

BY LAWS  
OF  
NORTH CAROLINA ASSOCIATION OF BLOOD BANKERS

ARTICLE I

NAME AND OFFICE

The name of this organization shall be North Carolina Association of Blood Bankers (hereafter "Corporation"). The principal office of the Corporation shall be at the post office box selected by the current treasurer. The Corporation may also have offices at such other places as may be determined by the board of directors from time to time, or as the business of the Corporation may require.

ARTICLE II

PURPOSE

It shall be the main purpose of the Corporation to serve as an association of Laboratory Technologists, Physicians, and other interested individuals in North Carolina with interests, experience and duties in the realm of blood banking (immunohematology and blood transfusion medicine)

ARTICLE III

OBJECTIVES

The objectives for which this Corporation is formed are:

- (a) To provide educational opportunities through technical workshops, seminars and lectures; particularly in areas where recent discoveries or progress have occurred.
- (b) To stimulate and coordinate efforts among individuals engaged in blood banking endeavors and to make available information on blood banking and transfusion practices which would be of interest.
- (c) To publicize available programs and services through the Corporation's newsletter and to provide information and education to the blood banking community
- (d) To receive or solicit gifts, grants, devices, or bequests of any type or value for such charitable purposes as will best achieve the goals and objectives and purposes of the Corporation

- (e) In order to properly carry out the objectives and purposes above set forth, the Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states and territories, dependencies of the United States, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objectives and purposes for which the Corporation is created.
- (f) It is expressly declared that this is a charitable Corporation, not for the profit of any individual, and that no dividend shall ever be declared, and none of its property; real or personal; shall ever be used or expended except to carry out its charitable purposes.
- (g) Subject to the provisions of the Articles of Incorporation, the board of directors will pay, apply, divide, and distribute such incomes, revenues, profits, and principal at such time or times as may in their discretion be found best suited to the administration and management of the affairs of the Corporation, but only for the charitable purposes allowed by the Articles of Incorporation, it being the true intent and meaning of these By-laws, anything else to the contrary herein notwithstanding, that the Corporation which has been created shall be operated exclusively for charitable, scientific, health, or educational purposes, no part of the net earnings shall be used for personal reasons.
- (h) In the event of the dissolution of this Corporation, any assets must be used or expended to carry out the charitable purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (i) In the event of a conflict between the provisions of these By-laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. The business, affairs, properties and work of the Corporation shall be managed by its Board of Directors.

Section 2. Initially the Board of Directors shall consist of the eleven (11) persons named in the Articles of Incorporation. Within sixty (60) days of the adoption of these By-laws, the Board of Directors shall consist of not less than seven (7) nor more than thirteen (13) individuals (the "Original Directors") The "Original Directors" shall be elected to serve for terms of three (3) years, except in the case of Directors elected to fill vacancies occasioned by death, resignation or removal of a Director before the expiration of his appointed term. Such vacancy shall be for the unexpired term of his predecessor.

Section 3 The Directors may at any time and from time to time increase or decrease the number constituting the Board of Directors.

Section 4 Subject always to the terms and provisions of the Articles of Incorporation, the Directors may adopt, amend, modify, or revoke at any time and from time to time rules which shall govern the management and administration of the Corporation and Corporation property.

Section 5

- A. Regular meetings of the Board of Directors shall be held at least one (1) time in each calendar year and may be held at the principal office of the Corporation or at such other place as the Board of Directors may designate. The annual meeting of the Board of Directors shall be held on the second Tuesday in September, or such other time as may be determined by the President or by any three Directors for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting.
- B. Special meetings of the Board of Directors may be called at any time by the President or by any three Directors, to be held at the principal office of the Corporation, or at such other place as may be designated.
- C. Regular meetings of the Board may be held without notice. The person or persons calling a special meeting of the Board shall, at least two (2) days before the meeting, give or cause to be given written or verbal notice thereof.
- D. A quorum at all meetings of the Board of Directors shall consist of one-third of the total number of Directors holding office and authorized to vote, but less than a quorum may adjourn any meeting, which may be held on a subsequent date without further notice. The affirmative vote of a majority of a quorum shall be necessary and sufficient at any meeting to authorize any action of the Directors, except as otherwise may be required by the Articles of Incorporation creating the Corporation. Written records setting forth all actions taken in any meeting of the Directors and the voting thereon shall be kept in a permanent record of the Corporation.

Section 6 The Board of Directors, by the vote of a majority of its members, may designate and appoint standing or temporary committees from time to time and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the Board. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation, and shall report the same to the Board of Directors at the next meeting.

Section 7 No salary or compensation shall be paid to a Director for any services rendered as a Director of the Corporation. The Directors may be reimbursed out of the funds of the Corporation for all reasonable and necessary out- of- pocket expenses incurred in the performance of their services as Directors.

Section 8 No Director shall be required to give bond or other security for the performance of the duties of Director.

Section 9 The Board of Directors is hereby committed to exercise, in the best interest of the Corporation, the powers described in the Treasury Regulations applicable to such corporations.

Section 10 The Board of Directors is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of the Corporation in accordance with the provisions of applicable Treasury Regulations.

Section 11 Action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if the action is taken by all members of the Board or the committee, as the case may be. The action must be evidenced by one or more written consents signed by each Director or Committee member, as the case may be, before or after such action; describing the action taken, and included in the minutes or filed with the Corporation records.

## ARTICLE V

### OFFICERS

Section 1 The officers of the Corporation shall be a President and a President-Elect who shall be elected for a term of one year as well as a Secretary and a Treasurer who shall be elected for a term of two years by the membership of the association at its annual meeting, who shall hold office until their successors are elected and qualify and who must be members of the Corporation at the date of their election to office. The Board of Directors may also elect Assistant secretaries and Assistant treasurers who are not required to be members of the Board. The Board of Directors may choose a legal and/or medical advisor. The secretary and treasurer may serve additional two year terms if desired and agreeable to the membership.

Section 2 The President shall preside at all meetings of the Board of Directors and shall perform such other duties as are incident to his office or properly required of him by the Board of Directors. The President shall also have the authority to sign or countersign all certificates, contracts, and other instruments as authorized by the Board of Directors.

Section 3 The President shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors, shall make reports to the Board of Directors, and shall perform all other duties as are incident to his office or properly required of him by the Board of Directors.

Section 4 The President-Elect shall exercise the function of the President during the absence or disability of the President and shall have such powers and discharge such duties as may be assigned to them from time to time by the Board of Directors or the President

Section 5 The Secretary shall issue notices for all meetings, except as provided in Article IV of the By-laws, shall keep minutes of all meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to his office, or properly required of him by the Board of Directors.

Section 6 The Treasurer shall have custody of all money and securities of the Corporation and shall cause to be kept regular books of account. He shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He shall perform all other duties incident to his office or which are properly required of him by the Board of Directors.

Section 7 Vacancies in any office arising from any cause may be filled by the Directors at any regular or special meeting.

Section 8 The Board may appoint and employ an Executive Director, a fiscal agent and such other agents, advisors, employees or representatives as in the judgment of the Directors shall be necessary to carry on the work of the Corporation, prescribe the duties of such director, agents, advisors, employees or representatives and fix their compensation, and may dismiss any such director, agent, advisor, employee or representative without previous notice.

Section 9 The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

Section 10 The Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required of the Board of Directors.

## ARTICLE VI

### COMMITTEES

The Corporation shall have the following standing committees: Nominating Committee, Workshop and Program Committee and Exhibitor Committee. The Corporation shall have such additional committees as may be formed by the Board of Directors. The President shall appoint members of the committees. The Nominating Committee shall submit a list of candidates for office as well as for membership on the Board of Directors. The report of the Nominating Committee must be filed with the Board of Directors and the Secretary and circulated among the voting membership not less than thirty (30) days prior to the annual meeting.

## ARTICLE VII

### MEMBERSHIP

- A. There shall be only one class of membership (individual members)
- B. Qualifications for memberships are those listed below:
  - 1. Medical Technologists certified by the Board of Registry of Medical Technologists of the ASCP-MT(ASCP) or eligible for certification by the Board of Registry, or licensed medical technologists with a baccalaureate degree and one year of technologist training.
  - 2. Technical workers and other health professionals with baccalaureate degrees who are not certified in medical technology by the Board of Registry of the ASCP, after one year of supervised practical experience in blood banking under qualified medical direction.
  - 3. Technical workers and other health professionals without baccalaureate degrees, after one year of supervised practical experience in blood banking under qualified medical direction.
  - 4. Qualified physicians who are duly licensed to practice medicine within North Carolina, physicians in internships and residency training, or physicians employed by agencies of the government.
  - 5. Scientists who have advanced degrees, and who have had at least one year of relatively recent experience in teaching, research, service, or administration relating to blood banking.
  - 6. Students who are currently registered in an accredited blood bank program or have finished the blood bank curriculum.
  - 7. Persons who have engaged in administrative functions of blood banks and/or transfusion services for at least one year.
  - 8. Public spirited citizens such as members of blood bank boards and others who have made outstanding contributions to blood banking.
- C. Dues are established by the officers and are payable on a yearly basis by each member. Dues are set initially (in 1998) at \$15.00 per year. This figure may be revised as necessary by the Board of Directors.
- D. All members in good standing shall have the opportunity to vote on matters brought before the membership by the Board of Directors. The membership shall also have the right to vote for and elect the Board of Directors and the officers of the Corporation. A simply majority vote shall be required to elect Directors and officers.

## ARTICLE VIII

### MANAGEMENT AND FINANCES

Section 1 The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Directors shall designate. When necessary or proper, the Treasurer, or other person(s) designate by the Directors, may endorse on behalf of the Corporation for collection –checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such banks or banks or depositories as the Directors may designate. The Treasurer, or other person(s) designated by the Directors shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Directors, shall sign all checks of the Corporation and all bills of exchange or promissory notes issued by the Corporation, except where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other officer or agent of the Corporation.

Section 2 The fiscal year of the Corporation shall begin on the first day of January in each year, unless otherwise provided by the Directors.

Section 3 The Board of Directors shall manage and administer in all respects the properties of the Corporation in accordance with the terms of the Articles of Incorporation creating the Corporation and with the provisions of the Bylaws, obtaining and securing for such purposes such assistance, office space, work force, equipment, and supplies and other aids and facilities, upon such terms as the Directors may deem necessary from time to time.

Section 4 The Board of Directors shall hold, use, manage, administer, and at their discretion, dispose of the properties of the Corporation, and shall collect all incomes, revenues and profits arising therefrom. The funds of the Corporation arising through the receipt and collection of incomes, revenues, and profits, sale of properties or otherwise, shall be invested in such properties and investments as may be determined by the Directors from time to time to be fit investments for assets of the Corporation, and in the making of any investments, Directors shall not be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision or rule of law, but the Directors shall have absolute discretion in the determination of what properties constitute a suitable investment for any assets of the Corporation.

Section 5 The Board of Directors, in accordance with the terms of Articles of Incorporation, shall utilize each year the incomes, revenues, and profits arising and accruing from such year in defraying the cost, expenses and charges incurred in the management and administration of the Corporation and its fund and properties and in applying the distributing the net amounts of such incomes, revenues, and profits thereafter remaining to and for the objects and purposes of the Corporation. As respects any year or years and any purpose or purposes for which the Corporation is created, the Directors in their discretion may withhold the whole or any part of the incomes, revenues, and profits which otherwise would be distributed or used during such year or years and either 1) accumulate the whole or any part of the amount so withheld for expenditures for the same purposes in any future year or years or 2) add the whole or any part of the amount so withheld to the corpus of the Corporation, or 3) pay, apply, and distribute the whole or any part of said amounts to or for the benefit of any of the purposes of the Corporation.

Section 6 Any assignment, transfer, bill of sale, deed, conveyance, receipt, check, draft, note, or any other document or paper whatever, executed by or on behalf of the Directors, shall be sufficiently execute when signed by the person or persons authorized to do so by resolution of the Directors duly adopted at any meeting and in accordance with the terms of such resolution.

Section 7 In the event that any stock dividend or rights shall be declared on any stock owned by the Corporation, said stock dividend or rights shall for all purposes be treated and deemed to be principal even though the dividend or rights represent earnings. The Directors shall not be required to reserve any part of the income of any investment as security for the purpose of creating a sinking fund to retire or absorb the premium in the case of bonds or any other securities taken or purchased or acquired by the Corporation as a premium.

Section 8 Any person, firm, or corporation shall have the privilege of making grants to the Corporation at any time by way of gift, devise, bequest, contribution or otherwise, and such additions shall be received, used and disposed of by the Directors in accordance with the terms of the Articles of Incorporation creating the Corporation with like effect as if said additions had been originally incorporated therein; provided, however, that the Directors shall have the power to reject any donation, grant, bequest or devise which in the opinion of the Directors is inconsistent with the purposes for which the Corporation was formed.

Section 9 The Directors shall have and may exercise any and all other powers which are necessary or desirable in order to manage and administer the Corporation and the properties and funds thereof and carry out and perform in all respects the purposes of the Corporation according to the true intent thereof.

## ARTICLE IX

### BOOKS AND RECORDS

The books, accounts, and records of the Corporation, except as may be otherwise required by the laws of the State of North Carolina, shall be kept at the principal office of the Corporation or at such other place or places as the Directors may from time to time appoint. The Directors shall determine whether and to what extent the accounts and books of the Corporation, or any of them, shall be open to public inspection, and no person shall have any right to inspect any account or book or document of the Corporation, except as conferred by law. The Directors shall at least annually make such distribution of a written report of its financial condition, activities, the distributions to representative persons and organizations in the area as will in the opinion of the Directors reasonably inform the membership of the operations of the Corporation.

## ARTICLE X

### AMENDMENT TO THE BYLAWS

These bylaws may be revised or amended as necessary. The Board of Directors shall prepare proposed amendments to the bylaws and shall submit said amendments for approval at the annual meeting of the general membership. Such proposed amendments shall be circulated among the members not later than thirty (30) days prior to the annual meeting.

Adopted by the Board of Directors of the North Carolina Association of Blood Bankers in 1998 prior to incorporation in March of 2000.

Amended by the membership of the organization : September 13, 2011