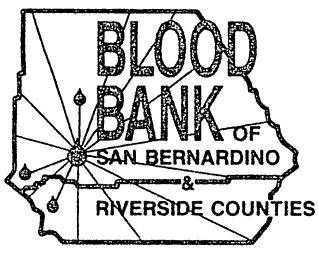


BLOOD BANK OF SAN BERNARDINO & RIVERSIDE COUNTIES
POST OFFICE BOX 5729 • 399 BLOOD BANK ROAD • SAN BERNARDINO, CALIFORNIA, 92412 • (714) 885-6503 • 825-8413



June 21, 1988

Carl F. Herbold
Best, Best & Krieger
400 Mission Square
3750 University Avenue
Post Office Box 1028
Riverside, CA 92502

RE: BYLAWS FOR BLOOD CENTERS OF CALIFORNIA, INC.

Dear Carl:

As we discussed on the telephone future members of the Blood Centers of California met last Thursday to vote on the various aspects of the preliminary Bylaws that you had drafted for us. In order to expedite matters in terms of rewriting the Bylaws, I will indicate to you the changes and/or decisions regarding each item so that you can adjust them, if possible, on your copy and then forward to me a finished draft. For simplicity, I simply will discuss each separate item in a running series of numbers:

1. The first item is a generic one. All references throughout the Bylaws to "blood banks" should be changed to "blood centers." The first appearance of this would be on the very first page under composition, for instance, where instead of "member blood bank" it should say "member blood center."
2. Under Composition, a suggestion was made that we should say "association of non-profit and non-profit public entity blood centers." This would allow for some of the centers that are part of non-profit public entity hospital districts to be included.
3. On Page 2 the top sentence should indicate that the following shall be "charter member blood centers," and this will include, in order of receipt of the charter membership initiation fee,

1. Blood Bank of San Bernardino & Riverside Counties

2)

3)

4)

TO BE FILLED IN AS WE

5)

6)

RECEIVE CHARTER MEMBERSHIP

7)

8)

FEEES

- 9)
- 10)
- 11)
- 12)
- 13)
- 14)
- 15)
- 16)
- 17)
- 18)

- 4. In the third paragraph of that page we feel that the first sentence should read "each member blood center shall designate its chief executive officer or another employee with decision-making authority to serve" Also there are two or three other times in that paragraph where the word "bank" should be changed to "center."
- 5. Under Term on the second page, we feel that the sentence should just be left "each director should hold office until his or her successor has been designated." The group felt that limiting these people to a one-year term would only mean that each year they would have to be reappointed.
- 6. Under Vacancies, the group felt that the last sentence could be deleted, since the term is decided upon by the appointing blood bank and should not be limited to any particular time frame.
- 7. On page 3 under Annual Meetings the group wanted to add in the second line the word "calendar," so that it would mean that we would meet during the first quarter of each calendar year.
- 8. In the next section, under Regular Meetings, the group wanted to indicate that of the semi-annual meetings, one of them would be the Annual Meeting. In other words, the group felt that they wanted to have two meetings a year, one of which would be the Annual Meeting. In addition, the group felt that there should be a period after the word "determine," because they felt that there was no need to specify that the meeting should be alternated between north and south. Similarly, if you skip down to Item #12 on the page, the group wished that we place a period after the word "designate," and eliminate the rest of the sentence.
- 9. The next item referred to Officers on page 5, and the group wished to just eliminate the word "all" in terms of officers attending all meetings. It was understood that officers would show up as often as possible but

they had some reservations about signifying that they would attend all meetings. They certainly are invited to attend all meetings.

10. Under **Election**, the group wanted to indicate that after stating that an officer shall hold office for one year, that this should be for a maximum of two consecutive years, or two complete terms. Similarly, at the end of that paragraph on **Election**, the statement about the officer being re-elected should be modified to indicate that an officer may be re-elected for "no more than two consecutive terms in any office."
11. Under **Removal and Resignation** on page 5, the group wanted to add after "any officer may be removed, either with or without cause, by" the phrase "two-thirds vote of the entire membership of the corporation." While we all agree that we could let people in with a majority vote, we felt that we really needed to have a strong consensus before we kicked somebody out.
12. I have to backtrack here just a little bit, in terms of resignation of officers, the question was raised that if the past president resigns do we really need to appoint another? I'm not sure this requires an answer but if it can be somehow worded in the description, it would make people feel better.
13. After the group decided that the resignation of the past president need not necessarily create a need for a replacement, they then pursued this by saying on, page 6 at the bottom of the section on **past president and president-elect**, was it really necessary to designate a past president for the initial year? If you have some good reason to feel that we should have a complete executive committee, and therefore we should do this, please feel free to put it in, since there wasn't very strong feeling about it.
14. Under the section of **Treasurer** on page 6, the group wanted to indicate that the Treasurer could write checks with only one signature for amounts up to \$500; for amounts above \$500 they wanted to indicate that two members of the Executive Committee would be required for check signing. It is possible, as we discussed it at the meeting, that we could simply make this a policy statement and not necessarily part of the Bylaws. In that case, we might have the limitation placed in here or we might indicate that the limitation is defined as part of the policies established at the meeting of June 16, 1988. This little area may be somewhat unclear, and if it is please call so we can discuss how best to address it.
15. Under the **Membership and Appointment to Committees** on page 7, the group felt that it would be cumbersome to have the chair and members of each Committee appointed annually by the President and approved by the Board. They felt that the Chairman of each Committee should be

approved by the Board but that the members of the Committee could be picked by the Committee Chairman and approved by the Executive Committee. This was felt to expedite matters and to make the functioning of the Board a little smoother. In addition, in the last sentence of that section under **Membership and Appointment**, they felt that the non-voting consultants may be called to "participate" in the Committee meeting, and therefore it should be specified that way.

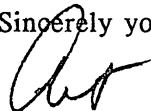
16. Under the Executive Committee, the group felt that the wording should be changed a little bit to indicate that the Board may elect other members "to" the Executive Committee rather than "of" the Executive Committee.
17. In this next item the discussion regarding the Executive Committee meeting at least quarterly, the group felt that this may be accomplished by conference call if they desired, and therefore some wording regarding conference call meetings (such as in page 4 item number 17) could be used.
18. On page 8 under **Finance Committee**, the group felt that the Treasurer should be a member, but specifically not the chairman, of the Committee. The group felt that this would avoid conflict of interest. Therefore, if you could please word it such that the Finance Committee shall consist of three or more members, all of them directors, and the treasurer shall be a member but not be its chair, this would be more acceptable.
19. The group also felt that we would eliminate the Group Purchasing Committee and the Planning and Development Committee from being standing committees, and that we would leave only the Finance Committee as a standing committee. Perhaps we need some generic format for the appointment of other committees (but I think there probably already is generic wording to that effect). As part of the wording, the group wanted to indicate that standing committees must be approved by the Board while Ad Hoc committees can be appointed by the President and approved by the Executive Committee. I am not sure whether that wording is necessary but you can give it some thought.
20. Under **Dues and Assessments**, the group decided at this meeting that it was going to establish an initiation fee for charter members which will be due and payable by the 31st of August of this year. The fee would amount to \$2,500, plus the initial \$500 that we paid, for a total of \$3,000. After the 1st of September, anyone who wishes to become a member of this Organization is going to have to pay \$20,000. The reasons for this dramatic increase I will be happy to explain to you over the phone. In addition, at this point the group decided that there would not be proportional fees and that all member banks would pay the same fee. However, the option to do so in the future in terms of assessments, etc. still exists and so perhaps the wording that you have is appropriate.

Page 5
June 21, 1988

21. On page 9, under the issue of Bonding, the group felt that we should simply say all "members of the Executive Committee handling funds shall be properly bonded at the expense of the Corporation." This, I think, should take care of the wording in that respect.

The group had no other comments to add. Most people were quite pleased with your efforts in terms of meeting the needs that we had defined for you, and the discussion was quite smooth and, I think, productive. I know this is a rather lengthy letter, but I hope it does expedite the changes that need to be made so that I can then send finished copies to all the blood centers which will then be able to present these issues to their respective Boards of Directors for approval. Thank you very much for all of your efforts and for your continuing work on behalf of the BCC.

Sincerely yours,



Arthur J. Silvergleid, M.D.
Medical and Executive Director

AJS:jkd/1200

AKS

DRAFT
BB+K 3/24/88
marked-up copy

BYLAWS
OF
BLOOD CENTERS OF CALIFORNIA, INC.

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change all Banks to centers

BYLAWS
OF
BLOOD CENTERS OF CALIFORNIA, INC.

ARTICLE I

NAME

The name of this organization is BLOOD CENTERS OF CALIFORNIA.

ARTICLE II

PURPOSES

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

ARTICLE III

MEMBERSHIP

This Corporation shall have no members, as that term is defined by Section 5056 of the California Nonprofit Corporations Law, and shall be governed solely by its Board of Directors (hereinafter referred to as the "Board").

ARTICLE IV

BOARD OF DIRECTORS

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

2. Composition. This Corporation is an association of nonprofit blood ~~banks~~^{centers} which are located in and licensed by the State of California, and each of which is referred to as a "member blood ~~bank~~". Individuals or other types of organizations shall not be associated with ~~center~~^{center}

(or ^v Non-profit public entity blood ~~bank~~ centers)

center

this Corporation. Initially, the following shall be member blood banks:

center

Blood Bank of San Bernardino & Riverside Counties

(others will be listed)

Additional member blood banks may become participants in this Corporation, subject to the requirements established by the Board and with the approval of a vote of the majority of the Board.

Each member blood bank shall designate its chief executive officer or another ~~person~~ ^{employee} to serve on this Corporation's Board, as its delegate (who, for purposes of these Bylaws, shall be called a Director). If the designated Director is unable to attend any meeting of the Board, or of one of its committees, the respective member blood bank may designate another individual as its delegate to such meeting, provided that the member blood bank notifies the President in writing of such substitution. Such substitute delegates shall have voting rights, be counted for the purpose of determining a quorum, and shall enjoy all other rights, duties and privileges of a Director at such meeting.

3. Term. Each Director shall hold office ~~for a term of one (1) year or~~ until his or her successor has been designated.

4. Vacancies. Any vacancy in the office of a Director, whether by reason of death, resignation, removal, or otherwise, shall be filled by the member blood bank which designated him or her. ~~A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.~~

5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective at the time specified therefor, and acceptance of such resignation shall not be necessary to make it effective.

6. Removal. Any Director may be removed from office with or without cause by the member blood bank which designated him or her. *create*

7. Voting Rights. Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy. *Calendar* *??*

8. Annual Meetings. The Board shall meet annually during the first quarter of each 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 transacting such other business as may come before the meeting. *to conduct the annual meet*

9. Regular Meetings. Regular meetings of the Board shall be held at least semiannually, during the first and third quarters of the year, at such time and place as the Board shall from time to time determine, ~~provided that the place of the meetings is alternated between northern and southern California.~~ *to conduct the annual meet*

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

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

12. Place. The Board shall hold its meetings at such places as it may designate, ~~provided that the meetings shall alternate between sites in northern and southern California and shall be at or near a major airport.~~

13. Quorum. Two-thirds (2/3) of the members of the Board shall constitute a quorum at any meeting of the Board; provided, however, that at least one of the

to conduct the annual meet
to conduct the annual meet
to conduct the annual meet



Corporation's elected officers must be among those present. The act of a majority of the voting power at any meeting at which a quorum is present shall be considered the act of the Board.

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.

14. Adjournment. In the absence of a quorum at a meeting of the Board, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board.

15. 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 Director 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.

*Wright
Luz
Ples
Muss*

16. Action Without 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 Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed on behalf of the Corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board without a meeting, and that the Bylaws of this Corporation authorized its Directors so to act.

17. Telephonic Meetings. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

18. Fees and Compensation. Directors, members of committees, and officers shall receive no compensation for their services. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board.

ARTICLE V

OFFICERS

1. Officers. The officers of the Corporation shall consist of a President, the Past President, the President-Elect, a Secretary, and a Treasurer, each of whom shall be a Director. Officers shall attend all meetings of the Board, its Executive Committee, and any other committee of which they are members. The Board may establish such other offices as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. When the duties do not conflict, one person, other than the President of the Board, may hold more than one of these offices.

2. Election. The officers of the Corporation shall be elected by the Board at its annual meeting. The Board may accept suggestions for nominations for officers from any Director, and officers shall be elected by a majority of the Directors present and voting. Each officer 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. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board, and the officer so elected shall hold office and serve until the next annual meeting of the Board. An officer may be reelected for ~~as many terms as his or her tenure as a Director will permit.~~ *no more than 2 consecutive terms in any office.*

*for maximum of 2 consecutive years
2 complete terms*

3. Removal and Resignation. ~~Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or, except in the case of an officer elected by the Board, by any officer upon whom such power of removal may be conferred by the Board.~~

2/3 vote of the entire membership

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein,

(if PAST-president resigns - do we need to appoint another?)

the acceptance of such resignation shall not be necessary to make it effective.

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

5. Past President and President-Elect. The past president and the president-elect shall be deemed to be officers of the Corporation. The president-elect shall preside at meetings of the Board in the event of the President's absence or incapacity, and the 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 from time to time by the Board. During the initial year, a member of the Board shall be designated the "past president" for that year.

6. Secretary. The Secretary shall 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, if special how authorized, the notice thereof given, the names of those present at the Directors' meetings, and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given, and the Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may from time to time be designated by the Board. The funds of the Corporation shall be disbursed upon the check or draft of the Corporation signed pursuant to the order of the Board. When requested by the President or the Board, the Treasurer shall render an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Handwritten notes:
Treasurer is for
2 reports from
or defined in the
minutes of
policy
of the Board

ARTICLE VI

COMMITTEES

1. Committees Generally. Committees of the Board 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 from time to time, 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 Board.

2. Membership and Appointment. Unless otherwise specified in these Bylaws, each committee shall consist of as many members as the Board shall from time to time determine. The Chair and members of each committee shall be appointed annually by the President, subject to approval by the Board. The Chair of each committee and such members as designated in these Bylaws shall be Directors. Other committee members may, but need not be Directors. When deemed necessary, nonvoting consultants may be called in the committee meeting.

Chairman
minutes by
Board
members
decided
upon
by chairman
appointed by
the
Committee

participate in
into

3. Quorum and Meetings. A 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.

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.

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

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

to

The Executive Committee shall meet at least quarterly and shall have the power to transact all regular business of the Corporation during the intervals between meetings of the Board, subject to any prior limitation

May be by conference call if per desire
in wording from 124#17

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 which will obligate the Corporation for an amount in excess of that amount which is established from time to time by the Board. The Executive Committee shall not have the power to adopt the budget or take any action which is contrary to or a substantial departure from the directions established by the Board or which represents a major change in the affairs, business or policy of the Corporation. Minutes of the Executive Committee meetings shall be submitted to the Board, and its actions shall be subject to approval or disapproval at the next regular meeting of the Board.

shall be a member list not

7. Finance Committee. The Finance Committee shall consist of three (3) or more members, all of whom shall be Directors, and the Treasurer shall be its Chair. The committee shall prepare the annual budget of the Corporation, make recommendations concerning the fiscal management of the Corporation and the expenditures of funds, and otherwise oversee the financial matters of the Corporation.

8. Group Purchasing Committee.

9. Planning and Development Committee.

*gullies
terms of
other
committees
+ has other
committees on Board*

ARTICLE VII

DUES AND ASSESSMENTS

The Board may establish and collect annual dues or other assessments based on an amount per member blood bank, on an amount proportional to the number of units of blood processed by each member blood bank, or a combination of the two methods.

The Corporation may also assess fees for goods and services which it provides to participating member blood banks.

*3,000
1,500 always paid*

12,500

*Standard - committee
- Board expense
odder - pres +
see comm*

ARTICLE VIII

GENERAL PROVISIONS

1. Offices. This Corporation shall have and continuously maintain a registered office in the State of California.
2. Bonding. All employees handling funds shall be properly bonded. *at the expense of the Corporation.*
3. Agents and Representatives. The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws, the Articles of Incorporation, and the applicable laws.
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 the Corporation, and 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 the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.
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 discloses the nature of his or her interest as required by the California Nonprofit Corporation Law.
6. Indemnification. This Corporation may indemnify any ~~Director~~ *Members of the Executive Committee*, officer, employee or agent of the Corporation for liability incurred (including judgments, fines, reasonable settlements, and reasonable attorneys' fees and 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 Law.
7. Fiscal Year. The fiscal year of this Corporation shall end on the 30th day of June of each year.

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

ARTICLE IX

AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the vote of a majority of the Directors of the Corporation present and voting at any duly held meeting of the Board, or by unanimous written consent of the members of the Board.

C E R T I F I C A T E O F S E C R E T A R Y

I, the undersigned, do hereby certify:

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

2. That the foregoing Bylaws, comprising ten (10) pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors of said Corporation at a meeting duly held on _____, 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this ____ day of _____ 1988.

Secretary

Aug 10 1988
Aug 31 88