

# Bylaws for the Virginia State Perfusion Society

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1. **Bylaws for the Virginia State Perfusion Society**

2. **The Virginia State Perfusion Society**

3. **Principal Office**

1. The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is located at 12845 Victory Lakes Loop, Bristow, VA 20136.
2. The board of directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.
3. The board of directors may at any time establish or subordinate offices at any place(s) where the corporation is qualified to conduct its activities.

4. **Purposes and Limitations**

1. General Purpose

- i. The purpose of the Virginia State Perfusion Society is to engage in any lawful act or activity for which a corporation may be organized under such law.
- ii. Within the context of the general purposes stated above, this corporation shall: Promote the use of extracorporeal technology and to assure the highest quality of care is delivered to the general public.

5. **Members**

Qualifications and Rights of Membership

1. Classes and Qualifications

This corporation shall have three (3) classes of members, designated as follows:

- I. ***Active Members***- Class I: Clinically active perfusionists practicing Cardio-Pulmonary Bypass Define "Clinically active" perfusionist. Does this include perfusion trained ECMO specialists? -Dave Fitzgerald 2/26/09 3:00 PM primarily within the Commonwealth of Virginia. These individuals shall be eligible for membership on approval of the membership application by the board and the payment of such dues and fees as the board may fix from time to time. Active Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.
- II. ***Sustaining Members***- Class II: Other individuals dedicated to the purposes of the corporation, or, who at one time met the criteria for active membership. Sustaining members do not have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation. Sustaining members may also be comprised of former active members that no longer practice perfusion in the Commonwealth of Virginia. Describe the mechanism for active members that move out of the state -Dave Fitzgerald 2/26/09 2:59 PM

III. **Student Members**- Class III: The qualifications for student members are as follows: An individual enrolled in a program of perfusion training accredited by C.A.A.H.E.P. or A.C.-P.E. Student members do not have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation. **Removal of last sentence- incomplete -Dave Fitzgerald 2/26/09 3:01 PM**

#### 2. **Dues, Fees, and Assessments**

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.

#### 3. **Good Standing**

Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

#### 4. **Termination and Suspension of Membership**

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) Failure of a member to pay dues, fees, or assessments as set by the board within six months after they become due and payable;
- (d) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- (e) A person whose membership is suspended shall not be a member during the period of suspension.
- (f) The member shall be given 30 **30 days instead of 15 -Dave Fitzgerald 2/26/09 2:58 PM**days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (g) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the board or by a committee **Removed "person" -Dave Fitzgerald 2/26/09 2:56 PM**authorized by the board to determine whether the expulsion or suspension should take place.
- (h) The board or committee **Remove "person" -Dave Fitzgerald 2/26/09 2:57 PM**shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the board or committee shall be final.

**Remove "Person" -Dave Fitzgerald 2/26/09 2:58 PM**

#### 6. **Meetings of Members**

- 1. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- 2. A special meeting may be called by a simple majority of the Board of Directors or by the President of the Society.

3. Notice of each meeting shall be given to each voting member, by standard or electronic mail, not more than sixty (60) and not less than twenty-five (25) days before the meeting.
4. In the event a voting representative of an Active Member is unable to be present to cast his/her vote at any annual or special meeting, the voting representative will be allowed to cast his/her vote by proxy.

## 7. **Board of Directors**

### 1. General Powers

- i. The Board is responsible for the overall policy and direction of the corporation.
- ii. The Board must approve the budget and any major change in the budget.
- iii. The Board receives no compensation other than reimbursement for reasonable expenses.
- iv. The Board appoints and removes at the pleasure of the board all of the corporation's officers, agents, and employees: prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws: and fix their compensation and require from them security for faithful performance of their duties.
- v. Change the principal office or the principal business office from one location to another.
- vi. Adopt and use a corporate seal.

### 2. Board Composition, Elections and Terms of Office

- i. The Board shall have at least 5 members.
- ii. The Board of Directors is comprised of the following;
  1. President
  2. Vice President
  3. Secretary
  4. Treasurer
  5. Member At Large
- iii. The qualification for directors is that each director must be a clinically active perfusionist practicing primarily within the state of Virginia.
- iv. All board members shall serve a two-year term, but are eligible for re-election. No Board member shall serve more than two consecutive two year terms unless a successor can not be identified. The Board member will remain in office until a qualified member is assigned by the Board of Directors.
- v. Nominations for the Board of Directors position will be accepted using the following mechanisms:
  1. Virginia State Perfusion Society Willingness to Serve application.
  2. Virginia State Perfusion Society Nomination form.
- vi. These nominations shall be sent out to the Board members with the regular board meeting announcement.

- vii. Ballots will be made available to all Active Members of the Virginia State Perfusion Society.
  - viii. Newly elected Board Members will begin serving their terms at the annual State Society Meeting.
3. Vacancies
- i. Events causing vacancy
    - 1. Death or resignation of the of any director
    - 2. The vote of the directors
    - 3. The increase of the authorized number of directors.
  - ii. Resignations
    - 1. Any director may resign by giving written notice to the Secretary or President.
    - 2. The resignation shall be effective at the time it is given unless otherwise specified.
  - iii. Terminations
    - 1. A Board member shall be dropped for excess absences from the Board if he/she has three unexcused absences from Board meetings / conference calls in a year.
    - 2. A Board member may be removed for other reasons by a simple majority vote of the remaining directors.
  - iv. Filling Vacancies
    - 1. The Board may elect a successor to take the office when the resignation becomes effective.
    - 2. All vacancies will be filled only to the end of the particular Board member's term.
4. Quorum
- i. A quorum must be attended by at least a majority of the Board members before business can be transacted or motions made or passed.
5. Meeting Frequency
- i. The Board shall meet at least quarterly, at an agreed upon time and place. These meetings may be conducted in person or via conference call.
  - ii. Conference calls must permit all persons participating in the meeting to hear each other at the same time.
  - iii. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.
6. Voting at Meetings
- i. Votes may be cast at regular or special Board meetings by voice, by a show of hands, or by written ballot.
  - ii. Votes may also be cast by telephone, electronic mail, facsimile or another electronic transmission if the voting director is participating in a meeting by conference telephone or other communications equipment which allows all those participating to hear each other at the same time. For purposes hereof, a written consent and the signing thereof may be accomplished by one or more electronic transmission.

## 7. Action Without Meeting

- i. The Board of Directors may take action without a meeting if the action is taken by all members of the Board.
- ii. The action shall be documented, signed by each director either before or after the action is taken, and included with other Board minutes or filed with the corporate records reflecting the action taken.
- iii. Action taken by written consent shall have the same effect as a vote taken at a meeting of the Board.

## 8. Conflict of Interest

- i. In the event any director of staff has a personal or business interest in or is involved with an organization with whom the corporation is considering a business transaction, such interest or involvement shall be disclosed to the corporation. In such event, the director shall answer pertinent questions of other directors, staff or committee members when knowledge regarding the matter will assist the corporation. However, the director shall not vote on any such proposed business transaction where such an interest exists. No such transaction shall be approved except by the majority consent of those present after being fully advised of the interest of the disqualified board member. Failure to reasonably disclose a potential conflict or interest or other violation of this policy may result in immediate dismissal from the board or staff.

## 8. Committees

### 1. Committees of the Board

- i. The Board may create one or more committee on behalf of the Corporation.
- ii. A chairperson of any committee established will be appointed by the Board.
- iii. No committee, regardless of Board resolution, may provide the following;
  1. Take any final action on any matter.
  2. Fill vacancies on the Board or any committee.
  3. Alter compensation of the Directors
  4. Amend or repeal bylaws
  5. Amend or repeal Board resolutions
  6. Create other committees.
  7. Approve any contract or transaction on behalf of the Corporation.

## 9. Board Directors and Duties

1. There shall be five officers of the Board consisting of a President, Vice President, Secretary, Treasurer and Member-at-Large. Their duties are as follows:
  - i. The President shall convene regularly schedule Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice President, Secretary, Treasurer and Member-at-large.

- ii. The Vice President will chair committees on special subjects as designated by the Board and will serve in place of the President, if the President is unavailable.
- iii. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out minute announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- iv. The Treasurer shall make a report at each Board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer may chair the Finance Committee.
- v. The Member-at-large represents the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure. The Member at Large also constructs projects to further the goals of the organization or to develop services for the membership. The Member at Large would also assist with conference and meeting planning and production.

10. Fiscal Year

- 1. The Corporation's fiscal year shall be July 1 through June 30.

11. Financial Records

- 1. The financial records of the corporation are public information and shall be made available to the membership, Board members and the public.

12. Parliamentary Authority

- 1. Robert's Rules of Order, latest edition, shall be the parliamentary authority governing the corporation.

13. Amendments

- 1. The power to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws shall be vested in the Board of Directors. Any amendment to the Bylaws shall be submitted to the Board of Directors in writing not less than thirty days prior to the meeting at which the amendment is to be considered.

14. Indemnification

- 1. The Corporation will provide indemnification for Board members and officers who have acted in good faith on behalf of the Corporation.

15. Certificate of Secretary

We certify that we are the duly elected Board members of the Virginia State Perfusion Society, a nonprofit corporation. The above bylaws, consisting of 8 pages, are the bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_ and that they have not been amended or modified since that date.

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President Vice President

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Secretary Treasurer

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Member-at-Large Executed on- Date