

**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.

**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**

**Section I - 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 the Board shall conduct its affairs. 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.

**Section 2 – COMPOSITION**

This Corporation is an association of non-profit blood centers and blood centers which are affiliated with public entities, all of which are located in and licensed by the State of California, and each of which is referred to as a “member blood center.” Individuals or other types of organizations shall not be associated with this Corporation. Initially, the following shall be the charter member blood centers:

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, Northern 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

Each member blood center shall designate its chief executive officer or another employee with decision-making authority to serve on this Corporation's Board as its delegate (who, for purposes of these Bylaws, shall be called a Director). Directors are expected to attend all meetings of the Board and to actively participate in the operation of the Corporation.

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

However, if a member blood center 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 member blood center (which shall require a majority vote of the remaining blood centers) after prior (thirty – 30 – days before the meeting at which such action will be taken) written notice to its Director that such action is pending because of absences from Board meetings.

Additional blood centers may become member participants in this Corporation at the recommendation of the Executive Committee and subject to approval by a majority of the Board.

### **Section 3 – TERM**

Each Director shall hold office until his or her successor has been designated. Each member blood center 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 member blood center which designated him or her.

### **Section 5 – RESIGNATION**

Any Director may resign at any time by giving written notice of such resignation to the Secretary/Treasurer of the Corporation. Such resignation shall be effective at the time specified therefore, 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 member blood center that designated him/her.

### **Section 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.

### **Section 8 - 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 9 - REGULAR MEETINGS**

Regular meetings of the Board shall be held at least semiannually, during the first quarter and the second half (which shall be the annual meeting) of each calendar year, at such time and place, as the Board shall from time to time determine.

Members of the Board may participate in a meeting through use of a conference telephone, email or similar communications equipment. Participation in a meeting pursuant to this section constitutes presence in person at such meetings.

### **Section 10 - 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, and on such date and at such time as may be designated in the notice of such meeting.

### **Section 11 - 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 the Corporation.

### **Section 12 - PLACE**

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

### **Section 13 - QUORUM**

Simple majority of the members of the Board shall constitute a quorum at any meeting of the Board; provided, however, that at least one of the Corporation's elected officers must be among those present. The act of a majority of the voting 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 75% 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 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.

### **Section 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.

### **Section 16 – 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 Directors 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 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 e-mail and/or written consent of the Board without a meeting, and that the Bylaws of the Corporation authorized its Directors so to act.

## **Section 17 – 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**

The officers of the Corporation shall consist of a President, the Immediate Past President, the President-Elect, a Secretary/Treasurer, each of whom shall be a Director. Officers shall attend meetings of the Board, its Executive Committee, and any other committee of which they are members. The Board may establish such other officers, 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.

### **Section 2 – ELECTION**

The Board at its annual meeting shall elect the officers of the Corporation. 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. 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. The office of Secretary/Treasurer 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 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, either with or without cause, by a vote of the Directors who represent two-thirds of the total member blood centers 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 from time to time by the Board.

### **Section 5 – IMMEDIATE PAST PRESIDENT AND PRESIDENT-ELECT**

The Immediate 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 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 from time to time by the Board.

### **Section 6 – SECRETARY/TREASURER**

The Secretary/Treasurer is responsible for all the financial records of the organization 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 the 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, if special how authorized, 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 the organization.

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.

When requested by the President or the Board, the Secretary/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. The Secretary/Treasurer 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.

The Secretary/Treasurer 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/Treasurer 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.

## **Article VI – COMMITTEES**

### **Section 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 Executive Committee.

### **Section 2 – MEMBERSHIP & APPOINTMENT**

Unless otherwise specified in these Bylaws, each committee shall consist of as many 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 committees members may, but need not be, Directors. 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 by 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 the 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 the 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 the Corporation for an amount in excess of the amount that 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 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 the 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 each member center. 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 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. The committee shall review legislation, policy statements and regulatory proposals for their potential impact on California's blood supply and the members of the Corporation. The Committee oversees the legislative and regulatory matters of the Corporation.

### **ARTICLE VII – DUES & ASSESSMENTS**

The Board may establish and collect annual dues or other assessments based on an amount per member blood center, on an amount proportional to the number of units of blood processed by each member blood center, or by a combination of the two methods. The Corporation may also assess fees for goods and services that it provides to participating member blood centers.



## **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 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.

### **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 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.

### **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 the 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 the Corporation to the extent permitted by the California Nonprofit Corporation laws.

### **Section 7 – FISCAL YEAR**

The fiscal year of this Corporation shall end on the 31<sup>st</sup> day of December of each year.

**Section 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 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:

- 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 nine (9) pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors of said Corporation with board vote on September 28, 2015.

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

this \_\_\_\_\_ day of \_\_\_\_\_, 2015

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Bylaws officially adopted – September 7, 1988

Revised:

- April 1998
- March 2003
- September 2004
- March 2007
- October 2012
- September 2015

