

ASFA



AMERICAN SOCIETY FOR APHERESIS BYLAWS

ARTICLE I – NAME AND PURPOSES

Section 1. Name

The Corporation shall be known as the AMERICAN SOCIETY FOR APHERESIS (hereinafter the "Society").

Section 2. Purposes

The purpose for which the Society is organized is exclusively education, scientific, and charitable and more specifically are to:

Promote research pertaining to the study of apheresis therapy for patients and to the study of the care and management of apheresis donors;

Promote the training and use of apheresis technology for the preparation of blood components and their clinical application;

Promote the opportunity for the exchange of experiences and opinions regarding the study of apheresis through discussions, presentations and publications and to conduct and cooperate in courses of study in apheresis;

Serve as a resource to provide consultation on problems in the practice of apheresis and to assist accreditation and regulatory agencies in the formulation of standards and regulations in the field of apheresis;

Engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all of the powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Notwithstanding the foregoing or any other provision of these Bylaws:

- a.** This Society is organized and shall be operated exclusively for the educational, scientific and charitable purposes described above and no part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- b.** The Society shall not devote any significant effort, time or resources to propaganda, nor shall it participate in any political campaign on behalf of any candidate for public office.
- c.** The Society shall not carry on any other activities not permitted to be carried on (a.) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue statute or (b.) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the Corresponding provision of any future United States Internal Revenue Statute.

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision

of any future United States Internal Revenue statute, as the Board of Directors shall determine). Any of such assets not so disposed of, shall be disposed of by the court of general jurisdiction of the county which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

Article II – Offices

The Society shall have and continuously maintain in the State of Illinois a registered office and agent but may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Article III – Membership

Section 1. Membership: Classes, Qualification, Election

Membership in the Society shall consist of three classes: Individual, Associate and Honorary.

- a. Individual Membership: Individual membership shall be limited to physicians, technologists, nurses, scientists, donor recruiters and other personnel who are either: (1) actively working in the field of apheresis to provide patient or donor services and/or perform research, or (2) have demonstrated a sincere and significant interest in the field of apheresis. Individual members shall have the right to vote at all meetings of the Society.
- b. Associate Membership: Associate membership shall be limited to physicians, technologists, scientists and other individuals actively participating in the field of apheresis or who have demonstrated a sincere and significant interest in the field of apheresis, and who work for for-profit entities that manufacture, distribute, consult or sell or are in the employment of for-profit entities who manufacture, distribute, consult or sell apheresis equipment or supplies, and/or have other conflicts of interest as deemed relevant by the Board of Directors. Associate members are voting members of the Society but are not eligible for committee chair or Board of Directors appointment.
- c. Honorary Membership: Honorary membership shall be limited to individuals who have made significant contributions or performed outstanding services to the Society and have retired from the practice of apheresis. Election to honorary membership shall be by a vote of a majority of the Board of Directors. Honorary Membership carries all privileges of membership except subscription to the Journal.

Section 2. Dues

Individual and associate members shall pay annual membership dues established by resolution of the Board of Directors. Honorary members shall not be required to pay membership dues. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his/her membership will be terminated if not paid within 6 months.

Section 3. Meetings

An annual business and scientific meeting of the Society shall be held at such time and place as shall be determined by the Board of Directors of the Society. Scientific presentations shall be made by members

and /or guests; members shall elect such directors to replace directors whose terms of office have expired, and conduct such other business as is necessary and appropriate. The proceedings of the annual business meeting shall be recorded and published in an appropriate form.

Section 4. Manner of Acting

The act of the majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members of the Society, unless the act of a greater number is required by law or these Bylaws.

Section 5. Quorum

Ten percent (10%) of the voting members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the Society. If less than a quorum is present at any duly called meeting of the Society, a quorum of the Society may be called to a special meeting at the request of the President or any group of seven (7) directors or one-third of the voting members of the Society. The person or persons calling any special meeting of the members of the Society may fix any place as the place for holding such special meeting.

Section 6. Notice

Notice stating the place and time of all annual meetings shall be given not less than forty-five (45) days prior thereto by written or printed notice delivered personally, by regular mail, fax or electronic mail (e-mail) to each member at his or her address as shown in the records of the Society. Notice stating the place, time, and purpose(s) of all special meetings shall be given not less than five (5) days prior thereto by written or printed notice delivered personally, by regular mail, fax or electronic mail (e-mail) to his or her address or as shown in the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed addressed envelope, with postage thereon prepaid. If notice is given by fax, such notice shall be deemed delivered when the fax message is sent. If notice is given by electronic mail (e-mail), such notice shall be deemed delivered when the message is sent or left the Society's outbox.

Section 7. Removal

The Board of Directors reserves the right to remove any member whenever in its judgment the best interests of the Society would be served thereby.

Section 8. Withdrawal from Membership

Any member may withdraw from membership at any time by giving notice to the Board of Directors, the President, or the Society. Such resignation shall take effect at the time specified therein but shall not relieve the individual of his obligation to pay dues, assessments or any other charges incurred prior to resignation.

Article IV – Board of Directors

Section 1. General Powers

The property and affairs of the Society will be managed by the Board of Directors.

Section 2. Number

The number of directors shall be twelve (12).

Section 3. Composition, Election, Tenure and Qualifications

- a.** Qualifications, Composition: Each director shall be an Individual Member in good standing of the Society. Not fewer than four (4) directors, shall be physicians; not fewer than four (4) directors shall be allied health professionals (non-physicians). In addition to the twelve (12) voting members of the Board of Directors, the Editor-In-Chief of the Journal of Clinical Apheresis shall be an ex-officio, ad-hoc, non-voting member of the Board.
- b.** Election, Tenure: Directors shall be elected by the members at each annual meeting of the Society to serve a term of three (3) years and until his or her successor shall have been appointed and qualified. Terms shall be staggered where possible, so as to permit election of four or fewer new Board members each year. Directors shall serve consecutively no more than two three-year terms. Director terms of the elected officers of the Society may be extended by a maximum of one term (3 years) to accommodate the Presidential Track (Vice President, President-Elect, President and Immediate Past President). Newly elected officers shall take office upon the adjournment of the annual meeting at which they are elected.
- c.** Any director may be removed from office by a vote of three-quarters of the entire Board of Directors, whenever in its judgment the best interests of the Society would be served thereby. No director shall be removed unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.
- d.** If a director becomes ineligible for Individual Membership during a term, that director will have 4 weeks from the date of ineligibility to resign and/or be removed from office.

Section 4. Regular Meetings

The Board shall meet annually in conjunction with the annual meeting of the members or at such place as shall be determined by the Board of Directors of the Society to appoint committees, to set the time and date of future annual meetings of the membership, and to transact such other business as it deems necessary or appropriate. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 5. Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or of any group of seven (7) directors. The person or persons calling any special meeting of the Board of Directors may fix any place as the place for holding such special meetings.

Section 6. Notice

Notice of any regular meeting of the Board of Directors shall be given at least fourteen (14) days prior thereto, by written or printed notice delivered personally, by regular mail, fax or electronic mail (e-mail) to each director at his or her address as shown in the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon. If notice is given by fax, such notice shall be deemed delivered when the fax message is sent. If notice is given by electronic mail (e-mail), such notice shall be deemed delivered when the message

is sent or left the Society's outbox. Any director may waive notice of such meeting except where another director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise specified by these Bylaws. In the event that the meeting is to take place by conference call, the above considerations apply except that the notice shall be three (3) business days rather than fourteen (14) days and the notification must be by fax, electronic mail (e-mail) or by telephone call with the director.

Section 7. Quorum

A majority of the Board of Directors (seven) shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

Section 8. Manner of Acting

The act of a majority of the directors present at a duly called meeting, shall be the act of the Board of Directors, unless the act of a greater number is required by law, or these Bylaws. Roberts Rules of Order shall govern the conduct of all meetings.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by the Board of Directors. The filling of such vacancies shall be undertaken as soon as practicable. A director appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office, and a director elected to fill a new directorship shall serve until the adjournment of the next annual meeting of the Board and until his or her successor shall have been elected and qualified.

Section 10. Compensation

Directors shall not receive any remuneration for their services as directors. However, the Board of Directors may authorize reimbursement of reasonable expense for attendance for any meeting of the Board or activities on behalf of the Board. Nothing here in shall be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefore.

Section 11. Informal Action

Any action which is required by law or the Articles of Incorporation of the Society or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Minutes taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, provided that such members consent in writing to the recording of such communications. Minutes of such a meeting will become part of the official Society records. Participation in such a meeting shall constitute attendance.

Section 12. Fund Raising and Industry Liaison

The Board of Directors shall be responsible for coordination of all fundraising activities carried out by the Head Office in the name of the Society and for working with the Head Office in soliciting funds from appropriate industries.

Article V – Officers

Section 1. Officers

The officers of the Society shall be the President, the President-Elect, the Vice President, the Secretary, the Treasurer, and the Immediate Past President. All officers shall be elected from among the members of the Board of Directors.

Section 2. Elections, Qualifications and Tenure

The officers of the Society shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office for a term of one (1) year and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided. At least one (1) officer of the Society shall be an Allied Health Professional (non-physician) and at least one (1) officer of the Society shall be a physician.

Section 3. Removal

Any officer elected by the Board of Directors may be removed from office by a vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the Society would be served thereby.

Section 4. Vacancies

A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5. President

The President shall serve as the Chairman of the Board of Directors. He/ she shall be the principal executive officer of the Society and shall in general supervise and direct all of the business and affairs of the Society, subject to the direction and control of the Board of Directors. The President may sign, with any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of the Society, these Bylaws, or the Board of Directors to some other officer or agent of the Society. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. The President position shall proceed along the Presidential Track (Vice President, President-Elect, President and Immediate Past President), unless extenuating circumstances interfere.

Section 6. President-Elect

The President-Elect shall succeed to the Presidency upon the expiration of the President's term. The duties of the President-Elect will be delegated by the Board of Directors and customarily will include organization of the annual meeting. The President-Elect shall be prepared on assuming the office of President, to appoint chairpersons for standing committees as well as provide charges for those committees. In the event that the office of the President becomes vacant for any reason before expiration of the President's term, the President-Elect shall succeed to the office of the President as an interim position for the remainder of the current term. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President. The President-Elect position shall proceed along the Presidential Track (Vice President, President-Elect, President and Immediate Past President), unless extenuating circumstances interfere.

Section 7. Vice President

The Vice-President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform other duties as may be assigned by the Board of Directors. The Vice-President position shall proceed along the Presidential Track (Vice President, President-Elect, President and Immediate Past President), unless extenuating circumstances interfere.

Section 8. Secretary

The secretary shall be responsible for reviewing the minutes of the meetings of the Board of Directors and, in general, shall perform all duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 9. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society, and be responsible for the review of financial reports and performing other such duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall be responsible for the preparation and presentation of the annual budget for approval to the Board of Directors no later than the pre-convention Board Meeting.

Section 10. Immediate Past-President

The Immediate Past-President shall perform duties as may be assigned from time to time by the President or the Board of Directors and customarily will include chairing the Nominating Committee. The Immediate Past-President position shall proceed along the Presidential Track (Vice President, President-Elect, President and Immediate Past President), unless extenuating circumstances interfere.

Article VI – Committees

Section 1. Eligibility for Committee Membership

Only persons who are active members of the Society are eligible for appointment to committees.

Section 2. Executive Committee

- a. Composition. The Executive Committee shall consist of the officers of the Society.
- b. Authority. During the interval between meetings of the Board of Directors, the Executive Committee shall possess and may exercise the powers of the Board of Directors in the management and direction of the operations, business, and affairs of the Corporation, except as may otherwise be provided by law or these Bylaws.
- c. Meetings. Meetings of the Executive Committee may be called by any two members of said Committee upon three (3) days written notice delivered personally or sent by mail or by e-mail to each committee member at his / her address as shown on the records of the Society. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting and the act of a majority of the members present in person at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. Standing Committees

- a. General Structure: The standing committees of the Society shall be committees for Allied Health, Awards, Apheresis Applications, Organizing, Membership, Education, Public Affairs and Advocacy, International Affairs, Research, Communications, Bylaws, Abstract, Apheresis Physician Committee, and Journal of Clinical Apheresis Special Issue Committee. Each standing committee will be composed of at least four (4) members in good standing. Members of Standing Committees shall generally serve for a term of three (3) years. The term shall be staggered such that as nearly as practicable, the terms of one third of the committee members expire in any given year.
 - (1) Appointment. The President of the Society shall submit names, for Board approval, for chairpersons of each standing committee. The committee chairperson shall submit names of the members comprising the committee to the President. The committee chairperson shall have the right to remove any member from the committee in the best interest of the Society.
 - (2) Chairman. One member of each committee shall be appointed chairman of the committee by the President.
 - (3) Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.
 - (4) Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee. Each committee member shall have one vote.
- b. Allied Health Committee. The Allied Health Committee shall provide representation and recognition for the Allied Health Professionals and promote a forum for education, consultation and scientific exchange. This committee will be responsible for the Allied Health program for the annual meeting and for overseeing the development of the Principles of Apheresis Technology textbook.

- c.** Awards Committee. The Awards Committee shall provide recommendations to the Board regarding the Society's bestowing awards (monetary or non-monetary) for service, achievement, professional accomplishments, or any other purpose so designated by the Board.
- d.** Apheresis Applications Committee: The Apheresis Applications Committee shall develop guidelines of operation and appropriately modify these guidelines with the rapidly evolving science.
- e.** Organizing Committee: The Organizing Committee shall be responsible for planning the next annual meeting of the Society.
- f.** Education Committee. The Education Committee shall be in charge of educational efforts of ASFA including, but not limited to audio / visual products, regional symposia, printed education publications, basic apheresis classes, and apheresis classes.
- g.** Public Affairs and Advocacy: The Public Affairs and Advocacy Committee shall address advocacy, public relations, and regulatory issues related to apheresis and ASFA, including the development and regular review of publications relevant to reimbursement and related issues.
- h.** International Affairs Committee: The International Affairs Committee shall promote interaction and information exchange among those interested in apheresis practice worldwide.
- i.** Communications Committee: The Communications Committee shall be responsible for the electronic dissemination of information to the membership and the public, and the recruitment and retention of members of the Society.
- j.** Bylaws Committee: The Bylaws Committee shall form changes or amendments to the Bylaws as needed and as recommended by the Board for approval by the Board in accordance with existing Bylaws.
- k.** Abstract Committee: The Abstract Committee shall be responsible for reviewing and scoring abstracts submitted for the annual meeting and awarding Abstract Awards.
- l.** Apheresis Physician Committee: The Apheresis Physician Committee (APC) shall be responsible for all issues dealing with physician education, training, and competency assessments/evaluations in the discipline of Apheresis Medicine at all levels of practice in the graduate medical education and post graduate practice environments.
- m.** Journal of Clinical Apheresis Special Issue Committee: The Journal of Clinical Apheresis Special Issue Committee shall be responsible for the preparation and publication of the Journal of Clinical Apheresis Special Issue – Guidelines on the Use of Therapeutic Apheresis in Clinical Practice.
- n.** Research Committee: The Research Committee shall be responsible for all apheresis research issues related to patient and donor outcomes, including risks and potential benefits related to apheresis.

Section 4. Special Committees

Special Committees are composed of any number of members as determined by need. These committees are appointed by the President with approval of the Board. The terms of members, unless specified otherwise, expire with the President's term.

Section 5. Nominating Committee

This committee will consist of seven (7) members. Three of the members will be past presidents: the

Immediate-Past President, the Past President (one year removed), and the Past President (two years removed). The other four members shall be selected from the membership at large. The most immediate Past President will always chair the committee. The function of the committee will be to use any means available to obtain suggestions from the membership for openings on the Board. The Nominating Committee will propose a preferred nominee and an alternate nominee for all vacant positions, and a slate of Officers – and these names shall be presented for approval by the Board at least thirty (30) days in advance of the annual meeting. If the Board rejects both the proposed preferred nominee and the alternate nominee, and/or individuals on the slate of Officers, then this position will become a vacancy.

Section 6. Ad Hoc Committees

The President of the Society may from time to time establish additional Ad Hoc Committees as he / she deems advisable. The composition, size, purposes, and powers of any such committee shall be as determined by the President but shall not exceed the duration of the President's term.

Article VII – Contracts, Checks, Deposits and Gifts

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances. The Society shall have a bond for the faithful discharge of it's duties in such sums and with such sureties as the Board of Directors shall determine. The cost of such bonds or sureties may be paid from the funds of the Society.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All fund of the Society shall be deposited from time to time, to the credit of the Society, in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept, on behalf of the Society, any contribution, gift or request for general purposes or for any special purpose of the Society.

Article VIII – Books and Records

The society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors.

Article IX – Fiscal Year

The Fiscal year of the Society shall begin on the first day of each new calendar year and end the last day of that calendar year.

Article X – Waiver of Notice

Whenever any notice is required to be given under applicable law, or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI – Indemnification of Directors and Officers

The Society shall indemnify, to the full extent permitted by applicable law, every officer and director of the Society and every former director or officer, and any persons who may have served at the request or by the election or appointment by the Society as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of being or having been directors or a director or officer of the Society or such other corporation, except in relation to matters as to which any such director or officer or former director or officer or persons shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The term "expenses" shall include attorney's fees, court costs, the expenses of investigation in preparation for and attendance at trial, and amounts of judgements, fines and penalties, amounts paid at settlement, unless paid to the Society and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Society to indemnify its officers and directors.

The Society may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against liability under provisions of this Article or otherwise.

Article XII – Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members present at any duly called and constituted regular or special meeting of the Society, provided that the proposed change or changes shall have been approved by the Board of Directors and notice of the proposed change or changes shall have been submitted to the membership at least sixty (60) days in advance of any such meeting. Notice of proposed change or changes may be submitted by postal mail or electronic mail in compliance with the above time requirements.