

## **BBANYS Bylaws as voted on by the general membership at the Annual Business Meeting 08.12.2020.**

### **Bylaw Preamble**

The Blood Banks Association of New York State, Inc. has been formed to provide useful service to those people within the state who are involved in collecting, preparing, testing, storing, distributing, and transfusing blood products and associated services by fostering education and the exchange of ideas among professionals in the field.

## **Article I - Name and Purpose**

### **Article I**

#### **Name and Purpose**

##### Section 1

Name: The name of the Corporation is the Blood Banks Association of New York State, Inc., herein called the Corporation. It shall be a non-profit organization.

##### Section 2

Purpose: The purpose of the Corporation is to provide an educational forum for all individuals within the state interested in transfusion medicine.

Activities of the Corporation shall include:

- a. Engaging in charitable, scientific, and educational activities
- b. Fostering the exchange of knowledge, dispersing information, and facilitating interaction among its members
- c. Promoting the use of accepted practices in transfusion medicine
- d. Promoting voluntary blood donation

## **Article II - Membership**

### **Article II**

#### **Membership**

##### Section 1

Membership: The membership of the Corporation shall be divided into four classifications

- a. Individual
- b. Institutional

- c. Emeritus member
- d. Retired member

#### Section 2

Individual Membership: Any person interested in blood collection, transfusion medicine or a related endeavor may seek individual membership.

- a. Each individual member shall have one vote.

#### Section 3

Institutional Membership: Any institution, public or private, engaged in any aspect of blood collection, transfusion medicine or a related endeavor may seek institutional membership.

- a. Each institutional member shall have one vote

#### Section 4

Emeritus Member: Emeritus Membership may be offered to a member of the organization who has retired from the practice of their profession and who has rendered distinguished service to BBANYS and their profession. Benefits of Emeritus Membership shall be defined in the BBANYS Policy Manual.

#### Section 5

Retired Member: Retired Membership may be offered to a member of the organization who has retired from the practice of their profession. Benefits of Retired Membership shall be defined in the BBANYS Policy Manual.

#### Section 6

Membership List: The Board shall ensure the maintenance of a list of contact information for each individual and institutional member. The list shall be kept current on a yearly basis and shall be available to each board member through the Business Manager.

#### Section 7

Resignations: Any individual or institutional member of the Corporation may terminate membership by submitting a written request to the Board of Directors. Resignations will become effective upon receipt by the Board.

#### Section 8

Removal from Membership: Any member of the Corporation may request a hearing of the Board of Directors to discuss the removal of another member. Reasons for removal must be presented to the Board in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any board action that would result in removal. Removal from membership shall require a three-fourths majority vote of

the Board members present at the meeting.

#### Section 9

Dues: Dues shall be levied on individual and institutional members and shall be payable January 20th of each year or members may opt to pay dues at that time for a three-year period. The Board of Directors shall establish the amount of such dues based on recommendations of the Membership/Nominations Committee. All members who have paid their annual dues shall be considered to be members in good standing. All rights and privileges of membership in the Corporation may be terminated for any member who has failed to pay dues by the date determined each year by the Board of Directors.

## Article III - Meeting of Members

### Article III

#### Meeting of Members

##### Section 1

Meetings: Meetings of the members of the Corporation shall be held at a date, time and place to be designated by the Board of Directors.

- a. At least one meeting of the general membership shall be held annually.
- b. Written notification of the date, time and place of each general membership meeting shall be sent to individual and institutional members at least fifteen days prior to the meeting.
- c. A majority (one more than half of the members present unless otherwise stated) vote of the Corporation's members who are present and voting at any meeting shall be required to pass a motion presented for a vote.

##### Section 2

Voting: At all meetings of the general membership, each individual member is entitled to cast one and only one vote on each issue brought to a vote. Each institutional member is entitled to cast one and only one vote by an individual designated as that institution's voting representative. Each member, individual or institutional, is entitled to cast one and only one vote for each vacant position on the Board of Directors and one, and only one vote in the election of the Board's officers. Issues presented for a vote shall be decided by majority vote of the Corporation's members who are present and voting at the meeting.

##### Section 3

Election of Board of Directors: The election of members and officers of the

Board of Directors shall take place at the annual business meeting. The slate of nominees for board membership and board officers shall be made public to the members of the Corporation prior to the annual meeting at which the nominees [for board members and board officers] will be voted upon by the general membership. Individuals in good standing seeking a board position must notify the Membership Committee by the end of December and complete appropriate paperwork as defined in the BBANYS Policy Manual.

#### Section 4

Special meetings: The President of the Corporation may call special meetings of the membership of the Corporation at any time. Each member shall receive written notification of the date, time, place, and agenda of the special meeting at least fifteen days prior to the meeting.

## Article IV - Board of Directors

### Article IV

#### Board of Directors

##### Section 1

Members: The Board of Directors shall consist of no more than fifteen members, including the officers of the Corporation. Any individual member in good standing or any duly authorized voting representative of an institutional member in good standing is eligible to serve on the Board, subject to the term limits noted in Article IV Section 2.

##### Section 2

Terms: Regular members of the Board shall serve a three-year term. Members may serve only two consecutive three-year terms, unless additional terms are approved by the Executive Committee or the member is elected to serve as an officer for the Corporation. Members elected to serve as Secretary or Treasurer of the organization shall serve a three-year term and be eligible for re-election to an unlimited number of terms. Members elected to serve as President-Elect shall complete consecutive two-year terms as President-Elect, President, and a one- or two-year term as [Immediate] Past President as designated by the Executive Committee. The President-Elect, Treasurer and Secretary must be members of the current Board of Directors.

##### Section 3

Powers: All property, business, and affairs of the Corporation shall be

managed and controlled by the Board of Directors. The Board of Directors has the authority to exercise all such powers designated to nonprofit corporations organized under the Membership Corporation Law of the State of New York, but subject, nevertheless, to the statutes of the Certification of Incorporation and the Bylaws of the Corporation known as the Blood Banks Association of New York State, Inc.

#### Section 4

Vacancies: If a Board position with an unexpired term becomes vacant, the Executive Committee may elect a successor who shall hold the position until the next annual meeting. This Board member will be eligible for election at the next annual business meeting and if elected, will begin a three-year term. He/she will also be eligible for re-election at the termination of the first three-year term. In the event the President is unable to fulfill the duties of his/her office, the President-Elect will act as President for the completion of that term of office and continue as President for the succeeding two-year term. In the event the Immediate Past President is unable to fulfill the duties of his/her office, the office shall remain vacant, and the Executive Committee shall be responsible for ensuring that the duties of the office are carried out.

#### Section 5

Removal: All board members are expected to actively participate in the business activities of the Corporation, including service on committees. Failure to do so or failure to attend 80% of scheduled board meetings without a reasonable explanation may be considered just cause for removal. A board member or officer may be removed from office with just cause by a three-fourths majority vote of the remaining board members. Reasons for removal must be presented to the accused party in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any board action.

#### Section 6

Salaries and compensation: Members of the Board of Directors may not receive financial compensation for services provided to the Corporation. However, they may enter into a contract with the Corporation, if such a contract is approved by a unanimous vote by the Board at a duly constituted meeting.

#### Section 7

Monetary powers: The Board of Directors shall designate the banks or trust companies in which the money or securities of the Corporation shall be deposited. They shall designate the manner in which the funds of the

Corporation are to be expended. The Treasurer shall provide an annual financial report to the membership at the time of the annual meeting.

#### Section 8

Agents: The Board of Directors may appoint such agents, as it deems necessary, to conduct certain affairs of the Corporation. The Board shall appoint these agents for a specific period of time. Agents duly appointed by the Board are not automatically members of the Board of the Corporation. A salary or other form of compensation may be paid to the agents of the Corporation.

#### Section 9

Reimbursement of expenses: The Board of Directors shall reimburse any member, officer, or agent of the Corporation for expenses incurred while acting on behalf of the Corporation, following written policies developed by the Board.

## Article V - Meetings of the Board of Directors

### Article V

#### Meetings of the Board of Directors

##### Section 1

Regular meetings: The Board of Directors shall hold at least three regular meetings annually, one of which may be held in conjunction with the annual meeting of the general membership. The President shall establish the date, time and agenda of each meeting. Each board member shall be provided written notification at least 15 days prior to the meeting.

##### Section 2

Voting and Quorum: A majority (more than one-half) of the board members must participate in a meeting to constitute a quorum. At any meeting at which a quorum exists, all voting shall be by majority vote unless otherwise stipulated by these bylaws. In the event of a tie vote, the President shall have the power to determine the outcome. Any issue authorized by a majority vote at any meeting at which a quorum is present shall have the same force and effect as if all of the members of the Board had been present. Proxy votes will not be allowed. Voting by board members participating in a meeting via teleconference or videoconference will be permitted.

# Article VI - Officers

## Article VI

### Officers

#### Section 1

President: The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors and the corporation's members. The President shall see that all directives or resolutions of the Board and membership are acted upon. The President shall direct the affairs of the Corporation and shall have the general powers of supervision and management usually vested in the Office of President of a non-profit corporation under the Membership Corporation Law of the State of New York. The President shall chair the Executive Committee, be an ex officio member of all committees, and shall oversee all administrative functions performed on behalf of the organization by the Business Manager.

#### Section 2

President-Elect: The President-Elect shall have the power to exercise all powers and functions of the Presidency in the event the President is unable to serve. The President-Elect will preside at meetings of the Board of Directors in the absence of the President. The President-Elect shall chair the Strategic Planning and Policy Committee.

#### Section 3

Secretary: The Secretary shall attend all meetings of the Corporation, the Board of Directors, and the Executive Committee and shall record the minutes. An electronic copy of each set of meeting minutes shall be forwarded to the Business Manager. The Secretary may serve more than two consecutive three-year terms.

#### Section 4

Treasurer: The Treasurer shall chair the Finance Committee and oversee all financial activities in accordance with the guidelines and directives set forth by the Corporation. On at least an annual basis, the Treasurer shall prepare and present to the Board a summary of the Corporation's financial status, including estimates of expenditures and revenues for the succeeding fiscal year. The Treasurer shall ensure that all appropriate tax returns of the Corporation are filed in a timely fashion. The Treasurer shall perform all duties that are incident to the Office of Treasurer of a non-profit

corporation under the Membership Corporation Law of the State of New York. The Treasurer shall oversee all financial activities performed on behalf of the organization by the Business Manager. The Treasurer may serve more than two consecutive three-year terms.

#### Section 5

Immediate Past President: The Immediate Past President shall serve on the Executive Committee of the Board and shall have the power to discharge those duties as may be assigned by the Board of Directors.

## Article VII - Newsletter Editor

### Article VII

#### Newsletter Editor

##### Section 1

The Editor of the Newsletter shall be selected from the Board of Directors, the general membership or an authorized voting representative of an Institutional Member, based on the individual's expressed interest in the position.

##### Section 2

The Editor of the Newsletter shall be appointed to a three-year term by majority vote of the Board, and shall be eligible for reappointment without limitation to the number of successive terms.

##### Section 3

The Editor of the Newsletter may serve on the Board of Directors in an ex officio capacity.

##### Section 4

The Editor shall arrange for the writing, editing, printing, and distribution of the Corporation's newsletter to members and others as deemed appropriate.

## Article VIII - Committees

### Article VIII

#### Committees

##### Section 1



Appointment: The President of the Board of Directors shall appoint standing and, as necessary, ad hoc committees of the Board of Directors. Membership of such committees shall be limited to individual members of the Corporation in good standing or duly appointed voting delegates of institutional members of the Corporation in good standing. All committees shall be chaired by a current member of the Board of Directors. All committees shall be charged with such duties as dictated by the bylaws and/or policies of the Corporation or as determined by the President.

## Section 2

The President, President-Elect, Past President, Treasurer and Secretary shall constitute the Executive Committee for the purposes of carrying out the Corporation's business between board meetings. The President shall chair the Executive Committee. The Secretary shall record the minutes of all Executive Committee meetings. A quorum shall be considered to be three of the five members of the Executive Committee for the purpose of conducting the Corporation's business. Decisions shall be by consensus and all actions shall be reported to the full Board of Directors at the next Board meeting.

## Section 3

Strategic Planning and Policy Committee: The Strategic Planning and Policy Committee shall be responsible for an annual review and evaluation of the Corporation's Mission Statement and Strategic Plan. The Strategic Planning and Policy Committee will also present the Corporation's position on matters of public interest relating to transfusion medicine and related endeavors within New York State. Committee membership is limited to the President, Past-President, President-Elect, Treasurer, and Secretary.

## Section 4

Membership/Nominations Committee: The Membership/Nominations Committee shall be responsible for developing policies to promote active growth of the Corporation's membership. The committee shall also be responsible for submitting a slate of nominees to fill officer positions as well as vacancies on the Board and the position of Newsletter Editor.

## Section 5

Education Committee: The Education Committee shall be responsible for the planning and execution of education events for the benefit of the membership.

## Section 6

Communications Committee: The Communications Committee shall

consist of the Chair, Editor of the Newsletter, Newsletter Submissions Coordinator, Website Coordinator, Social Media Coordinator and other members. The Chair must be a member of the Board of Directors. The Committee is responsible for production of the quarterly newsletter, oversight of the website and generation of other forms of communication (i.e. Social Media) with the general membership. The President can appoint additional Coordinator positions as new forms of communication are developed.

#### Section 7

Finance Committee: The Finance Committee shall assist the Treasurer in the oversight of all financial affairs of the Corporation.

#### Section 8

Annual Meeting Planning Committee: Since the location of the annual meeting changes annually, composition of the Planning Committee will also change annually. The Chairperson shall be a current board member and shall be appointed by the President.

## Article IX - Fiscal Year

### Article IX

#### Fiscal Year

##### Section 1

Fiscal year: The fiscal year of the corporation shall be January 1st to December 31st.

## Article X - Amendments to the Bylaws

### Article X

#### Amendments to the Bylaws

##### Section 1

Amendments: Amendments to the bylaws must be proposed in writing to the Board of Directors for consideration. If adopted by the Board of Directors, the proposed amendments shall be distributed to all Association members at least fifteen days before the date of the meeting. Adoption of proposed amendments shall be by majority vote of members present at the meeting. Proxy votes will not be allowed.

## Article XI - Rules of Order

# Article XI

## **Rules of Order**

### Section 1

Rules of Order: Roberts Rules of Order shall take precedence in cases where there is inconsistency, a lack of consensus amongst board members, conflict with the bylaws of the Corporation or with special rules employed by the Board of Directors.

# Article XII - Termination of the Corporation

## Article XII

### **Termination of the Corporation**

#### Section 1

Liquidation or dissolution: In the event of liquidation or dissolution of the Corporation, no liquidating dividends or dividends in distribution of the property owned by the Corporation shall be declared or paid to members or officers of the Corporation or any private individual, but, rather, such property shall be transferred to such charitable scientific or educational organizations, as the members of the Board shall determine or the Corporation's legal counsel shall advise.