

CONSTITUTION AND BY-LAWS FOR THE INDIANA STATE ASSOCIATION OF BLOOD BANKS

ARTICLE I - NAME

THE NAME OF THIS ORGANIZATION SHALL BE THE "INDIANA STATE ASSOCIATION OF BLOOD BANKS". IT SHALL OPERATE ONLY AS A NONPROFIT ASSOCIATION.

ARTICLE II - MEMBERSHIP

MEMBERSHIP OF THIS ASSOCIATION IS OPEN TO INDIVIDUALS, BLOOD BANKS, AND OTHER MEDICAL INSTITUTIONS INTERESTED IN THE PURPOSES OF THIS ASSOCIATION.

APPLICATION FOR MEMBERSHIP SHALL BE PASSED ON AND MEMBERSHIP APPROVED BY THE MEMBERSHIP COMMITTEE.

THERE SHALL BE FOUR CLASSES OF MEMBERSHIP:

1. **INDIVIDUAL** - ALL INDIVIDUALS IN BLOOD SERVICES.
2. **PHYSICIAN** - INDIVIDUAL MEMBERS WHO BY EDUCATION AND/OR LICENSURE IN THE STATE OF INDIANA HAVE AN M.D. OR D.O..
3. **STUDENT** - ANY STUDENT ENROLLED IN AN ACCREDITED TRAINING PROGRAM RELATED TO BLOOD SERVICES.
4. **INSTITUTIONAL** - INSTITUTIONS INVOLVED IN BLOOD SERVICES AND APPROVED BY THE BOARD OF DIRECTORS OF THE INDIANA STATE ASSOCIATION OF BLOOD BANKS.

ARTICLE III - PURPOSE AND METHODS

"THE ASSOCIATION IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND SCIENTIFIC PURPOSES AS SET FORTH IN SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW). THE PURPOSES SHALL BE: "

1. TO PROMOTE AND FOSTER THE EXCHANGE OF IDEAS AND MATERIALS AND THE DISSEMINATION OF INFORMATION RELATING TO BLOOD BANKING AND ITS TECHNICAL METHODOLOGY BY EDUCATION, PUBLICITY, AND RESEARCH.
2. TO KEEP CURRENTLY AWARE OF AND ENCOURAGE HIGH STANDARDS OF SERVICE AND,
3. TO FOSTER, PROMOTE, AID, AND ENCOURAGE THE EXTENSION OF THESE SERVICES THROUGHOUT THE STATE.

ARTICLE IV - VOTING RIGHTS

EACH INDIVIDUAL, PHYSICIAN, AND INSTITUTIONAL MEMBER SHALL BE ENTITLED TO ONE (1) VOTE BEFORE THE ASSOCIATION. THE INSTITUTIONAL VOTE MAY BE CAST BY DULY APPOINTED REPRESENTATIVES OR BY A PROXY STATEMENT, APPROVED BY THE PROPER OFFICIALS OF THE INSTITUTION REPRESENTED.

STUDENT MEMBERS SHALL BE ENTITLED TO A VOICE, BUT NO VOTE, BEFORE THE ASSOCIATION.

ARTICLE V - OFFICERS

THE OFFICERS OF THE ASSOCIATION SHALL CONSIST OF PRESIDENT, PRESIDENT - ELECT, IMMEDIATE PAST PRESIDENT, SECRETARY, AND TREASURER; AND THEIR DUTIES SHALL BE ENUMERATED IN THE BY - LAWS. THE OFFICERS SHALL BE ELECTED ANNUALLY AND SERVE UNTIL THEIR SUCCESSORS ARE ELECTED.

ARTICLE VI - BOARD OF DIRECTORS

THE BOARD OF DIRECTORS SHALL BE COMPOSED OF THE FIVE (5) OFFICERS ENUMERATED IN ARTICLE V, AND SIX (6) MEMBERS AT LARGE. THREE (3) MEMBERS AT LARGE OF THE BOARD OF DIRECTORS SHALL BE ELECTED ANNUALLY TO SERVE A TWO YEAR TERM.

THE BOARD OF DIRECTORS SHALL CONDUCT ALL NECESSARY BUSINESS OF THE ASSOCIATION, CARRYING OUT THE PURPOSES SET FORTH IN ARTICLE III. THE BOARD OF DIRECTORS IS SPECIFICALLY EMPOWERED TO ADOPT BY - LAWS SUBJECT TO RATIFICATION AT THE NEXT REGULAR ANNUAL MEETING, TO RECEIVE, HOLD, ACCOUNT FOR, AND DISBURSE FUNDS, TO RECEIVE, HOLD, ACCOUNT FOR, AND DISPOSE OF PROPERTY, TO CALL MEETINGS OF THE ASSOCIATION, TO ESTABLISH AND CHARGE MEMBERSHIP FEES, TO ENTER INTO AGREEMENTS WITH RESPONSIBLE ETHICAL ORGANIZATIONS HAVING A COMMON PURPOSE IN CARRYING OUT THE PURPOSES DETAILED IN ARTICLE III.

CHAIRPERSONS OF STANDING COMMITTEES MAY VOTE. EACH STANDING COMMITTEE IS ENTITLED TO ONE VOTE.

THE PRESIDENT OF THE ASSOCIATION SHALL BE THE EX - OFFICIO CHAIRPERSON OF THE BOARD OF DIRECTORS.

AN EXECUTIVE SECRETARY MAY BE APPOINTED BY THE BOARD OF DIRECTORS AT ITS DISCRETION.

ARTICLE VII - MEETINGS

THE ASSOCIATION SHALL HOLD A REGULAR MEETING AT LEAST ONCE EACH CALENDAR YEAR AT A TIME AND PLACE DESIGNATED BY THE BOARD OF DIRECTORS. SPECIAL MEETINGS MAY ALSO BE CALLED BY THE BOARD OF DIRECTORS WITH THE AUTHORITY IN THE BOARD TO DESIGNATE TIME AND PLACE. AT LEAST THIRTY (30) DAYS NOTICE SHALL BE GIVEN MEMBERS OF ANY REGULAR OR SPECIAL MEETING.

BOARD OF DIRECTORS' MEETINGS SHALL BE HELD AT THE DISCRETION OF THE BOARD OR UPON THE CALL OF THE PRESIDENT. DUE NOTICE SHALL BE GIVEN ALL BOARD MEMBERS OF SUCH MEETINGS.

A QUORUM AT THE ANNUAL OR SPECIAL MEETINGS SHALL CONSIST OF THE ELIGIBLE MEMBERS PRESENT OR VOTING BY A QUORUM PROXY. A QUORUM OF THE BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN FIVE (5) MEMBERS.

ARTICLE- VIII - FEES

MEMBERSHIP FEES SHALL BE DETERMINED BY THE BOARD OF DIRECTORS.

ARTICLE IX - RULES OF ORDER

IN ALL CASES NOT SPECIFICALLY PROVIDED FOR IN EITHER THE CONSTITUTION OR THE BY - LAWS, ROBERT'S RULES OF ORDER, REVISED EDITION, SHALL PREVAIL.

ARTICLE X - ORDER OF BUSINESS

FOR BOTH MEETINGS OF THE ENTIRE ASSOCIATION AND MEETINGS OF THE BOARD OF DIRECTORS, THE FOLLOWING SHALL BE IN THE ORDER OF BUSINESS:

- I. 1. APPROVAL OF MINUTES OF THE PREVIOUS MEETING.
- II. 2. REPORTS OF THE STANDING COMMITTEES.
- III. 3. REPORTS OF THE OFFICERS.
- IV. 4. OLD BUSINESS.
- V. 5. NEW BUSINESS.
- VI. 6. ADJOURNMENT.

ARTICLE XI - BUSINESS AND PROPERTY

- A. NO PART OF THE NET EARNINGS OF THE ASSOCIATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, BOARD, OFFICERS, OR OTHER PRIVATE PERSONS EXCEPT THAT THE ASSOCIATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO HAVE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE III. THE ASSOCIATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED FOR NONPROFIT ORGANIZATIONS BY 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).
- B. IN THE EVENT OF THE DISSOLUTION OF THE INDIANA STATE ASSOCIATION OF BLOOD BANKS, THE BOARD SHALL, AFTER THE DISCHARGE OF ITS DEBTS AND THE SETTLEMENT OF THE AFFAIRS OF THE ASSOCIATION, CONVEY ANY REMAINING FUNDS AND PROPERTIES TO ORGANIZATIONS IN THE STATE OF INDIANA WHOSE EXCLUSIVE PURPOSES ARE CONSISTENT WITH THOSE IN ARTICLE III, AND AT THE TIME QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

ARTICLE XII - AMENDMENTS

THIS CONSTITUTION MAY BE AMENDED AT ANY REGULAR ANNUAL MEETING. A COPY OF THE PROPOSED AMENDMENT MUST BE SENT TO EACH VOTING MEMBER AT LEAST THIRTY (30) DAYS BEFORE THE DATE OF THE MEETING. A THREE-FOURTHS MAJORITY OF THOSE PRESENT AND/OR VOTING BY PROXY SHALL BE REQUIRED FOR ADOPTION.

BY - LAWS

SECTION I - DUTIES OF OFFICERS

- A. THE **PRESIDENT** SHALL PRESIDE AT THE ANNUAL AND SPECIAL MEETINGS. HE SHALL BE CHAIRPERSON OF THE BOARD OF DIRECTORS. HE SHALL APPOINT THE CHAIRPERSON AND MEMBERS OF THE STANDING COMMITTEES, EXCEPT THE NOMINATING COMMITTEE, AND OF

SUCH OTHER SPECIAL COMMITTEES AS MAY BE FORMED BY THE BOARD OF DIRECTORS AND/OR THE ANNUAL AND SPECIAL MEETINGS OF THE ASSOCIATION. UPON BEING SUCCEEDED BY THE DULY ELECTED PRESIDENT - ELECT HE SHALL BECOME A PAST PRESIDENT. NO PRESIDENT MAY SERVE MORE THAN ONE TERM IN ANY FIVE (5) YEAR PERIOD.

- B. THE **PRESIDENT - ELECT** IS ELECTED AT THE ANNUAL MEETING AND TAKES OFFICE AS PRESIDENT IMMEDIATELY FOLLOWING THE NEXT ANNUAL MEETING. HE IS TO BE A MEMBER OF THE BOARD OF DIRECTORS. HE IS TO COOPERATE WITH AND ASSIST THE PRESIDENT. IT IS THE POLICY OF THE ASSOCIATION THAT EACH PRESIDENT - ELECT BE CHOSEN FROM DIFFERENT AREAS OF THE STATE SO THAT VARIOUS AREAS MAY BE REPRESENTED.

THE PRESIDENT - ELECT SHALL ASSUME THE DUTIES OF THE PRESIDENT IN THE ABSENCE OF THE PRESIDENT. HE SHALL SERVE ON THE BOARD OF DIRECTORS. HE SHALL ASSIST BY PRESIDING AT SCIENTIFIC AND BUSINESS SESSIONS. HE SHALL ASSUME THE DUTIES OF TREASURER IN THE EVENT THE TREASURER IS NOT ABLE TO PERFORM THESE DUTIES.

- C. THE **IMMEDIATE PAST PRESIDENT** SHALL SERVE AS A MEMBER OF THE BOARD OF DIRECTORS. HE SHALL BE CHAIRPERSON OF THE NOMINATING COMMITTEE DURING THE TERM OF THE CURRENT PRESIDENT. WHEN REQUESTED, HE SHALL ACT AS A CONSULTANT TO THE PRESIDENT REGARDING ASSOCIATION BUSINESS.
- D. THE **SECRETARY** SHALL SERVE ON THE BOARD OF DIRECTORS. HE SHALL RECORD THE MINUTES OF THE REGULAR, SPECIAL, AND BOARD OF DIRECTORS MEETINGS. HE SHALL ATTEND TO THE CORRESPONDENCE OF THE ASSOCIATION AND EDIT, OR ARRANGES FOR THE EDITING OF ANY PROCEEDINGS THAT MAY BE A PART OF THE ASSOCIATION ACTIVITY.
- E. THE **TREASURER** SHALL COLLECT THE MEMBERSHIP DUES, ISSUE RECEIPT FOR THE SAME, AND RECEIVE AND DISBURSE FUNDS OF THE ASSOCIATION. HE SHALL SIGN ALL CHECKS FOR DISBURSEMENTS OF THE ASSOCIATION FUNDS. HE SHALL FURNISH BOND AS REQUESTED BY THE BOARD OF DIRECTORS. HE SHALL RENDER AN ANNUAL REPORT AS TO THE STATE OF THE TREASURY.
- F. VACANCIES OCCURRING IN ANY OFFICE OR DIRECTORSHIP SHALL BE FILLED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.
1. IF AND WHEN A MAJORITY OF THE BOARD OF DIRECTORS SHALL SEVERALLY OR COLLECTIVELY CONSENT IN WRITING OR BY TELEPHONE TO ANY ACTION TO BE TAKEN BY THE ASSOCIATION, SUCH ACTION SHALL BE VALID ASSOCIATION ACTION AS THOUGH IT HAD BEEN AUTHORIZED AT A MEETING OF THE BOARD OF DIRECTORS.
 2. ANY BOARD MEMBER MAY BE REMOVED FROM OFFICE BY A TWO-THIRD-MAJORITY VOTE OF THE ENTIRE BOARD IF THAT BOARD MEMBER FAILS TO PERFORM HIS/HER DUTIES.

SECTION II - COMMITTEES

A. **STANDING COMMITTEES**

THE FOLLOWING STANDING COMMITTEES AND THEIR CHAIRPERSONS SHALL BE APPOINTED ANNUALLY BY THE PRESIDENT, EXCEPT THE NOMINATING COMMITTEE, WHICH SHALL BE APPOINTED BY THE BOARD OF DIRECTORS. EFFORTS WILL BE MADE TO HAVE ALL GEOGRAPHICAL AREAS OF THE STATE REPRESENTED WITH RESPECT TO OFFICERS AND COMMITTEE MEMBERS. ALL STANDING COMMITTEES SHALL CONSIST OF A MINIMUM OF THREE MEMBERS.

1. **MEMBERSHIP COMMITTEE.** THE COMMITTEE SHALL RECEIVE ALL MEMBERSHIP APPLICATIONS AND PASS UPON THEM. THE MEMBERSHIP COMMITTEE SHALL DECIDE

WHICH MEMBERSHIP CATEGORY ANY APPLICATION SHALL BE PLACED UNDER ARTICLE II OF THE CONSTITUTION. THE CHAIRPERSON OF THE MEMBERSHIP COMMITTEE SHALL KEEP THE ROLL OF MEMBERSHIP.

2. **NOMINATING COMMITTEE.** IT SHALL BE THE DUTY OF THE NOMINATING COMMITTEE TO SUBMIT A LIST OF CANDIDATES FOR ALL OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS TO BE ELECTED AT THE ANNUAL MEETING. THE IMMEDIATE PAST PRESIDENT OF THE ASSOCIATION SHALL BE THE EX - OFFICIO CHAIRPERSON OF THE NOMINATING COMMITTEE.
3. **PROGRAM COMMITTEE** SHALL CONSIST OF AT LEAST ONE CHAIRPERSON APPOINTED BY THE BOARD OF DIRECTORS AND AT LEAST THREE (3) OTHER MEMBERS THAT HAVE BEEN SELECTED BY THE COMMITTEE CHAIRPERSON. THE ANNUAL PROGRAM COMMITTEE SHALL BE RESPONSIBLE FOR ARRANGING THE ANNUAL MEETING.
4. **EDUCATION COMMITTEE** SHALL CONSIST OF AT LEAST ONE CHAIRPERSON APPOINTED BY THE BOARD OF DIRECTORS AND WILL WORK WITH OTHER COMMITTEE MEMBERS TO ARRANGE FOR LECTURES, WORKSHOPS, AND/OR OTHER EDUCATIONAL MATERIALS TO BE MADE AVAILABLE TO THE MEMBERSHIP THROUGHOUT THE STATE.
5. **NEWSLETTER COMMITTEE** SHALL CONSIST OF AT LEAST ONE CHAIRPERSON APPOINTED BY THE BOARD OF DIRECTORS AND WILL WORK WITH OTHER MEMBERS TO REPORT ON AND TO DISSEMINATE ASSOCIATION BUSINESS, AND OTHER INFORMATION OF INTEREST, TO THE MEMBERSHIP AT LEAST ONE (1) TIME PREVIOUS TO THE ANNUAL MEETING.
6. **LEGISLATIVE COMMITTEE** SHALL CONSIST OF AT LEAST ONE CHAIRPERSON APPOINTED BY THE BOARD OF DIRECTORS AND WILL WORK WITH OTHER MEMBERS TO INFORM THE BOARD AND MEMBERSHIP OF ANY PENDING LEGISLATION IN THE STATE, OR OF NATIONAL INTEREST, THAT COULD IMPACT THE STANDARD OF PRACTICE OF BLOOD BANKS.

B. **SPECIAL COMMITTEES**

THE PRESIDENT, THE BOARD OF DIRECTORS, OR THE VOTING MEMBERSHIP AT AN ANNUAL OR SPECIAL MEETING MAY INDICATE THE NECESSITY FOR ADDITIONAL SPECIAL COMMITTEES. THESE COMMITTEES AND THEIR CHAIRPERSONS SHALL BE APPOINTED ANNUALLY BY THE PRESIDENT. THESE SHALL INCLUDE RESOLUTION AND SPECIAL PROGRAM COMMITTEES WHEN NEEDED.

SECTION III DUTIES OF THE BOARD OF DIRECTORS

- A. THE BOARD OF DIRECTORS SHALL MEET UPON THE REQUEST OF THE PRESIDENT OR WHEN IT IS DEEMED NECESSARY BUT NO LESS THAN TWO (2) TIMES A YEAR. IT SHALL APPOINT THE NOMINATING COMMITTEE. THE DUTIES OF THE BOARD OF DIRECTORS ARE OUTLINED IN ARTICLE VI OF THE CONSTITUTION.
- B. FOR THE ORIGINAL BOARD, TWO (2) AT LARGE MEMBERS WILL BE ELECTED FOR A TWO - YEAR TERM AND TWO (2) ELECTED FOR A ONE - YEAR TERM.
- C. VACANCIES OCCURRING IN ANY OFFICE OR DIRECTORSHIP SHALL BE FILLED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS,

1. IF AND WHEN A MAJORITY OF THE BOARD OF DIRECTORS SHALL SEVERALLY OR COLLECTIVELY CONSENT IN WRITING OR BY TELEPHONE TO ANY ACTION TO BE TAKEN BY THE ASSOCIATION, SUCH ACTION SHALL BE VALID ASSOCIATION ACTION AS THOUGH IT HAD BEEN AUTHORIZED AT A MEETING OF THE BOARD OF DIRECTORS.
2. ANY BOARD MEMBER MAY BE REMOVED FROM OFFICE BY A TWO-THIRD-MAJORITY VOTE OF THE ENTIRE BOARD IF THAT BOARD MEMBER FAILS TO PERFORM HIS/HER DUTIES.
3. ANY BOARD MEMBER MAY BE REMOVED FROM OFFICE BY SUBMITTING A WRITTEN RESIGNATION TO THE BOARD OF DIRECTORS.

SECTION IV ADMENDMENTS TO THE BY-LAWS

THE BY - LAWS MAY BE AMENDED BY THE BOARD OF DIRECTORS SUBJECT TO RATIFICATION AT THE NEXT ANNUAL MEETING BY A MAJORITY OF VOTING MEMBERS PRESENT OR VOTING BY PROXY. A COPY OF THE PROPOSED AMENDMENT MUST BE SENT TO EACH VOTING MEMBER AT LEAST THIRTY (30) DAYS BEFORE THE DATE OF THE MEETING. THE BY - LAWS MAY ALSO BE AMENDED AT THE ANNUAL OR SPECAL MEETINGS BY A MAJORITY OF VOTING MEMBERS PRESENT OR VOTING BY PROXY.