



CALIFORNIA BLOOD BANK SOCIETY BYLAWS – AMENDED MAY 2024

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 CBBS 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. **Individual.** Any person who is practicing or interested in transfusion medicine and/or cellular therapy is eligible for Individual Membership.
- b. **Organizational.** Any organization that performs activities in the field of transfusion medicine or cellular therapies, including the collection, processing, testing, distribution, or transfusion of blood, blood components, and/or cellular therapy products is eligible for Organizational Membership. At its discretion, the Board of Directors may approve an organization for membership that does not meet this definition. CBBS shall grant Individual Membership to all employees of an Organizational Member and its subsidiaries.
- c. **Student.** Any student enrolled in an accredited school may become a Student Member for one (1) year only upon submitting a letter or request from his program director and upon approval by the Board of Directors. CBBS shall relieve Student Members of annual dues. Student Members shall have no vote in CBBS business. At the end of the CBBS fiscal year, the Student Member's Membership shall expire. At the time of the expiration of Student Membership, the student becomes eligible for Individual Membership or may reapply for Student Membership.

Section 2. Membership Criteria. All Members shall abide by the Bylaws, rules, policies, and decisions of CBBS. The Board of Directors may establish written criteria and requirements for each category of Membership provided that said criteria shall be consistent with these Bylaws.

Section 3. Approval of Membership. Any individual or organization desiring Membership shall make application in a manner prescribed by the Board of Directors. Membership is official only after approval of the application and payment of required dues.

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 devices 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 5. Membership Roster. CBBS shall maintain a record of membership. Ideally, the record will contain the name, mailing address, phone number, and email address of each Member. The record for Organizational Members shall contain the name and email address of the organization's primary CBBS contact with a list of 2-3 additional contacts preferred. In any case of Membership termination for any reason whatsoever other than routine expiration, the record shall contain an entry of such fact together with the date upon which the Membership terminated.

ARTICLE V – GENERAL PROVISIONS AND PROPERTY INTERESTS

Section 1. Dues. The Board of Directors shall establish dues upon recommendation by the Treasurer. CBBS shall send dues notices to Individual and Organizational Members based on an annual schedule approved and as directed by the Board.

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

ARTICLE VI – GOVERNANCE

Section 1. Meetings of Members.

- a. Annual Meeting.** CBBS shall convene an Annual Business Meeting of Members to include the conduction of CBBS business. The Board of Directors shall fix the time and place of the Annual Business Meeting and shall notify each Member of such time and place no later than 60 days prior to the meeting date. CBBS may conduct the Annual Business Meeting virtually.
- 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. CBBS shall provide notice of a special meeting to each Member either personally, by mail, or by email addressed to such Members at the address provided by the Member and appearing on that Member's CBBS profile. CBBS shall provide such notice no later than 30 days prior to the meeting date. The notice shall state the place, date, time, and the general nature of the business CBBS will conduct. CBBS shall take no action concerning matters the general nature of which CBBS did not describe in the meeting notice. CBBS may conduct Special Meetings virtually.
- c. Location or Virtual Format of Meetings.** The location of all in-person meetings shall be determined at the discretion of the Board of Directors. Meetings may be conducted virtually with electronic attendance information provided to all registered attendees.
- d. Quorum.** The presence of 10 Individual Members at any meeting shall constitute a quorum for purposes of conducting CBBS business. The Individual Members present at

a duly called meeting at which there is a quorum may continue to conduct business until adjournment notwithstanding the withdrawal of enough Members resulting in less than a quorum.

- e. **Voting Rights.** Individual Members shall have one vote in the election of Members to the Board of Directors, the election of the President-Elect, amendments to the Bylaws, and any other business matter brought to Membership for decision and/or approval.

Section 2. Board of Directors.

- a. **Corporate Powers Vested in the Board of Directors.** CBBS Membership shall vest its corporate powers in a board of nine (9) Directors elected by Individual and Organizational Members.
- b. **Quorum.** A majority of the Board of Directors then serving shall constitute a quorum and, except as otherwise provided in these Bylaws, shall have the power to act in all matters. A meeting at which a quorum of the Board of Directors is initially present may continue to transact business notwithstanding the withdrawal of Directors resulting in less than a quorum. Directors may not vote by proxy.
- c. **Action Without a Meeting.** All members of the board, individually and collectively, may consent, in writing, to action required or permitted by the Board of Directors without a meeting. The Board of Directors shall file such written consent with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as the unanimous vote of such Directors.
- d. **Meetings by Telecommunication, Phone, Email, and Video Meetings.** The Board of Directors may conduct any meeting of the Board of Directors by conference telephone, video screen communication, or other communication equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:
 - 1.) Each Member participating in the meeting can communicate concurrently with all other Members.
 - 2.) CBBS provides each Member the means to participate in all matters before the Board of Directors including the capacity to propose or to interpose an objection to a specific action CBBS proposes to take.

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 to be consistent with the law, the Articles of Incorporation, and 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 the law, the Articles of Incorporation, and these Bylaws as they deem best;
- c. borrow money and incur long-term indebtedness only after approval by a majority of the Individual Members and Organizational Member Voting Representatives 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 CBBS 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 CBBS and its Membership in the event of an emergency. CBBS will maintain a written record of all actions taken during the emergency period and all such actions shall be subject to review of CBBS Members, 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 limited to two consecutive terms. CBBS shall extend the term for a director elected as President-Elect to end three years from the time of such election.

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

Section 7. Vacancies. Vacancies on the Board of Directors, except for President-Elect, may be filled by a majority vote of the remaining Directors. An individual so selected will hold office until a successor is elected and installed. Should the President-Elect vacate his/her position, the President shall charge the Nominating Committee with the responsibility of selecting a nominee to fill that position. The selection shall then be submitted to Members in the manner of other nominations by the Nominations Committee. In some cases, a Special Meeting may be necessary to conduct a vote by Members to fill the vacancy.

Section 8. Regular Meetings. There shall be at least six (6) regular meetings of the Board of Directors annually. The meetings shall be held at such places and times as the President prescribes and may be conducted virtually.

Section 9. Officers. The officers of CBBS shall be a President, a President-Elect, a Secretary, and a Treasurer. The Members shall elect the President-Elect as provided in Articles IV and VII except as otherwise directed by the Members at the Annual Business Meeting or by a vote by the Members. The President-Elect shall become President the year following their election as President-Elect. If the President-Elect cannot or does not wish to become President, the President shall charge the Nominating Committee with the responsibility of selecting a nominee for President. The selection shall then be submitted to Members in the manner of other nominations by the Nominations Committee. In some cases, a Special Meeting may be necessary to conduct a vote by Members to fill the vacancy. The Board of Directors will elect the Secretary and Treasurer who must also be Directors. The term of each office shall be one year. Prior to standing for election, the Board of Directors will confirm each nominee's willingness and ability to serve and perform assigned tasks.

a. General Duties of All Officers.

- 1.) Participate in all the meetings of the Board of Directors.
- 2.) Faithfully and completely fulfill the duties assigned to his/her office by these Bylaws and by the President.
- 3.) Refer all correspondence addressed to him/her as an officer of CBBS to the President and Secretary within one week of receipt or sending of same for consideration, and direction 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 enforce these Bylaws. He/She shall make a 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 excepting the Nominating Committee. He/She shall assign the individual Members of the Board of Directors as Liaisons to each committee excepting the Bylaws Committee and the Communications Committee.

- 2.) **President-Elect.** The President-Elect shall perform all duties of the President in the absence or disability of the President and when so acting shall have the power or and be subject to all the restrictions of the President. The President-Elect shall appoint the Committee Chair for all committees, excepting the Nominating Committee, Bylaws Committee, and Communications Committee for his/her term as President. He/She shall be the Chair of the Bylaws Committee and the Communications Committee.
- 3.) **Secretary.** The Secretary shall ensure minutes of the meetings of the Board of Directors are kept and perform all duties incident to the office of Secretary and such other duties as the President may assign.
- 4.) **Treasurer.** The Treasurer shall oversee the proper management, receipt, and distributions of all funds flowing into and out of CBBS. Funds received by CBBS shall be deposited in CBBS accounts at financial institutions approved by the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as the President may assign.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. Identification of Nominees.

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

Section 2. Notification of the Membership. The Board of Directors shall ensure notification to the Members of these nominations at least 45 days prior to the Annual Business Meeting. CBBS shall notify Members that that they may submit additional nominations over the signatures of at least three Individual Members and presented to the President at least 30 days prior to the Annual Business Meeting. These additional nominations shall then be made available for voting by Members at the Annual Business Meeting.

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

ARTICLE VIII – AWARDS

Section 1. To recognize, honor, and publicize the extraordinary contributions of Individual Members of CBBS, the Board of Directors shall consider, and approve or disapprove of each nomination. Award presentations shall be made at the Annual Business Meeting.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. Standing Committees shall be formed and work to ensure that all aspects of CBBS' mission and vision are adequately addressed. The Board of Directors shall establish written rules, procedures, and guidelines to Standing Committees as needed to accommodate the changing needs of CBBS. The Standing Committees of CBBS are Bylaws, Communications, Executive, and Nominating.

- a. Bylaws Committee.** The Bylaws Committee shall review these Bylaws annually for possible changes, hear suggestions from Members regarding these Bylaws and possible changes, suggest changes to these Bylaws to the Board of Directors for possible submission to Members for consideration, and identify any actions by CBBS or its members that violate these Bylaws. The President-Elect shall serve as the Bylaws Committee Chair, and the Immediate Past President shall serve as a member of the Bylaws Committee. Individual Members may serve as members of the Bylaws Committee as requested by the Bylaws Committee Chair or as an Individual Member expresses interest, and with the subsequent approval of such request by the Bylaws Committee Chair.
- b. Communications Committee.** The Communications Committee shall develop and/or assist with the development and implementation of CBBS marketing and communication strategies to improve the Member experience/engagement. The Communications Committee shall routinely review the CBBS website and provide input, as end-user consultants, for the site's enhancement as a service to our Members. The President-Elect shall serve as the Communications Committee Chair, and the Treasurer and Secretary shall serve as members of the Communications Committee. Individual Members may serve as members of the Communications Committee as requested by the Communications Committee Chair or as an Individual Member expresses interest, and with the subsequent approval of such request by the Communications Committee Chair.
- c. Executive Committee.** The Executive Committee is a subcommittee of, and accountable to, the Board of Directors. Between routine meetings of the Board of Directors, the Executive Committee may conduct the day-to-day affairs of CBBS. The Executive Committee shall not have the authority or power to amend or repeal these Bylaws, elect or remove an officer or director, adopt a plan of merger, or authorize the voluntary dissolution of CBBS. The Executive Committee shall report their actions, in writing, to the Board of Directors. The President shall serve as the Executive Committee Chair, and the Immediate Past President, President-Elect, Secretary, and Treasurer shall serve as members of the Executive Committee.
- d. Nominating Committee.** The Nominating Committee shall perform the duties assigned in ARTICLE VII – NOMINATIONS AND ELECTIONS. The Immediate Past President shall serve as Nominating Committee Chair. In addition, the two most recent Past Presidents and one past Director selected by the Nominating Committee Chair shall serve as members of the Nominating Committee.

Section 2. Ad Hoc Committees and Task Forces. The President may appoint the members of all Ad Hoc Committees or Task Forces to further the interests of CBBS. The Committee membership, goals, and objectives are subject to the approval of the Board of Directors. The President, with the concurrence of a vote by the Board of Directors, may dissolve Ad Hoc Committees and Task Forces at liberty.

ARTICLE X – MISCELLANEOUS MATTERS

Section 1. General Rules. All Officers, Directors, and Committee Members shall be Individual Members or employees of an Organizational Member in good standing.

Section 2. Contracts. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, agent, or agents to enter any contract or to execute any instrument in the name of and on behalf of CBBS. Such authority may be general or confined to specific instances. 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, Directors, or contracted employees of CBBS.

Section 4. Rules of Order. A commonly accepted code of parliamentary procedure shall govern the conduct of all meetings of CBBS.

XI – AMENDMENTS TO BYLAWS

Amendments to these Bylaws shall be subject to analysis and review by the Bylaws Committee. Individual Members, Organizational Members, or the Board of Directors may propose amendments to these Bylaws. The Bylaws Committee shall propose changes to these Bylaws to the Board of Directors. The Board of Directors may approve such changes for presentation to Members or may request the Bylaws Committee's reconsideration and preparation of alternative proposals for consideration at a subsequent meeting of the Board of Directors.

Proposed changes to these Bylaws, which have been approved by the Board of Directors, shall be submitted for review by Members and are subject to debate at the Annual Business Meeting so long as the general nature of the changes are included in the notice of the meeting.

Members may amend these Bylaws by a vote at a regular or special meeting of the Members, or by mail or electronic ballot as allowed by California law. Changes must be approved by a positive vote of a majority of the Individual Members present.