the event of death, insolvency or bankruptcy of any member of CBBS or any such attempted transfer of assignment of membership or of any certificates evidencing the same, or any assets thereof, whether by the voluntary act of the member or otherwise, such membership and all the interest of any such membership in CBBS and all assets thereof, shall be immediately canceled, revoked, and terminated.

Section 4. Membership Roster. A record of the membership of CBBS shall be maintained, and said record shall contain the name, mailing address, telephone number, and email address of each member. The record of the membership for CBBS shall contain for the organization membership, the primary contact person for the institution. In any case where any membership has been terminated for any reason whatsoever, the record shall contain an entry of such fact, together with the date upon which membership was terminated.

ARTICLE V - GENERAL PROVISIONS AND PROPERTY INTERESTS

Section 1. Dues. Dues shall be established by the Board of Directors, upon recommendation of the Finance Committee. Dues notices shall be distributed no later than November 15; they shall be payable by December 31 for the ensuing year.

Section 2. Distribution of Assets. In the event of the dissolution of CBBS, after payment and satisfaction of all legitimate claims and demands and satisfaction of all liabilities, all remaining assets and property shall be donated to nonprofit, charitable organizations at the discretion of the Board of Directors.

ARTICLE VI – GOVERNANCE

Section 1. Meetings of Members.

- a. **Annual Meeting**
 - 1) In connection with the Annual Meeting, an official meeting of the members shall be convened to transact the business of CBBS. The Board of Directors shall fix the time and place of this meeting, called the Annual Business Meeting, and each member shall be notified.
- b. **Special Meetings.** A special meeting of the Members for any purpose may be called by the President, by a majority of the Board of Directors, or by a written request signed by thirty-five (35) Individual Members. Notice of special meetings shall be given to each member entitled to vote, either personally or by electronic communication or by mail, addressed to such member at the address appearing on the books of CBBS, at least thirty (30) days in advance of the date of such special meeting. Such notice shall state the place, day and hour of such meeting and the general nature of the business to be transacted. No action may be taken concerning matters the general nature of which was not described in the notice of the meeting.
- c. **Location of Meetings.** The location of all meetings shall be chosen at the discretion of the Board of Directors.
- d. **Quorum.** The presence in person of thirty-five (35) Individual Members, at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which there is a quorum, may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 2. Board of Directors

- a. **Corporate Powers Vested in the Board of Directors.** The corporate powers of CBBS shall be vested in a Board of nine (9) Directors, elected from the Individual Membership.
- b. **Quorum.** A majority of the Board of Directors then serving shall constitute a quorum at the annual meeting and at any regular or special meeting, and, except as otherwise provided in these Bylaws, a majority of those present in either case shall have power to act in all matters. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.
- c. **Action without a meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Directors.
- d. **Meetings by Telecommunication, phone, email, and video meetings.** Any Board meeting may be held by conference telephone, video screen communication or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:
 - i. Each member participating in the meeting can communicate concurrently with all other members.

- ii. Each members is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 3. Powers of the Board of Directors. Subject to these Bylaws, the Board of Directors shall have full power to control and manage the property and to conduct the affairs and business of CBBS. In furtherance of the foregoing powers, but not in limitation thereof, it shall have the power to:

- a. Select and remove the Secretary, the Treasurer, agents and employees of CBBS; to prescribe such powers and duties for them consistent with Law, the Articles of Incorporation, or these Bylaws; fix their compensation; and require faithful service.
- b. Conduct, manage and control the affairs and business of CBBS and make such rules and regulations therefore consistent with Law, the Articles of Incorporation or these Bylaws, as they may deem best.
- c. Borrow money and incur long-term indebtedness only after approval by a majority of the Individual Members present at a meeting of members called together for this purpose.
- d. Present to the membership, as a change in the Bylaws, any recommendation for precedent setting action before inauguration of such action.

Section 4. Emergency Action. The Board of Directors or Executive Committee of this Society may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Society and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Society, in its sole discretion, upon conclusion of the emergency.

Section 5. Term of Office. The term of office of elected Directors shall be three years and individuals shall be limited to two consecutive terms. The term of a Director who is elected as President-Elect during a second term shall be automatically extended to end three years from the time of such election.

Section 6. Removal from Office. A Director may be removed for any or no reason be removed by the power that elected or appointed him or her, or by a court.

Section 7. Vacancies. Vacancies on the Board, with exception of President-Elect, may be filled by a majority vote of the remaining Directors, without a quorum. Each individual so selected will hold office until a successor is elected and installed.

Section 8. Regular Meetings. There shall be four (4) regular meetings of the Board. The first meeting shall be held within fourteen (14) days of the close of the annual business meeting and the fourth meeting shall be held in conjunction with the Annual Meeting. The remaining two (2) meetings shall be held at such places and times as the Board prescribes.

Section 9. Officers. The officers of CBBS shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall be elected by the Membership as provided in Article VII, except as otherwise directed by the members at the Annual Business Meeting, or by membership vote. The President-Elect shall automatically become President the following year. In the event that the President-Elect cannot or does not wish to become President, the Board shall charge the Nominating Committee with the responsibility of selecting a nominee for President. The selection shall then be submitted to the membership in the manner of other nominations of the Committee. The Secretary and the Treasurer, who must be Directors, will be elected by the Board. The term of each office shall be one year. Prior to standing for election, the Board will confirm each nominee's willingness and ability to serve and perform assigned tasks.

a. General Duties of All Officers

- 1) Participating in all of the meetings of the Board of Directors.
- 2) Faithfully and completely fulfilling the duties assigned to his/her office by these Bylaws and by the President of the Board.
- 3) Referring all correspondence addressed to him/her as an officer of CBBS to the Central Office within one week of receipt or sending of same for filing and future reference.

b. Specific Duties of the Officers

- 1) **President.** The President shall preside at all meetings of the members and of the Board of Directors. He/She shall make a written charge to each committee as to its responsibilities. Should any Committee Chair be unable to complete a one-year term, the President shall appoint a successor for the remainder of the term. The President may be an ex-officio member of all committees except the Nominating Committee. He/She shall assign the individual members of the Board of Directors as Liaison contacts with committee chairs
- 2) **President-Elect.** The President-Elect shall perform all of the duties of the President in the absence or disability of the President and when so acting shall have the power of and be subject to all the restrictions of the President. The President-Elect shall appoint the chair of all committees for his/her term as President no later than four weeks after the third meeting of the Board. He/She shall be the historian. It shall be his/her duty to know in detail the history of CBBS and the Bylaws so that he/she may be a ready reference for the Board in any of its deliberations or actions. He/She shall keep current with such matters for ongoing recall, whenever he/she may be called upon. He/She shall be the liaison to the Bylaws Committee.
- 3) **Secretary.** The Secretary shall cause to be kept the minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure that corporate records are adequately maintained, and in general perform all of the duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.
- 4) **Treasurer.** The Treasurer shall oversee the proper management, receipt and distributions of all funds flowing into and out of the Society. Funds received by the Society shall be deposited in Society accounts at financial institutions approved by the Board of Directors. The Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

ARTICLE VII - NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee.

- a. The Nominating Committee shall carefully select nominees for the vacancies on the Board, with due regard to maintenance of vocational and geographical balance.
- b. The Nominating Committee shall further select a nominee for the office of President-Elect who has had previous experience on the Board.
 - 1) In the event that the selection is one who is not a present member of the Board, the nomination must be included with the nominations as a Director, with a three year term.
- c. Nominees must be qualified as to current Individual Membership in CBBS, and the Nominating Committee will confirm each nominee's willingness and ability to serve and attend all of the meetings of the Board during their respective term of office, willingness to perform assigned tasks, and to give due concern for the needs of CBBS.
- d. The Board of Directors shall establish written policies and procedures for the nomination process.

Section 2. Notification to the Membership. The Board shall notify the Membership of these nominations following the third meeting of the Board. The members shall be advised that additional nominations may be made over the signatures of at least three Individual Members and presented to the Central Office at least 30 days prior to the date of the Annual Meeting. These additional nominations shall then be made available to each Individual Member of CBBS.

Section 3. Nominations from the Floor. No nominations shall be made from the floor at the Annual Business Meeting.

ARTICLE VIII - AWARDS

Section 1. In order to recognize, honor and publicize the extraordinary contributions of Individual Members to CBBS, the following awards are authorized: Owen F. Thomas, MD Award, and the Upton-Hemphill Award. The recipients shall be selected by an Awards Committee to report to the Board at the third regular Board Meeting, and shall include the reasons for selection. The Board shall consider and approve or disapprove each of the nominations. Presentations shall be made at the Annual Meeting.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. Standing Committees shall be developed to ensure that all aspects of the Society's mission and vision are adequately addressed. The Board shall establish written rules, procedures and guidelines relating to Standing Committees as-needed to accommodate the changing needs of the Society. The Standing Committees of CBBS are Audit, Executive, Bylaws, Finance, Audit, and Nominating.

- a. **Audit Committee.** This committee's primary purpose is to assist in the recommendation and selection of an auditor, in addition to other duties as directed by the Board of Directors. The Chair of this committee shall be appointed by the President during his/her term as President-Elect. The President-Elect should consult the current Committee Chair prior to the third regular meeting of the Board for recommendations regarding future Committee Chairs.

- b. **Bylaws.** This committee shall review the Bylaws for possible changes; hear suggestions of Members regarding the Bylaws and possible changes; be aware of the actions of the corporation, the Board of Directors, or any of the members for any violation of the Bylaws and point out such violations; report suggestions regarding Bylaws to the Board for possible submission to the Membership.
- c. **Executive Committee.** The Executive Committee is a subcommittee of, and accountable to, the Board of Directors. Between meetings of the Board of Directors, the day-to-day affairs of CBBS may be conducted by the Executive Committee, the composition of which shall be the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President. The Executive Committee shall not have the authority to amend or repeal these Bylaws, elect or remove an officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Society. All actions of the Executive Committee shall be reported in writing to, and subject to ratification by, the Board of Directors.
- d. **Finance.** This committee shall review the financial actions of CBBS; present a budget for the next fiscal year; recommend dues and fees; advise the Board regarding the safe keeping of accumulated funds; warn the Board of any discrepancies, violations, or untoward action in the use of CBBS funds; provide a format for committee budget requests and a voucher for submission of requests for payment. The Treasurer shall chair the Finance Committee. The President-Elect shall be a member of the committee and shall appoint one additional individual member from the membership.
- e. **Nominating Committee.** This committee shall perform the duties assigned in Article VII on Nominations and Elections. The Nominating Committee shall be composed of the three most immediate past Presidents and one of the most recently retired Directors to be selected by the Board. The immediate Past President shall be the Chair.

Section 2. Ad Hoc Committees and Task Forces. The President may appoint the members of all Ad Hoc Committees or Task Forces to further special interests of CBBS. The committee membership and the goals and objectives are subject to Board approval. The Board shall evaluate at the meeting held just prior to the Annual Meeting, in concert with the Chair of that committee, whether or not the goal has been met and whether or not the committee furthers the interest of CBBS, and take action necessary to continue or abolish the committee or task force. Any committee that involves planning for a regional or annual meeting educational session shall have at least one member who is a physician and one member who is also on the CME/CE committee.

The Board of Directors shall establish written descriptions of mission and purposes, rules and guidelines for all Ad Hoc committees and task forces.

ARTICLE X - MISCELLANEOUS MATTERS

Section 1. General Rules.

- a. All officers, directors, and members of committees shall be Individual Members in good standing as of March 1 of the current year.

Section 2. Contracts. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or to execute any Instrument in the name of and on behalf of CBBS and such authority may be general or confined to specific instances; and unless authorized by the Board of Directors, no officer, agent or

employee shall have any power or authority to bind CBBS by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 3. Indemnification. CBBS shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its Officers, Directors and contracted employees against expenses, judgments, fines, settlements and other amounts actually or reasonably incurred in connection with any proceeding arising from any act or omission taken or alleged to have been taken while acting in their capacity as Officers or Directors of CBBS.

Section 4. Rules of Order. A commonly accepted code of Parliamentary Procedure shall govern the conduct of all meetings.

ARTICLE XI – AMENDMENTS TO BYLAWS

Changes to the Bylaws shall be subject to analysis and review by the Bylaws Committee. Proposed Bylaws revisions may be submitted by any Individual Member, or the Board of Directors. The Bylaws Committee shall propose changes to the Bylaws to the Board of Directors no later than the third meeting of the Board, which changes shall be duly considered at that Board meeting. The Board may approve such changes for presentation to the membership or may request Committee reconsideration and preparation of alternative proposals for consideration at a subsequent Board meeting.

Proposed Bylaws changes, which have been approved by the Board, shall be submitted for review by the Members and subject to debate at the annual business meeting, so long as the general nature of the change is included in the notice of meeting.

These Bylaws may be amended by a vote of the Members at a regular or special meeting of the Members, or by mail ballot as allowed by California law. Changes must be confirmed by a positive vote of a majority of the Individual Members present at the meeting and also by a positive vote of a majority of the Voting Representatives of the Institutional Members present at the meeting.