

**August 10, 2015**  
**AABB BYLAWS**

## **CHAPTER I. NAME**

The name of the corporation is American Association of Blood Banks, an Illinois not-for-profit corporation doing business as AABB.

## **CHAPTER II. PURPOSES**

AABB is an association of blood banks, including hospitals and blood centers, transfusion and transplantation services, and molecular testing facilities, and individuals involved in activities related to transfusion and transplantation medicine, cellular therapies and molecular testing. AABB supports high standards of medical, technical and administrative performance, scientific investigation, clinical application and education to optimize patient and donor care and safety. It is dedicated to encouraging the voluntary donation of blood and other tissues and organs through education, public information and research.

AABB provides leadership in blood banking, tissue banking, transfusion medicine and tissue transplantation, cellular therapies and molecular testing by:

- A. Educating members, affiliates, physicians, other health care providers, donors, patients, policy makers and the public.
- B. Providing a forum for professionals to exchange information and ideas.
- C. Improving the quality and efficacy of transfusion, transplantation, cellular therapies, and molecular testing practices by establishing and promulgating standards.
- D. Assisting our members and affiliates in ensuring a safe and adequate supply of blood and transplantable tissue.
- E. Assisting our members and affiliates in effectively and efficiently implementing technological advances.
- F. Promoting scientific research.

## **CHAPTER III. OFFICES**

### **Section 1. Principal Office**

The principal office of AABB shall be the National Office and the location of the National Office may be at any place where AABB is qualified to operate.

### **Section 2. Other Offices**

District or branch offices may be established by the Board of Directors at any place or places where AABB is qualified to operate.

## **CHAPTER IV. MEMBERSHIP AND AFFILIATION**

### **Section 1. Classes of Membership and Affiliation**

There shall be separate classes of membership and affiliation as set forth in this chapter.

### **Section 2. General Requirements**

- A. Membership or affiliation in each class shall be determined by the Board of Directors upon submission of a completed official membership or affiliation application.
- B. No member or affiliate of any class, by virtue of that membership or affiliation, acquires any pecuniary or proprietary interest in AABB's property or other assets and no member or Corporate Affiliate shall be entitled to receive any part of AABB's earnings or assets by such membership or affiliation.
- C. Institutional Members and Corporate Affiliates must operate in accordance with AABB's Code of Ethics.
- D. Individual Members must conduct themselves in accordance with AABB's Code of Ethics.

### **Section 3. Institutional Membership**

- A. Any organization, professional group or governmental entity that provides direct services, resources and/or oversight in the fields of blood banking, transfusion and transplantation medicine, cellular therapies or molecular testing shall be eligible to become an Institutional Member.
- B. Each Institutional Member shall have one vote in any regular or special meeting of AABB, in any election of officers or at-large directors or in any action taken by electronic vote.

### **Section 4. Corporate Affiliates**

- A. Any company serving the blood banking, transfusion and transplantation medicine, cellular therapies or molecular testing industry is eligible to be a Corporate Affiliate if it meets the requirements of Sections 2A-C of this chapter.
- B. A Corporate Affiliate shall have no vote in any election of officers or directors, in any regular or special meeting of AABB, nor in any action taken by electronic vote.

### **Section 5. Individual Membership**

- A. Active Membership. Any individual who is currently involved in activities related to transfusion and transplantation medicine, cellular therapies or molecular testing may be an Active Member.
- B. Honorary Membership. The Board of Directors may elect to grant Honorary Membership to any individual who, in its opinion, has made an outstanding contribution toward the purposes of AABB.
- C. Life Membership. Life Membership may be granted by the Board to those who have been active members of AABB for 30 consecutive years, provided said members make application for such status.
- D. Each Individual Member shall have one vote in any election of officers or at-large directors and in any regular or special meeting of AABB.

## **CHAPTER V. MEETING OF MEMBERS**

### **Section 1. Regular Annual Meeting**

AABB shall hold a regular administrative, scientific, educational and business meeting at least once each calendar year, at a time and place designated by the Board of Directors. Notice of regular annual meetings shall be given in an official publication of AABB at least 45 days prior to the meeting.

### **Section 2. Special Meetings**

Special meetings shall be called by the president on request of the Board or on petition of 20 percent of each of the Institutional Members and of the Individual Members filed with the secretary. All special meetings shall be held at such time and place as are designated by the Board. Notice of each special meeting shall be given in writing, and shall state its time, place and purpose, and a copy thereof shall be sent by mail or electronic means to each voting member at the address that appears in the records of AABB at least 30 days prior to the time of such meeting. No business shall be transacted at a special meeting other than as stated in the call thereof.

### **Section 3. Quorum**

A quorum shall consist of those Individual Members and those voting representatives of Institutional Members present at a regular or special meeting whose credentials have been accepted in accordance with provisions in Section 4 of this chapter.

### **Section 4. Voting**

A. Record Date. The Board of Directors shall fix, in advance, a date as the record date for the purpose of determining the Institutional and Individual Members entitled to notice of, or to vote on any issue for any proper purpose (Record Date). Such date shall be no more than 60 days and, for a meeting or vote of members, not less than five days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days, immediately preceding the date of such meeting or electronic vote.

B. Exercising Voting Rights. For purposes of exercising its right to vote, each Institutional Member in good standing shall be officially represented by a responsible person, selected by the institution, who may vote on its behalf. All voting representatives of Institutional Members shall be registered with the secretary by the Record Date and, upon request by AABB, present credentials. Individual Members shall be members in good standing by the Record Date. No person may vote on behalf of more than one Institutional Member and himself or herself as an Individual Member in any regular or special meeting or election of officers or at-large directors.

## **CHAPTER VI. BOARD OF DIRECTORS**

### **Section 1. Qualifications**

Only Active Members may be elected to the Board of Directors.

## **Section 2. Structure**

The members of the Board of Directors, hereinafter referred to as the "Board," shall consist of the president, vice president, secretary, treasurer, president-elect, past president, 10 at-large directors elected from among the Individual Members, up to two additional directors appointed for relevant expertise by the Board and one director from each eligible Section of Individual Members as provided in Chapter X, Section 1. The Chief Executive Officer (CEO) shall serve as a director, ex-officio, but shall not vote, except as otherwise provided herein. The composition of the Board shall be broadly reflective of the professional roles, education and experience of AABB's Individual Members and the work in which AABB's Institutional Members are engaged. Board members shall possess such skills and experience as are necessary to fulfill their obligations as set forth in these Bylaws. There shall be no fewer than five members of the Board who are affiliated with an AABB Institutional Member. For purposes of these requirements, all directors and officers other than the CEO shall be considered. At-large directors shall be elected for two-year terms. Appointed directors shall serve for one-year terms. Terms for at-large directors shall be staggered to provide for elections of one half of the directors each year. Except with respect to the CEO serving as a non-voting director ex-officio, no individual shall serve for more than five years consecutively in any one or more director positions. At-large directors may be re-elected following a three-year hiatus from the Board.

## **Section 3. Duties and Responsibilities**

The Board shall formulate policy for AABB and, subject to the Articles of Incorporation and these Bylaws, the Board is expressly empowered to receive, hold and dispose of property; to pass on questions of membership; to call meetings of AABB; to fix membership fees; to maintain liaison with responsible ethical organizations; to establish committees and delegate powers and duties to them (except as otherwise specified in these Bylaws); delegate powers and duties to the officers and the CEO (except as otherwise specified in these Bylaws); and to administer and conduct other activities of AABB not expressly reserved to the membership.

## **Section 4. Executive Committee of the Board of Directors**

There shall be an Executive Committee of the Board composed of the officers as defined in Chapter VII, Section 1, and the CEO. The Executive Committee shall conduct all necessary business of AABB in the interim between the sessions of the Board, and shall report the results of its meetings, deliberations and other actions to the Board in a timely manner.

## **Section 5. Records**

The Board shall keep a complete record of its meetings and actions and shall submit reports of its trusteeship, including a financial report, for approval at the next annual or special meeting of AABB.

## **Section 6. Nominations and Elections**

The president, with the approval of the Board, shall appoint a Nominating Committee in accordance with Article IX, Section 5. Nominations for at-large directors may also be

made by the written petition of at least 1 percent of members entitled to vote on the office as of June 30 of the preceding year, submitted at least 60 days before the annual business meeting. The Nominating Committee shall assign specific positions for at-large director nominees, including those submitted through valid petitions. No nominations will be accepted from the floor at the annual business meeting.

Elections shall be conducted by electronic ballot sent with the names of all nominees at least 45 days before the annual business meeting. Electronic ballots must be received at the National Office at least 15 days before the annual business meeting, where the results of elections will be announced. Notwithstanding the foregoing, if there is only one nominee for each elected position, the Board of Directors may determine to hold the election at the annual business meeting rather than by electronic ballot. In such event, election shall be by oral vote of those eligible members present at the annual business meeting and entitled to vote in accordance with these Bylaws. Notice of the decision to act by oral vote shall be provided to all members immediately following the determination that there is no position available for which there is more than one candidate.

The Individual voting membership and the Institutional voting membership shall elect the officers and at-large directors.

#### **Section 7. Meetings**

As soon as it is practical, and within five days following the annual business meeting of AABB, the newly constituted Board shall hold a regular meeting to transact any necessary business. The Board shall meet thereafter at such time and place as its members shall determine, provided that it shall always meet at the annual meeting of AABB. A special meeting of the Board shall be held whenever called by the president or by a majority of the members of the Board.

#### **Section 8. Notice of Meetings**

Notice of all meetings of the Board shall be sent to each member of the Board at least 15 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 9. Vacancies**

Should any director fail or be unable to fulfill his or her obligation as a director, the directorship shall be declared vacant by the Board at its next regular meeting. The remaining members of the Board, by majority vote, may select an individual who meets all requirements for service to complete the unexpired term of his or her predecessor in office. The remaining members of the Board may alternatively elect to allow the position to be filled by election by the voting membership in accordance with Article VI, Section 6. The elected individual will complete the unexpired term of his or her predecessor in office.

### **Section 10. Quorum**

A majority of Board members shall constitute a quorum for the transaction of business. Except in circumstances as specified in *Standard Code of Parliamentary Procedure*, latest revision, and as provided by applicable law, the majority vote shall prevail.

### **Section 11. Taking Office**

Individuals elected to serve as members of the Board shall assume office at the beginning of the first meeting of the Board held after their election.

### **Section 12. Compensation of Officers**

No officer or director shall receive any pecuniary profit from his or her activities in AABB. Notwithstanding the foregoing, the CEO shall be entitled to receive such compensation as is awarded for performance of responsibilities related to service as the Chief Executive Officer.

## **CHAPTER VII. OFFICERS**

### **Section 1. Officers**

The officers of AABB shall consist of the president, vice president, secretary, treasurer, president-elect and past president.

### **Section 2. Terms**

The terms of office for the vice president, secretary and treasurer shall be one year. No individual shall serve more than three terms in any one such office. One individual shall be elected each year to become the president of AABB. The individual shall serve three consecutive one year terms. The initial term shall be as president-elect, the second shall be as president and the third shall be as past president.

### **Section 3. Duties**

A. President. The president shall preside at the annual and special meetings of AABB. The president shall be the chair of the Board and preside at its meetings, and shall be a non-voting ex-officio member of all committees, unless otherwise specified in these Bylaws. The president shall appoint members to all special and standing committees, with the approval of the Board.

B. President-Elect. The president-elect shall serve as the chair of the Governance Committee, as well as a non-voting ex-officio member of all other committees, with the exception of the Nominating Committee. The president-elect shall have such duties as are delegated by the president in the president's absence, shall succeed to the office of president, and shall assume the duties of the president as defined in these Bylaws.

C. Past President. The past president shall serve as a voting ex-officio member of the Nominating Committee and also shall have such duties as may be assigned by the Board.

D. Vice President. The vice president shall have such duties as may be assigned by the Board.

E. Secretary. The secretary shall serve as chair of the Audit and Ethics Committee, as a voting ex-officio member of the Governance Committee and shall ensure that the financial records of AABB are audited annually by a certified public accountant. The secretary shall have the authority to certify, or cause to be certified, these Bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of AABB as true and correct copies thereof. The secretary shall certify the minutes of the annual and special meetings of AABB and of meetings of the Board. The secretary, in general, shall perform all duties incident to the office of secretary, and such other duties as may be assigned by the Board.

F. Treasurer. The chair of the Finance Committee, who shall be appointed by the president, shall serve as treasurer. The treasurer shall make such reports as are required by the Board and, in general, perform all duties incident to the office of treasurer, and such other duties as may be assigned by the Board.

#### **Section 4. Vacancies**

If the office of president becomes vacant, the president-elect shall succeed and serve as president for the unexpired portion of the one-year term. In the succeeding year, the president-elect shall serve the term for which he or she was elected to be president, and the office of past president shall be vacant. If the office of president-elect becomes vacant, it shall remain vacant for the unexpired portion of the one-year term. If the office becomes vacant for any reason other than that the president-elect succeeded to fill the unexpired portion of the president's term, then at the next annual meeting of AABB, a person shall be elected to serve two one-year terms, the first term as president and the second term as past president. If the office of past president becomes vacant, it shall remain vacant for the unexpired portion of the one-year term.

If any other office becomes vacant, the remaining members of the Board may appoint a director to serve the unexpired portion of the term.

### **CHAPTER VIII. MANAGEMENT**

Management of the activities of AABB shall be under the direction of the CEO. The CEO may sign routine documents and instruments necessary to the transaction of the business of AABB, and other documents and instruments as authorized by the Board.

The CEO shall be appointed by the president with the approval of the Board. The CEO shall implement the policies of AABB as determined by the Board. The CEO shall report to the president and be responsible to the Board. Other personnel required for specific activities of AABB shall be under the direction of and responsible to the CEO.

### **CHAPTER IX. COMMITTEES**

#### **Section 1. Standing Committees**

The Standing Committees of AABB shall be as follows:

Audit and Ethics  
Finance  
Governance  
Human Resources  
Membership

## **Section 2. Special Committees**

Special committees may be created by the Board as provided in Chapter VI, Section 3, in order to further the interests of AABB.

## **Section 3. Appointment**

The president of AABB shall appoint members to all special and standing committees, with the approval of the Board, for such terms as the Board may establish. The Board may also approve appointments to committees made by the president-elect where the terms of such appointments are effective at the Annual Business Meeting at which the president-elect assumes the office of president. No committee member shall serve on any committee for more than six consecutive years, except that such member may serve as the chair of such committee for no more than three additional years. The Board may provide for the staggering of terms and establish a policy for reappointment, subject to the limitations of these Bylaws.

## **Section 4. Duties and Responsibilities**

Committees shall have duties and responsibilities as the Board may assign, except as these Bylaws may otherwise specify. All committees shall report to the Board at such times and in such manner as the Board may require, and the Board may establish councils for this purpose.

## **Section 5. Nominating Committee**

The president, with the approval of the Board, shall appoint a Nominating Committee of seven persons. The seven-person Nominating Committee shall consist of the president, the past president, a representative from each membership Section, and three individual AABB members to reflect the professional, geographic and demographic diversity of the membership. The president shall sit as a voting ex-officio member of the Nominating Committee and shall appoint a chair, provided that the chair may not be the president or the past president. No other current member of the Board shall be eligible for appointment to the Nominating Committee. The Nominating Committee shall prepare nominations for the at-large directors and the officers, with the exception of the treasurer.

## **Section 6. Governance Committee**

The president, with the approval of the Board, shall appoint a Governance Committee and the president-elect shall serve as chair. The Governance Committee members shall consist of the secretary, the CEO, and up to five non-Executive Committee Board members appointed by the president. All Governance Committee members shall be entitled to vote.

## **CHAPTER X. SECTIONS OF INDIVIDUAL MEMBERS**

### **Section 1. Formation**

On the written petition of at least 15 percent of each of the Individual voting membership and the Institutional voting membership of AABB, the Board may establish a Section of Individual Members. No such Section may be established without defined duties to be performed and objectives to be achieved.

### **Section 2. Board Representation**

Each Section will establish the procedures, guidelines and qualifications, subject to Board approval, for representation on the Board by a director as provided in Chapter VI, Section 2.

### **Section 3. Coordinating Committees**

Each Section of Individual Members shall establish a Coordinating Committee through a mechanism determined by the membership of that Section. In order to achieve their objectives, the Coordinating Committees may establish subsections to carry out specifically assigned duties. Such subsections shall be responsible directly to the Board through the Coordinating Committee. The Sections of Individual Members shall not duplicate activities assigned to committees or councils established by the Board.

## **CHAPTER XI. TERMINATION OF MEMBERSHIP**

### **Section 1. Nonpayment of Dues**

Once membership has expired, any member can be terminated for failure to pay dues, upon notification, after 60 days. Within one year after loss of Individual Membership or two years after loss of Institutional Membership, such member may be reinstated upon payment of all dues current and in arrears.

### **Section 2. Suspension or Expulsion**

#### **A. Members.**

The Board shall have the power to suspend or expel a member for noncompliance with the Articles of Incorporation, the Bylaws of AABB, or its Code of Ethics, or for any cause that, in the judgment of the Board, shall be deemed detrimental to the interests of AABB. A member shall be invited to appear before the Board or a committee thereof for a hearing only after charges have been proffered in writing and transmitted by registered mail to the accused 30 days previous to the meeting. The accused may reply in writing or in person and shall be given full opportunity for defense before the Board or a committee thereof. An expelled member shall forfeit all his or her rights and privileges in AABB, and a suspended member shall forfeit all his or her rights and privileges during the period of his or her suspension. In the event that charges are proffered against an Institutional Member, that Institutional Member shall be represented by the CEO of the institution or a responsible person duly certified in writing by the CEO of the institution as the institution's representative, empowered to act on behalf of the institution. A two-thirds vote of the entire Board shall be required to suspend or expel a member.

#### B. Appointed Representatives.

The Board of Directors may remove any committee member (including Section coordinating committees) or other official representative of AABB from his or her position if it considers his or her conduct detrimental to the policies of AABB or his or her performance of duties for AABB is unsatisfactory. A two-thirds vote of the entire Board shall be required to remove any committee member.

#### C. Officers and Directors.

The Board of Directors may remove any officer or director from his or her elected position if the officer or director has acted contrary to the express, written policies of the Board to the detriment of AABB or his or her performance of duties on the Board has been unsatisfactory. The officer or director shall be invited to appear before the full Board for a hearing only after charges have been proffered in writing and transmitted by registered mail to the officer or director at least 30 days previous to the hearing. The officer or director may reply in writing, in person, or both, and shall be given full opportunity for rebuttal of the charges. A two-thirds vote of the entire Board shall be required to remove an officer or director.

### **CHAPTER XII. MISCELLANEOUS**

#### **Section 1. Rules of Order**

*Standard Code of Parliamentary Procedure*, latest revision, shall govern the conduct of all meetings.

#### **Section 2. The Seal**

The seal of AABB shall consist of a shield bearing the words "Vitae Custodes;" above this shield shall be a streamer with the words "American Association of Blood Banks;" and below the shield a second streamer with the words, "Founded in Dallas, Texas, November 19, 1947."

### **CHAPTER XIII. AMENDMENTS**

The Board is specifically empowered to amend these Bylaws provided the amendments are ratified by a two-thirds vote of the Board members voting either in person or via electronic communication, and provided further, that they are ratified by a two-thirds majority of each of the Individual voting membership and the Institutional voting membership, either in person at the next regular annual business meeting or special meeting of AABB or via electronic communication. The proposed amendments must be sent to each voting member in writing by electronic means at least 45 days before the meeting or electronic vote, and in compliance with Chapter V, Section 2, in the case of a special meeting. Amendments to the form thereof by the voting membership shall be permitted only if posted by electronic or other means at a place convenient for all to see 24 hours before the meeting or electronic vote. Approved amendments shall become effective at the close of the meeting or electronic vote, or as otherwise set forth in the amendment.

## **CHAPTER XIV. INDEMNIFICATION**

In accordance with the conditions and limitations set forth herein, AABB shall indemnify any person named, or threatened to be named, a party to a formal court proceeding or lawsuit, whether civil or criminal, by reason of the fact that such person is or was an AABB employee, officer, director, committee member or other agent under its direct supervision and control and within the scope and course of such person's duties as such. Any person covered under this policy shall be indemnified in full against all costs and expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person, in connection with the defense of such proceedings or lawsuits, to the extent such indemnification is lawfully permitted.

### **Section 1. Conditions and Limitations**

A. Any person seeking indemnification shall:

- 1) notify the General Counsel of AABB in writing as soon as practicable after such person becomes aware that a claim has been made against him/her, but in any event, fewer than 20 days after the date such person has been served in a lawsuit. The person shall promptly furnish to the General Counsel all information known to such person about the proceedings or lawsuit;
- 2) agree to representation, defense and settlement by counsel selected and approved by the General Counsel;
- 3) agree to repay to the AABB any advances already made if it is subsequently determined that a person is not entitled to indemnification pursuant to subsection B., and if any expenses have been paid on behalf of such person; and
- 4) agree that all entitlement to indemnification shall be determined exclusively by the provisions of these Bylaws.

B. Indemnification shall be made only upon a determination that the person seeking it, in respect to the facts underlying the proceedings or lawsuit, acted in good faith and in a manner such person reasonably believed to be in the best interests of AABB; that in respect to any alleged criminal conduct, such person had no reasonable cause to believe his/her conduct was unlawful; and that such person did not act with malice, dishonesty, or gross negligence.

C. As soon as practicable after receipt of such notice, the General Counsel shall make a determination as to the provision of indemnification to the person in question.

D. In the event that indemnification is denied, the individual so denied indemnification may appeal such determination, within 30 days, to the Board of Directors. A majority vote of the Board of Directors shall be required to obtain the indemnification so denied.

E. In the event AABB pays indemnification, such information will be provided in financial statements to the voting membership of AABB prior to the next annual meeting.

### **Section 2. Outside Directorships**

Indemnification shall not be provided to any volunteer or employee who serves as an outside director or officer of any other organization or corporation for services in that organization or corporation unless a formal request for such indemnification is filed with and approved by the president or CEO upon a finding that the outside position serves an essential purpose of AABB. An AABB volunteer or employee serving as an outside

director or officer of another organization at the request of the Board of Directors shall be indemnified. Any offer or indemnification shall be in accordance with the conditions and limitations of these Bylaws.

*Adopted November 20, 1958*

*Amended*

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