

BLOOD CENTERS OF CALIFORNIA, INC.

BYLAWS

Article I – Name

The name of this organization is BLOOD CENTERS OF CALIFORNIA, INC.

Article II – Purposes

This Corporation is established for the purposes set forth in its Articles of Incorporation.

Within a competitive business environment, Blood Centers of California (BCC) members cooperatively engage in legislative advocacy, medical/technical collaboration, image enhancement which provides a foundation for success, as well as for a sufficient blood supply for patients in need.

Article III – Membership

This Corporation shall have three categories of membership, which are: Founding, Primary and Associate. Any non-profit blood center or blood center affiliated with a public entity, located in and licensed by the State of California, is eligible to be a Primary Member. Any other entity dedicated to the purposes of this Corporation shall be eligible to be an Associate Member on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may determine.

Article IV – Board of Directors

Section I - RESPONSIBILITY

Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of this Corporation shall be exercised, its property shall be controlled, and its affairs conducted by the Board. The Board may delegate management of the activities of this Corporation to any person or persons or committees however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2 – COMPOSITION

Initially, the following shall be Founding Members of this Corporation:

Blood Bank of San Bernardino & Riverside Counties

Community Blood Bank Center, Inc.

Sacramento Medical Foundation Blood Center

Stanford Medical School Blood Center

Blood Bank of the Redwoods

Peninsula Memorial Blood Bank

American Red Cross Blood Services, Central California Region

San Diego Blood Bank

Central California Blood Center

Northern California Community Blood Bank

Tri-Counties Blood Bank

Community Blood Bank of North County

Delta Blood Bank

Houchin Community Blood Bank

Blood Bank of the Alameda - Contra Costa Medical Association

Irwin Memorial Blood Centers of the San Francisco Medical Society

Community Hospital of the Monterey Peninsula Blood Center

UCLA Medical Center Blood Bank

Founding/Members – are the original blood centers as designated in the Bylaws signed by the Board Secretary on the 7th day of September 1988. Each current Founding Member may hold up to two Director positions on the Board, but have only one Member vote to be shared between them.

Primary Members – These members paid an initial fee to join and are eligible for all the membership rights and privileges as the Founding Members. Additional Primary Members may be recommended by the Executive Committee and are subject to approval by a majority of the Board. Each Primary Member may hold up to two Director positions on the Board but have only one Member vote to be shared between them.

Associate Members – These members are eligible to join the organization but only have partial rights and privileges. Potential Associate Members may submit an application to the Executive Committee and are deemed Associate Members, upon approval by a majority of the Board. Additionally, Associate Members may become Primary Members by submitting a request to do so, approval by a Board majority, and the payment of Primary Member fees. Associate membership requires an annual fee to be paid by the Associate Member as determined by the Board. Associate members do not hold a Director position on the Board.

If a designated Director is unable to attend any meeting of the Board, or of one of its committees, the respective Founding or Primary Member may designate another individual as a delegate to such meeting, provided that the Founding or Primary Member notifies the President of such substitution. Such delegate shall have voting rights, and be counted for the purpose of determining a Member majority.

If a Founding or Primary Member is not represented by its Director or a delegate for two (2) consecutive meetings of the Board, such absences shall constitute grounds for removal of the Founding or Primary Member. Removal of the Founding or Primary Member will require a majority vote of the remaining members. Written notice of pending removal must be provided to Directors thirty (30) days prior to the meeting at which such action will be taken.

Section 3 – TERM

Each Director shall hold office until his or her successor has been designated. Each Founding or Primary Member shall notify the President in writing of the designation of a successor Director.

Section 4 – VACANCIES

Any vacancy in the office of a Director, whether by reason of death, resignation, removal, or otherwise, shall be filled by the Founding or Primary Member which designated him or her.

Section 5 – RESIGNATION

Any Director may resign at any time by providing written notice to the Secretary/Treasurer of this Corporation. Such resignation shall be effective at the time specified therein and acceptance of such resignation shall not be necessary to make it effective.

Section 6 – REMOVAL

Any Director may be removed from office with or without cause by the Founding or Primary Member that designated him/her.

Section 7 - ANNUAL MEETING

The Board shall meet annually during the second half of each calendar year, at a time and place to be set by the Board. The Annual Meeting shall be held for the purposes of organizing the Board, electing officers, and transaction of such other business as may come before the meeting.

Section 8 - REGULAR MEETINGS

Regular meetings of the Board shall be held at least semiannually, during the first half and the second half (which shall be the annual

meeting) of each calendar year, at such time and place, as the Board shall determine.

Members of the Board may participate in a meeting through use of agreed upon technology. Participation in a meeting pursuant to this section constitutes presence in person at such meetings.

Section 9 - SPECIAL MEETINGS

Special meetings of the Board for any purpose or purposes may be called by the President, the Secretary/Treasurer, or any three (3) or more Directors, and shall be held at such place, on such date, and at such time as may be designated in the notice of such meeting.

Section 10 - NOTICE OF MEETINGS

At least forty-eight (48) hours' notice of regular and special meetings shall be given to each Director, either personally, by e-mail, or by mail, postage prepaid, addressed to each Director at the address appearing on the records of this Corporation.

Section 11 - PLACE

The Board shall hold its meetings at such places as it may designate.

Section 12 - QUORUM

Simple majority of the Founding and Primary Members of the Board shall constitute a quorum at any meeting of the Board; provided, however, that at least one of the Corporations' elected officers must be among those present. The act of a majority of the voting Founding and Primary Members present at any meeting at which a quorum is present shall be considered the act of the Board. All initiatives require a 75% majority vote of the assembled quorum. In the event that the initiative is taken via a fax or e-mail vote, lack of a vote shall constitute support for the proposed action.

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 or such greater number as is required by the Articles of Incorporation, these Bylaws, or by law.

Section 13 - ADJOURNMENT

In the absence of a quorum at a meeting of the Board, the majority of the Founding or Primary Members present may adjourn the meeting until the time fixed for the next regular meeting of the Board.

Section 14 – VALIDATION OF TRANSACTIONS

The transactions of the Board occurring at any meeting, however called or noticed, or wherever held, shall be as valid as though such meeting were duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each Founding or Primary Member who would have been entitled to vote at the meeting but who was not present signs a written waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 15 – ACTION BETWEEN FORMAL MEETINGS

Any action required or permitted to be taken by the Board under the provisions of the California Corporations Code, the Articles of Incorporation, or these Bylaws may be taken without a meeting, if all Founding or Primary Members shall individually or collectively consent to such action. Such e-mail or written consent or consents shall be filed with the proceedings of the Board.

Such action by e-mail or written consent shall have the same force and effect as a unanimous vote of such Founding or Primary Members.

Any certificate or other document filed on behalf of this Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous e-mail and/or written consent of the Board without a meeting, and that the Bylaws of this Corporation authorized its Founding and Primary Members to so act.

Section 16 – FEES AND COMPENSATION

Directors, members of committees, and officers shall receive no compensation for their services. However, the Board may determine reasonable and just reimbursement for any expenses incurred by the aforementioned.

Article V – Officers

Section 1 – OFFICERS

Only Founding and Primary Members are eligible to act as officers of this Corporation. The officers of this Corporation shall consist of the President, the Immediate Past President, the President-Elect, and the Secretary/Treasurer, each of whom shall be a Director. Officers shall attend meetings of the Board, the Executive Committee, and any other committee of which they are members. The Board may establish such other officers, as it shall deem necessary. Additional officers so elected

shall hold office for such period and shall have such power and duties as the Board may authorize. When the duties do not conflict, one person, other than the President of the Board, may hold more than one of these offices.

Section 2 – ELECTION

The Board at its annual meeting shall elect the officers of this Corporation. The Board may accept suggestions for nominations for officers from any Director, and officers shall be elected by a majority of the Founding and Primary Members present and voting. The office of Secretary/Treasurer shall hold office for one (1) year at the pleasure of the Board, or until his or her successor shall be selected and qualified to serve and shall serve a maximum of two (2) consecutive terms in the same office. The offices of President, President-Elect and Immediate Past President shall serve at the pleasure of the board a maximum of one (1) consecutive term, said term being two (2) years in duration.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled at any meeting of the Board, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

If filling any portion of an unexpired term, all officers may serve one or more subsequent full terms as defined above.

Section 3 – REMOVAL AND RESIGNATION

Any officer may be removed, with or without cause, by a vote of the Founding and Primary Members who represent two-thirds of the total Founding and Primary Members at any regular or special meeting of the Board, or, except in the case of an officer elected by the Board, by an officer upon whom such power of removal may be conferred by the Board.

Section 4 – PRESIDENT

The President shall preside at all meetings of the Board, and shall have such other powers and duties as may be prescribed by the Board.

Section 5 – IMMEDIATE PAST PRESIDENT AND PRESIDENT-ELECT

The President-Elect shall preside at meetings of the Board in the event of the President's absence or incapacity, and the Immediate Past President shall preside at meetings of the Board in the event of the absence or incapacity of both the President and the President-Elect. These two officers shall have such other powers and duties as may be prescribed by the Board.

Section 6 – SECRETARY/TREASURER

The Secretary/Treasurer is responsible for all the financial records of this Corporation and official minutes of all board, special and bi-annual meetings.

Specifically the Secretary/Treasurer will:

Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Keep or cause to be kept a book of minutes of all meetings of the Board with the time and place of holding, whether regular or special, how authorized if special, the notice thereof given, the names of those present at the Board meeting, and the proceedings/decisions of the meeting.

Provides organized information on expenses and income to assist the President and the Board in all financial planning aspects of this Corporation

Deposit all monies and other valuables in the name and to the credit of this Corporation with such depositories as may be designated by the Board.

Render an account of the financial condition of this Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Prepare the annual budget of this Corporation, make recommendations concerning the fiscal management of this Corporation and the expenditures of funds and otherwise oversee the financial matters of this Corporation.

Give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given.

Keep the seal of the Corporation in safe custody.

Shall have such other powers and perform such other duties as may be prescribed by the Board.

Article VI – COMMITTEES

Section 1 – COMMITTEES GENERALLY

Committees of this Corporation shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board, shall keep minutes of its meetings, and shall report to the Board concerning its activities. The Chair of each committee, with the approval of the committee, may appoint special subcommittees, subject to approval by the Executive Committee.

Section 2 – MEMBERSHIP & APPOINTMENT

Unless otherwise specified in these Bylaws, each committee shall consist of as many Founding, Primary and Associate Members as the Board shall from time-to time-determine to be necessary. The President, subject to approval by the Board, shall appoint the Chair of each standing committee annually. The President, with the approval of the Executive Committee, may create ad hoc or special committees. Each committee Chair shall appoint other members of the committee, subject to approval by the Executive Committee. Unless otherwise specified in these Bylaws, the Chair and committee members may, but need not be, Founding and/or Primary Members. All committee members may vote on matters before and actions of the committee. If necessary, non-voting consultants may be called to participate in a committee meeting.

Section 3 – QUORUM & MEETINGS

A simple majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

Section 4 – VACANCIES

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 5 – EXPENDITURES

Except as may otherwise be provided by the Board or these Bylaws, any expenditure of corporate funds by a committee, except the Executive Committee, shall require prior approval of the Board.

Section 6 – EXECUTIVE COMMITTEE

The Executive Committee shall include the President, who shall preside at its meetings, the Immediate Past President, the President-Elect and the Secretary/ Treasurer of this Corporation. The Board may elect other

members to the Executive Committee, provided that no more than three (3) such additional members be elected, and provided further that all members of the Executive Committee are Directors.

The Executive Committee shall meet at least quarterly, The Executive Committee shall have the power to transact all regular business of this Corporation during the intervals between meetings of the Board, subject to any prior limitation imposed by the Board, or by the California Nonprofit Corporation Law. The Executive Committee shall also have and exercise such powers and perform such duties as specifically prescribed by these Bylaws or by the Board. The Executive Committee shall not authorize any action that will obligate this Corporation for an amount in excess of the amount that is established by the Board. The Executive Committee shall not have the power to adopt the budget or take any action that is contrary to or a substantial departure from the directions established by the Board or that represents a major change in the affairs, business or policy of this Corporation. Minutes of the Executive Committee meetings shall be submitted for information to the Board, and its actions shall be subject to approval or disapproval at the next regular meeting of the Board.

Section 7 – MEDICAL TECHNICAL ADVISORY COMMITTEE (MTAC)

The MTAC shall consist of one representative from the Founding, Primary, or Associate Member categories. The Executive Committee shall appoint the Chair of MTAC.

Section 8 – NOMINATING COMMITTEE

The Nominating Committee shall consist of three (3) or more members appointed by the Executive Committee and shall prepare a list of candidates annually for open positions on the Executive Committee.

Section 9 - LEGISLATION COMMITTEE

The Legislation Committee shall consist of three or more Founding or Primary Members, two of whom are Directors, plus the Past President, who is a permanent member of the Committee. The Chair, who is appointed by the President, shall be a Director. Associate Members and MTAC Committee members are also eligible to participate. The committee shall review legislation, policy statements and regulatory proposals for their potential impact on California's blood supply and the members of this Corporation. The Committee oversees the legislative and regulatory matters of this Corporation.

ARTICLE VII – DUES & ASSESSMENTS

Section 1 – ANNUAL DUES

The Board may establish and collect annual dues or other assessments based on an amount per member, an amount proportional to the number of red cells collected and platelet procedures performed processed by each Member, or by a combination of the two methods. This Corporation may also assess fees for goods and services that it provides to participating Members.

Section 2 – CASH RESERVES

This Corporation shall maintain minimum financial reserves equal to or greater than average operational expenses for the preceding two fiscal years and establish a dues structure annually to satisfy this requirement.

ARTICLE VIII – GENERAL PROVISIONS

Section 1 – OFFICES

This Corporation shall have and continuously maintain a registered office in the State of California.

Section 2 – BONDING

All employees handling funds shall be properly bonded.

Section 3 – AGENTS & REPRESENTATIVES

The Board may appoint such agents and representatives of this Corporation with such powers and to perform such acts or duties on behalf of this Corporation as the Board may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation, and the applicable laws.

Section 4 – CONTRACTS

The Board, except as in these Bylaws or otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of this Corporation. Such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind this Corporation by any contract or engagement, to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 5 – SELF-DEALING

In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion or resolution if he or she first disclosed the nature of his or her interest as required by the California Nonprofit Corporation laws.

Section 6 – INDEMNIFICATION

This Corporation may indemnify any Director, officer, employee or agent of this Corporation for liability incurred (including judgments, fines, reasonable settlements, and reasonable attorneys' fees and the cost of defense) by such person in the exercise of his or her duties with respect to this Corporation to the extent permitted by the California Nonprofit Corporation laws.

Section 7 – FISCAL YEAR

The fiscal year of this Corporation shall be January 1 to December 31.

Section 8 – EMPLOYEE RESTRICTIONS

No paid employee, professional or otherwise, of this Corporation shall hold office or be a member of the Board.

Section 9 – DISSOLUTION

Upon voluntary termination or dissolution of this Corporation, any assets lawfully available for distribution shall be distributed to Founding Members that remain a qualifying organization described in Section 501(c) (3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute), which organization has a charitable purpose and which, at least generally, includes a purpose similar to that of this Corporation.

Any Founding Member who paid an initial “buy-in” or contribution and has since merged into a single Primary Member shall receive in distribution all of the initial contributions or “buy-ins” or a pro-rata remaining share of same. The asset distribution amount for Founding Members listed in Article IV, Section 2 as of the effective date of these Bylaws will be the Founding Member’s initial contribution or “buy-in” or a pro-rata remaining share of same.

A Primary Member as of the effective date of these Bylaws, will also receive a pro-rata share or unused portion of the Primary Member’s annual fee.

Any Primary Member added after the effective date of these Bylaws and who pays only the annual Primary Member fee will be entitled at termination or dissolution only to a pro-rata share or unused portion of the Primary Member's annual fee.

At voluntary dissolution or termination, the Directors are authorized and directed to file the Certificate of Dissolution as required by Section 6615 of the Corporations Code of California, and to take such further actions as may be necessary or convenient to wind up and dissolve this Corporation. At such time, this Corporation shall cease to carry on business except to the extent necessary for the beneficial winding up thereof and except during such period as the Board may deem necessary to preserve this Corporation's goodwill or going-concern value.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the vote of two-thirds (2/3) of the Directors of the Corporation and voting at any duly held meeting of the Board, or by unanimous written consent of the members of the Board.

ADDENDUM

Certificate of Secretary

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Blood Centers of California, Inc., a California nonprofit corporation; and

That the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors of said Corporation with board vote on

IN WITNESS WHEREOF, I have hereunto subscribe my name and affixed the seal of said Corporation

This _____ day of _____, 2020

Signature

Date

Bylaws officially adopted September 7, 1988

Revised and Approved:

April 1998
March 2003
September 2004
March 2007
October 2012
September 2015
September 2017
September 2018
September 23, 2019
March 16, 2020
September 21, 2020

Appendix

**Members who joined after the adoption of the original Bylaws -
(1988)**

American Red Cross-LA-OC joined in August 1990
City of Hope – joined in September 2003
Memorial Medical Center of Long Beach, Blood Bank – October 1988

Former members of the Blood Centers of California:

Blood Bank of the Alameda - Contra Costa Medical Association -
acquired by ARC in 1998
Irwin Memorial Blood Centers of the San Francisco Medical Society
Community merged with Peninsula Memorial Blood Bank in
1997 to become Blood Centers of the Pacific
Blood Centers of the Pacific affiliated with Blood Systems in 1999
Community Blood Bank Ctr, Inc. – merged with Blood Systems
in 2009
Blood Centers of the Pacific acquired Blood Bank of the Redwoods
in June 2011
American Red Cross acquired Delta Blood Bank in August 2013
Community Hospital of the Monterey Peninsula Blood Bank
(CHOMP) - ceased operation in October 2014
Blood Centers of the Pacific – merged with BloodSource in
January 2016
BloodSource merged with Blood Systems in January 2017