

WORLD APHERESIS ASSOCIATION

BYLAWS

Article I — Name

The name of the Association shall be the World Apheresis Association, a not-for-profit organization, hereinafter referred to as "The Association".

Article II — Purposes

The purposes of The Association are as follows:

- To serve as an umbrella organization for all professional Societies involved and interested in apheresis
- To foster global scientific investigation, collaborative research, clinical applications, education and exchange of information and ideas concerning apheresis and allied fields in clinical and laboratory medicine
- To stimulate the availability of safe and effective apheresis techniques for the collection of donor cells and plasma as well as the removal or modification of blood constituents in disease
- To encourage and advance high standards of administrative and technical performance in the field of apheresis

All other purposes which contribute to safe and effective apheresis practice in patient care

Article III — Offices

The principle office of The Association shall be located in Paris, France. The registered office is located at the Faculty of Medicine, Dijon, France. Offices may be established by the Board of Directors at any other place or places where The Association is authorized to operate

Article IV — Membership

Section 1 — Classes of Membership

- A. There shall be two separate classes of membership in The Association, as follows:
 - 1. Voting membership: Member Societies;
 - 2. Nonvoting membership: Honorary and Sustaining/Corporate members
- B. Any applicant for membership must provide the official membership application of The Association prior to consideration for approval by the governing body.
- C. Each Member shall agree not to use the name of The Association for institutional or personal gain or advantage, not to publish or disseminate information in the name of The Association unless duly authorized. No Member of any class shall have any pecuniary or proprietary interest in the assets or properties of The Association or shall receive or be paid any part of the earnings of The Association.

Section 2 — Voting Members: Society Membership

Any National or International Society, whose qualifications satisfy the requirements listed below, shall be eligible for membership:

- 1. is duly recognized and authorized from officially accepted and deposited bylaws whose purposes comply with those of the Association as outlined above;
- 2. functions as a Society for professionals involved and interested in apheresis; scientific, practical, medical, technical, administrative or educational;
- 3. functions on a not-for-profit basis

Section 3 — Nonvoting Membership

A. Honorary Membership

The Board of Directors may elect to honorary membership any person who, in its opinion, has made an outstanding contribution toward the purposes of The Association

B. Sustaining / Corporate Membership

1. Any member making a monetary contribution to the Association equal to or exceeding an amount determined by The Board in addition to annual dues will be recognized as a sustaining member for that year.
2. Any Institution or Corporation involved and interested in apheresis, making a monetary contribution to The Association equal to or exceeding an amount determined by the Board, will be recognized as a sustaining Institutional or Corporate member for that year.

Article V — Meeting of Members and Voting

Section 1 — Regular Meeting

- A. The Association shall hold a regular business meeting at least every two calendar years at a time and place designated by the Board of Directors and in association with the regular scientific meeting when possible. Notice of the regular business meeting shall be given in an official publication of The Association at least sixty (60) days prior to the meeting.
- B. The Association shall hold a Regular Scientific and Educational meeting at least once every two calendar years at a time and place designated by the Board of Directors. Notice of a Regular Scientific and Educational meeting shall be given as soon as possible following the previous scientific and educational meeting.

Section 2 — Special Meetings

- A. Special meetings shall be called by the President, on request of a majority of the Board or on petition of at least twenty (20) percent of the voting Member Societies filed with the Secretary. Notice of a special meeting shall be given in writing and shall state its time, place and purpose; a copy thereof shall be mailed to each Member Society at the address listed in the books of The Association at least thirty (30) days prior to the time of such meeting.
- B. No business shall be transacted at a special meeting other than as stated in the call thereof.

Section 3 — Voting-Quorum

- A. Only a designated voting representative of a Member Society, having paid dues as determined by The Board, shall vote in any such society's regular or special meeting of The Association. No individual shall represent more than one Society. Each voting representative will have one vote, except that a

representative of a member society which has greater than 750 members will have two votes.

- B. A quorum shall consist of those designated voting representatives of Member Societies present at a regular business meeting or any properly called special meeting.
- C. Proxy voting is allowed on specific preannounced agenda items if such written proxy is in the hands of the Secretary in advance of the meeting.

Section 4 — Powers

The responsibilities and powers of voting Member Societies are:

- A. to elect a Board of Directors which will be responsible for the business of The Association, and
- B. to approve Bylaws changes or amendments

Article VI — Board of Directors

Section 1 — Manner of Election and Terms

- A. Candidates to the Board of Directors, hereinafter referred to as "The Board", will be proposed by the member societies through the Nominating committee (Article VIII, Section 5) and elected by the voting membership at a regular, or properly called special, meeting of The Association. Additional nominations may be made from the floor. In the event that a properly prepared Nominating Committee report is not available, the voting Members will fill vacancies through nominations from the floor. The elected members of The Board shall assume office at the beginning of the first meeting of The Board held after the election.
- B. No Director shall serve more than two (2) consecutive two (2) year terms, except as otherwise provided herein, to accommodate a term or terms as an elected officer of The Association. A Director who is elected to an office after one term as councilor may be reelected to that office or another office for an additional term, thus comprising a maximum of three (3) consecutive terms. A director elected president-elect could thus serve a maximum of five (5) consecutive terms (including president and immediate past president). In the event that a director is reelected to a two year term after serving a less than two year prior term, the reelection will constitute a first term and provide eligibility for another term.

Section 2 — Number and Structure

- A. The number of members of The Board shall be determined by the number of member societies. Each member society will name one councilor to the Board.
- B. The Board shall thus consist of the elected officers of The Association and one Councilor from each member society.

Section 3 — Duties and Responsibilities

- A. The Board is responsible for and shall conduct all necessary business of The Association not expressly reserved by the Member Societies.
- B. Subject to these bylaws, The Board is expressly empowered to: receive, hold and disburse funds; receive, hold and dispose of property; approve applications for membership; call meetings of the Association; fix membership dues; maintain liaison with all appropriate organizations; approve committees and delegate powers and duties.

Section 4 — Records

The Board shall maintain complete records of its meetings and actions and shall provide minutes, including a financial report, thirty (30) days prior to each regular or special meeting of The Association.

Section 5 — Meetings

- A. As soon as practical, and within five (5) days following the regular business meeting of The Association, the newly constituted Board shall hold a regular meeting to transact necessary business.
- B. Special meetings of The Board shall be held whenever called by the president or by a majority of the members of The Board, provided no business shall be transacted other than that outlined with the announcement of a special meeting.

Section 6 — Notice of Meeting

- A. Notice of any meeting of The Board shall be mailed to each member of The Board at his last known address at least thirty (30) days prior to each meeting.
- B. Notice may be waived by any member of the Board before, during or after the meeting.

Section 7 — Vacancies

- A. Should a district councilor fail to fulfill his obligations as councilor, or should the member society he/she represents terminate membership in the Association, his seat on the Board shall be declared vacant by the Board at its next regular meeting.
- B. Such a vacancy on the Board shall be filled by vote of the remaining members of The Board after proposal from the member society in good standing.
- C. The newly elected councilor shall serve until the next regular business meeting of the Association.

Section 8 — Executive Committee of the Board of Directors

- A. There shall be an Executive Committee of The Board, composed of the elected officers of The Association.
- B. It shall be the duty of the Executive Committee to conduct all necessary business of the Association between meetings of the Board.
- C. The Executive Committee shall report all deliberations and actions to the full Board in a timely manner, within sixty (60) days of any action, for approval and confirmation.

Section 9 — Voting-Quorum

- A. A majority of The Board members or a majority of the Executive committee, shall constitute a quorum for the transaction of business.
- B. A majority vote shall prevail.
- C. The president shall only vote in case of a tie vote.
- D. Voting by proxy is allowed in order to assure a quorum. Issues to be considered by The Board, when known in advance, should be specified on the proxy ballot. The Board member will indicate his vote on the proxy and return the proxy to the Secretary.

Article VII — Officers

Section 1 — Officers and Terms

- A. The officers of The Association shall consist of the President, two Vice-Presidents, the Secretary, the Treasurer, the President-Elect and the Immediate Past-President.
- B. The term of office for all officers shall be one (1), two (2) year term.

Section 2 — Duties

- A. The President shall preside at regular and special meetings of The Association and shall serve as the Chief executive officer of The Association and Chairman of the Board of Directors.

He shall appoint members to all special and standing committees with approval of The Board. The President shall be an ex officio, nonvoting, member of all committees. The President will sign all documents and instruments necessary to the transaction of the business of The Association and other documents and instruments as authorized by The Board.

- B. The President-Elect shall be an ex officio nonvoting member of all committees, except the Committee on Nominations. The President-Elect shall have such other duties as are delegated by the President or The Board and shall succeed to the office of President upon completion of his term. The President-Elect shall be prepared, on assuming the office of President, to appoint chairpersons for standing committees. He shall preside in the absence of the President and Immediate Past-President.
- C. The Immediate Past-President shall serve as acting President in case of absence of the President and perform such other duties as delegated by The Board.
- D. The Vice-Presidents shall have such duties as ((a)) delegated by The Board.
- E. The Secretary shall keep the minutes of the regular and special meetings of The Association, The Board, and the Executive Committee. The Secretary shall sign all papers pertaining to The Association as may be authorized by The Board.
- F. The Treasurer shall have charge of all funds and securities of The Association and shall deposit all such funds and securities in the name of the Association in the depository or depositories approved by The Board.

The Treasurer shall provide a written financial report to the Board at least 30 days in advance of an official meeting of the Board.

The Treasurer shall be responsible for the preparation of the checks made in payment of Association obligations. These checks shall be signed as determined by The Board.

The Treasurer shall furnish security bond in an amount designated by and paid for by The Board.

Section 3 — Compensation of Officers

No officer shall receive any pecuniary profit from the activities of The Association.

Section 4 — Vacancies

- A. If the office of President becomes vacant, the Immediate Past-President shall serve as President for the unexpired portion of the two (2) year term. The office of Immediate Past-President shall be vacant for the remainder of that term.
- B. If the office of President-Elect becomes vacant, it shall remain vacant for the unexpired portion of the term. At the next regular meeting of The Association, a person shall be elected to serve as President.
- C. If the office of Immediate Past-President becomes vacant, it will remain vacant for the unexpired portion of the term.
- D. If any other office becomes vacant, the office shall be filled by The Board for the unexpired portion of the term.

Article VIII — Committees

Section 1 — Standing Committees

The standing committees of The Association shall be as follows:

Membership Committee, Bylaws Committee, Finance Committee, Industrial Liason Committee, Awards Committee

Section 2 — Special Committees

Special committees may be created by The Board in order to accomplish the goals of The Association.

Section 3 — Appointment

- A. The President of The Association shall appoint members to all standing and special committees subject to the approval of The Board.
- B. Unless otherwise provided in these bylaws, appointment to standing committees shall be for a term of four (4) years, while special committees shall exist for the term of the President.
- C. No committee member will serve for more than two (2) consecutive terms.
- D. Appointments shall be made so that, where possible, the terms of approximately one-half of the members of a committee shall expire each two (2) years at the regular business meeting.

Section 4 — Duties and Responsibilities

The Board shall delegate powers and duties to the Committees except as otherwise specified in these bylaws. All committees shall be responsible to The Board and shall present written reports of their activities as requested by The Board.

Section 5 — Committee on Nominations

- A. The President, subject to approval by the Board, shall appoint a committee on Nominations consisting of one person from each Member Society, in addition to a Chairperson, to prepare nominations for the various offices of The Association.
- B. The Committee on Nominations shall invite the membership to submit proposals for vacant offices of the Association.
- C. The names of the nominees proposed by the Committee on Nominations shall be submitted to the voting membership by mail, at least sixty (60) days before the annual meeting and must be also posted on a suitable bulletin board twenty-four (24) hours prior to the regular business meeting at a place convenient for all to see.

Article IX — Termination of Membership

Section 1 — Nonpayment of Dues

- A. Any Member Society shall be considered delinquent after failure to pay dues sixty (60) days after billing, and shall be so notified by the Treasurer.

- B. Members in arrears for one hundred twenty (120) days shall be dropped automatically from membership.
- C. After loss of membership for nonpayment a Member may be reinstated upon payment of all dues current and in arrears.

Section 2 — Suspension, Expulsion or Removal from Office

- A. The Board shall have the power to suspend or to expel a Member for noncompliance with the bylaws of The Association or for any cause which in the judgment of The Board shall be deemed detrimental to the interests of The Association. A two-thirds vote of The Board, properly notified, is required.
- B. The Board of Directors, by a two-thirds vote, may remove any officer or member of The Board, committee member or official representative of The Association from his/her position if it considers his/her conduct detrimental to the interests of the Association or for unsatisfactory performance of duties on behalf of The Association.

Article X — Audit and Fiscal Year

- A. The books of The Association shall be audited by a certified public accountant when requested and as determined by The Board.
- B. The Fiscal year of The Association shall begin on the first day of July in each calendar year and end on the last day of June in the next calendar year.

Article XI — Amendments

- A. The Board is empowered to propose amendments to the bylaws by two-thirds vote of the directors present and voting. The proposed amendment shall be sent to each voting member of The Association at least forty-five days before a regular business meeting and posted on a designated bulletin board, on a place convenient for all to see, twenty-four (24) hours prior to the business meeting of The Association.
- B. Amendments shall become effective upon approval by the voting member societies.