

THE ARTICLES OF INCORPORATION AND BYLAWS OF SOUTH CENTRAL ASSOCIATION OF BLOOD BANKS

ARTICLE I

The name of the corporation is THE SOUTH CENTRAL ASSOCIATION OF BLOOD BANKS.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The corporation's duration shall be perpetual.

ARTICLE IV

The purposes of the corporation shall be:

1. To promote, foster and support the exchange of ideas and material and dissemination of information related to blood banking, transfusion medicine, cellular therapy, related technical methodology, and administrative practices associated with the above by education and open forums.
2. To provide information on current events related to blood banking to professional personnel and, on important policy questions, to represent blood banks to the general public through the region consisting of those states defined by the Association's Bylaws.
3. To assist and support training of personnel in the field and provide mechanisms for individual professional growth.
4. To promote and foster opportunities for interaction throughout the region, supporting both exchange of ideas and camaraderie.

ARTICLE V

The members of the corporation shall be classed as Institutional, Individual, and Associate Corporate. The Bylaws shall state the qualifications and the method of election of members.

ARTICLE VI

The general management of the corporation shall be vested in an Association Board of Directors, all of the members of which shall be individual members of the Corporation. The Board of Directors shall consist of the following: President, Vice President, Secretary, Treasurer, President-Elect, Immediate Past President and the Directors of the Association.

The officers of the corporation shall serve as the executive committee and shall consist of President, Vice President, Secretary, Treasurer, President-Elect and Immediate Past President.

ARTICLE VII

No director is liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except for: a breach of a director's duty of loyalty to the corporation or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; an act or omission for which liability of a director is expressly provided for by statute; or an act related to an unlawful payment or a dividend.

ARTICLE VIII

The articles may be amended by a majority vote of the voting members in good standing in attendance at any regular or special meeting of the Association provided, however, that all proposed amendments shall be submitted to the board in writing and a written copy of each proposed amendment together with the recommendation of the board shall be mailed to all voting members at least thirty (30) days prior to the next regular or special meeting of the association.

BYLAWS

SOUTH CENTRAL ASSOCIATION OF BLOOD BANKS

Adopted December 7, 1949

*Amended: 1952, 1959, 1960, 1964, 1965, 1972, 1974, 1975,
1978, 1979, 1980, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1990, 1991, 1992, 1993, 1994, 1995, 2001, 2004
2005, 2006, 2007, 2010, 2012
2014, 2016 Draft Amendments*

ARTICLE I - REGION

SECTION 1. DESCRIPTION: The Region served by the Association is defined as the states of Arizona, Arkansas, Colorado, Florida, Louisiana, Mississippi, Nevada, New Mexico, Oklahoma, and Texas. The states are apportioned into four Districts. District I includes the state of Texas; District II includes the states of Arizona, Colorado, Nevada, New Mexico and Oklahoma; District III includes the states of Arkansas, Louisiana and Mississippi, District IV, includes the state of Florida.

SECTION 2. ADDITION OF NEW STATES: A non-region state may make application to become part of the region served by the Association by filing, with the President, a petition signed by the CEO of at least two (2) prospective institutional members and by at least ten (10) prospective individual members pledging to join the association. Such application shall be approved by the Board of Directors and be presented to the voting delegates for approval and assignment to a district at the next annual meeting business meeting

SECTION 3. MINIMUM MEMBERSHIP REQUIREMENTS OF STATES: Each state shall maintain a minimum membership level of three (3) individual members. If a state falls below the aforesaid minimum as of the first day of any association calendar year, the following sanctions shall apply: After 24 months of failing to achieve the minimum membership requirements, the state concerned will lose its recognition and status in the Association. In order to be reinstated, the state must reapply as a non-region state in accordance with Section 2 of this article.

SECTION 4. REMOVAL OF DISTRICTS OR STATES: Any District or state of the Association may be removed by the Association for non-compliance with the Articles of Incorporation and Bylaws of the Association or for any cause deemed detrimental to the best interests of the Association. Such dismissal must be approved by the Board of Directors and presented to the voting delegates at the next annual meeting business meeting

ARTICLE II - OFFICERS

SECTION 1. ELECTION: The officers of the association shall serve as the Executive Committee and shall be elected for a term of one year, except for Treasurer, who shall serve three years. No officer may be elected for more than two consecutive terms. The President-Elect will automatically assume the duties of President at the election of the new board, which shall be held at the Business Meeting at the Annual Meeting by the voting membership. Elected officers shall serve until their successors are elected and qualified. If any office becomes vacant, the office shall be filled by majority vote of the Board for the unexpired portion of the term, provided that in the case of a vacancy in the office of the President, the President-Elect shall succeed. If the President-Elect cannot complete the unexpired portion of the term of President, the Vice President shall succeed to fill this unexpired portion of the term, after which time the Vice President shall be eligible for election to any office. If the office of President becomes vacant in the first half of the term, the President-Elect who completes the term is eligible for re-election as President. If the office of President becomes vacant in the second half of the term, the President-Elect, who completes the term will automatically serve the subsequent term as President.

SECTION 2. ELIGIBILITY FOR OFFICE: President-Elect: Any person who is an individual member of this Association and has served as an Officer or District Director and has attended at least 2 Board meetings in the two years immediately prior to nomination shall be eligible to hold office. Vice President, Secretary and Treasurer: Any person who is an individual member of this Association and has served as an Officer, District Director or Committee Chairman, shall be eligible to hold office.

SECTION 3. DUTIES: The President shall preside at the Annual Meeting and any special meetings of the Association and shall serve as the Chief Executive of the Association. The President shall be the Chairman of the Board and preside at its meetings and shall be an ex-officio member of all committees except the nominating

committee. The President may sign routine documents and instruments as authorized by the Board and shall appoint members to all committees in accordance with these Bylaws.

The President-Elect shall have such duties as are delegated by the Board and shall assume the duties of the President in that officer's absence.

The Vice President shall have such duties as are delegated by the Board.

The Secretary shall keep the minutes of the annual and special meetings of the Association and of the Board, plus serve all required notices. The Secretary shall keep all records of the Association, except those reserved to the Treasurer, and shall perform such other duties as are delegated by the Board.

The Treasurer shall serve as chair of the Finance Committee and shall have oversight of all funds and securities of the Association. The Treasurer shall furnish surety bonds if requested and shall make such reports as are required by the Board, and shall perform such other duties as are delegated by the Board.

SECTION 4. REIMBURSEMENT OF OFFICERS: No officer shall receive any monetary profit for activities in the Association, provided, however, the Board may by resolution vote such reasonable reimbursements as it sees fit for expenses incurred.

SECTION 5. ASSOCIATION MANAGEMENT: The Board may employ a staff, fixing the salary and fringe benefits, within the limits of the budget adopted by the Board. The Board shall provide an office as the headquarters of the Association and the official address of the Association. Certain duties of the Officers as defined by these Bylaws may be delegated by the Board to the staff.

As an alternative to paid staff, the Board may elect to engage the services of an association management firm to manage the affairs of the Association under the direction of the Board and in accordance with these Bylaws. Any individual placed in charge of funds must be bonded.

ARTICLE III - BOARD

SECTION 1. POWERS AND DUTIES: The Board shall consist of the President, Vice-President, Secretary, Treasurer, President-Elect, Immediate Past President, one District Director from each of the member Districts, one District Director At-Large and one additional District Director from each district which had either 15 institutional members or 100 individual members as of 60 days prior to the annual meeting of the Association pursuant to Article VI, Section 1 of the Association's Bylaws. The Board shall conduct all necessary business of the Association in carrying out the purpose set forth in Article IV of the Articles of Incorporation: to receive, hold, and disburse funds; to receive, hold and dispose of property; to pass on questions of membership; to call meetings of the Association; to fix membership fees; to maintain liaison with responsible, ethical organizations; to establish committees and delegate powers and duties to them; and to administer and conduct all activities of the Association not specifically reserved to the voting membership in the Articles of Incorporation and Bylaws. The Board shall keep a complete record of its meetings and activities and shall submit reports of its trusteeship, including a financial report, at the regular Annual Meeting of the Association.

SECTION 2. ELECTION: The election of District Directors, pursuant to Article III, Section 1 of these Bylaws, shall be by the voting membership in the Business Meeting at the Annual Meeting. Except as indicated below, each District Director shall be elected for two years; and shall serve consecutively no more than two terms. Terms of District Directors shall be alternated so that one Director from District I and one Director from District II are elected in odd-numbered years, and one Director from District III and a Director-at-Large are elected in even-numbered years. Election of an additional director, pursuant to Article III, Section 1, will be held in the alternate year from the initial Director position for that District. Whenever necessary to maintain the rotation as described herein, a District Director shall be elected for one year. A District which does not continue to meet the requirements for an additional Director for one year will not be entitled to elect a successor to the Director whose term expires in that year.

SECTION 3. ELIGIBILITY FOR DISTRICT DIRECTORS: Only persons who are individual members of the Association may be elected to serve as District Directors. Candidates for the position of the District Director must also live in the district represented, except that the Director-at-Large is not required to reside within the region. A

candidate shall have served at least two years on a committee and/or have demonstrated ability through prior experience to serve on the Board.

SECTION 4. DUTIES OF THE DISTRICT DIRECTORS: The District Directors shall: be available for consultation with Association members regarding local problems and interpretation of Association policy; attend all meetings of the Board; serve as a chairperson; recruit and welcome new members and re-recruit members who do not renew their memberships; attend the annual meeting of the Association; and serve as an ambassador of the Association.

SECTION 5. MEETINGS: As soon as practicable after the Business Meeting at the Annual Meeting of the Association, the newly-elected Board shall hold a regular meeting to transact any necessary business. This meeting shall be held at the place of the Annual Meeting or via web meeting within 15 days of the annual business meeting. An interim Board meeting shall be held each year. The President shall select dates and times for the interim meeting. A special meeting of the Board shall be held whenever called by the President or by a majority of the Board.

SECTION 6. NOTICE OF MEETINGS: Notice of all meetings of the Board shall be sent by postal or electronic mail to all members of the Board at their preferred address at least ten (10) days prior to the time of each meeting. Notice may be waived by any member of the Board before, at, or after any meeting.

SECTION 7. VACANCIES: Vacancies in offices other than President shall be filled with any qualified member of the Association. *If the Immediate Past President cannot complete the unexpired portion of the term, a past president of the Association shall be elected by majority vote of the Board to complete the term.* Those so selected shall serve the unexpired portion of the office being filled.

SECTION 8. QUORUM: A majority of the Board members shall constitute a quorum for the transaction of business, and a majority vote of those present shall be necessary to pass any motion of resolution.

ARTICLE IV - MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP: There shall be three classes of membership in this Association; Institutional, Individual and Associate Corporate.

SECTION 2. INSTITUTIONAL MEMBERSHIP: An institutional membership shall be open to any blood bank or transfusion service which is engaged in any of the following functions: donor recruiting, donor phlebotomy, blood processing, storage, distribution, testing, crossmatching and administration.

Voting in the Association shall be solely by the Institutional members. For such purpose the institutional members shall be represented by a responsible person duly certified in writing by the institution's chief executive officer or designee. No one person shall be permitted to vote on behalf of more than one institutional member in any regular or special Business Meeting of the Association. All letters of certification shall be received in the Central Office not less than one week prior to the meeting at which the official representative of institutional members are to vote. The Association may issue voting credentials to an alternate delegate of the institutional member in emergency situations where the designated delegate is unable to attend the Business Meeting.

SECTION 3. INDIVIDUAL MEMBERSHIP: An individual membership shall be open to any person interested in blood banking. Individual members shall have no vote in any regular or special Business Meetings of the Association, but may hold office, if qualified according to these Bylaws. Individual members may hold a meeting prior to or concurrent with the regular Business Meeting of the Association and action will be transmitted to the Board as recommendations.

Individual Memberships for a reduced annual dues fee shall be open to students who are enrolled at least half-time in a blood banking or medical technology program and physicians in training who are in medical school, residency or a fellowship program. Student members shall have the full rights and privileges of individual membership.

The Board or members may award honorary life Individual Membership to any person who, in its opinion, has made an outstanding contribution to blood banks or the advancement of hemotherapy. Honorary life members shall have the full rights and privileges of Individual Membership. Also, any member upon request or nomination who retires from the active practice of transfusion medicine or blood banking with ten (10) years of membership in SCABB may be awarded honorary life membership. SCABB Past Presidents will automatically be made honorary life members upon retirement from the active practice of transfusion medicine or blood banking.

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SECTION 4. ASSOCIATE CORPORATE MEMBERSHIP: Organizations interested in the purposes and objectives of the Association, but not eligible for institutional or individual membership may apply for associate corporate membership. Associate corporate members shall have no vote in any regular or special meetings of the Association.

SECTION 5. PROCEDURE FOR MEMBERSHIP: Each prospective member must make application on a form prescribed by the Board.

SECTION 6. ANNUAL DUES: Annual dues shall be set by the Board and approved by the membership. Honorary life members are not required to pay dues.

SECTION 7. SUSTAINING MEMBERSHIP: Institutional or Individual members making an annual monetary contribution to the Association, equal to or exceeding the amount as determined by the Board, in addition to annual dues, will be recognized as sustaining members for that year.

ARTICLE V - SUSPENSION OF PRIVILEGES

SECTION 1. NONPAYMENT OF DUES: Any member shall be considered delinquent after failure to pay dues by the time for registration for the Annual Meeting. Thirty (30) days after written notification thereof, the member shall be dropped from the membership rolls and deprived of all rights and privileges. Reinstatement may be accomplished at any time by reapplication and payment of the current year's applicable dues.

SECTION 2. SUSPENSION OR EXPULSION: The Board shall have the power to suspend or expel a member of the Association for non-compliance with the Articles of Incorporation and Bylaws of this Association or for any cause which in the judgment of the Board shall be deemed detrimental to the best interests of the Association. A member shall be given an opportunity for a hearing before the Board only after charges have been preferred in writing and transmitted by certified mail to the accused thirty (30) days prior to the meeting. The accused may reply in writing or in person and shall be given full opportunity for defense before the Board. A suspended or expelled member shall forfeit all his rights and privileges during the period of his suspension. In the event charges are preferred against an institutional member, that institutional member shall be represented by a responsible person certified in writing by the executive head of the institution. The Board may remove any officer or member of the Board if it considers the person's conduct detrimental to the policies of the Association or if such conduct causes inefficient performance of duties as an officer or Board member. These duties shall include prepared attendance at all regularly scheduled meetings of the Board unless excused by the President for emergency reasons.

ARTICLE VI - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE: The executive committee shall be comprised of the President, as chair, the President-Elect, the Vice President, the Treasurer, the Secretary and the Immediate Past President. The executive committee shall meet whenever called by the President to react to immediate concerns of significance to the Association. The executive committee shall oversee policy and Association operations, budget and make recommendations to the Board.

SECTION 2. STANDING COMMITTEES: The standing committees of the Association shall be the committees on membership and finance.

The committee on finance shall be composed of at least three (3) but no more than five (5) members; Each District will have at least one member representative on the committee. The Treasurer may serve as the representative of the District of his/her residence. The finance committee shall be responsible for the preparation of the annual budget. This committee shall present the budget for approval to the Board no later than thirty days prior to the beginning of the fiscal year. The Treasurer shall serve as chair of this committee.

The committee on membership shall be composed of at least one member representative from each district and one member-at-large representative. This committee shall be responsible for the recruitment and retention of members.

Each member of a standing committee shall serve for a term of two years. The terms of members of the committees shall be alternated such that, as nearly as practicable, no more than two members' terms expire in any given year.

SECTION 3. SPECIAL COMMITTEES: Special committees may be created and their members appointed by the President of the Association. Special committees may be composed of any number of members as determined by need. The terms of each member shall expire at the completion of the Annual Meeting.

SECTION 4. NOMINATING COMMITTEE: The President, shall appoint a committee to prepare nominations for the various offices of the Association. The Nominating Committee will be comprised of a committee chair and one individual member from each of the Districts represented. Nominating Committee appointments must be approved by the Board of Directors. The names of all persons on this committee shall be announced not less than sixty (60) days prior to the Annual Meeting, with the slate of nominees announced not less than ten (10) days prior to the Annual Meeting.

SECTION 5. ELIGIBILITY FOR COMMITTEE MEMBERSHIP: Persons who are Individual members of the Association or an individual designated by an Institutional member of the Association are eligible for appointment to any committee.

ARTICLE VII - MEETINGS

SECTION 1. TIME AND PLACE OF MEETINGS: The Association shall hold a regular meeting at least once each calendar year at a time and place designated by the Board. This meeting will be called the Annual Meeting and will consist of scientific/administrative sessions, other educational sessions, and the Business Meeting. Special meetings shall be called by the President, on action of the Board, or on petition of a majority of the institutional members. All such special meetings shall be at such time, and place as are designated by the Board.

SECTION 2. NOTICE OF MEETINGS. Notice of regular Annual Meetings shall be made in an official publication of the Association and a copy shall be sent by postal or electronic mail to each member's preferred address, as it appears on the books of this Association, at least ten (10) days but not more than fifty (50) days prior to the meeting. Notice of each special meeting shall be given in writing and shall state the time, place and purpose, and a copy thereof shall be sent by postal or electronic mail to each member's preferred address, as it appears on the books of the Association, at least ten (10) days but not more than fifty (50) days prior to the time for holding such meeting. No business shall be transacted at a special meeting other than that stated in the purpose of the call.

ARTICLE VIII - CONDUCT OF BUSINESS

SECTION 1. QUORUM: A quorum shall consist of a majority of the voting members registered at the regular or special meeting of the Association in session.

SECTION 2. RULES OF ORDER: Robert's Rules of Order for parliamentary procedure shall govern the conduct of all meetings.

SECTION 3. AMENDMENTS: The Bylaws may be amended by a majority vote of the voting members in good standing in attendance at any regular or special meetings of the Association; provided, however, that all proposed amendments shall be submitted to the Board in writing and a written copy of each proposed amendment, together with the recommendation of the Board shall be mailed to all voting members at least thirty (30) days prior to the next regular or special meeting of the Association.

ARTICLE IX - AUDIT

The financial records of the Association shall be audited by an independent auditor every fifth year and reviewed by an independent auditor in the four off years.

A report on the annual financial review shall be distributed to members of the Board at the pre-convention Board meeting and made available to the membership upon request.