

**Canadian Society  
for  
Transfusion Medicine**

**Bylaws**

(Revised September 2020 with approved revisions)

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**BYLAWS OF THE**  
**CANADIAN SOCIETY FOR TRANSFUSION MEDICINE**

**ARTICLE 1**  
**INTERPRETATION**

- 1.1 The term “Act” means the *Canada Not-for-profit Corporations Act*, as amended from time to time.
- 1.2 The term “Board” means the board of Directors of the Society.
- 1.3 The term “Director” means a director of the Society.
- 1.4 The term “Member” means a member of the Society who is in good standing.
- 1.5 The term “Institutional Affiliate” means licensed or accredited laboratories performing Transfusion Medicine activities.
- 1.6 The term “Secretariat” means the entity appointed by the Board to provide services to the Society from time to time.
- 1.7 The term “Society” means the Canadian Society for Transfusion Medicine.
- 1.8 The term “term of office” shall refer to the period of approximately two (2) years between three (3) consecutive, regular, annual meetings of the Society immediately following election or appointment.
- 1.9 The term “Transfusion Medicine” embraces all scientific, technical, nursing, and medical topics related to any form of transfusion therapy involving the elements of blood whether human, synthetic or biologically derived.
- 1.10 Where regions of Canada are referred to in these bylaws, they shall be interpreted as follows:
- 1.10.1 “Western Region” refers to British Columbia, Alberta, Saskatchewan, Manitoba, the Northwest Territories, and the Yukon Territory;
- 1.10.2 “Central Region” refers to Ontario, Quebec, and Nunavut Territory; and
- 1.10.3 “Eastern Region” refers to New Brunswick, Nova Scotia, Newfoundland and Labrador, and Prince Edward Island.
- 1.11 Other terms are defined in the context in which they appear and shall have the meanings there indicated.
- 1.12 In these bylaws, the singular assumes the plural.

**ARTICLE 2**  
**CORPORATE SEAL**

- 2.1 The seal, and impression whereof is stamped in the margin hereof, shall be the seal of the Society.

**ARTICLE 3**  
**REGISTERED OFFICE**

- 3.1 The registered office of the Society shall be in the City of Ottawa, Ontario.

**ARTICLE 4**  
**MEMBERSHIP**

- 4.1 There shall be one (1) category of membership: persons involved in the practice of Transfusion Medicine or a related field who have applied to the Board for membership and who have been accepted into membership.

**ARTICLE 5**  
**PRIVILEGES AND CONDITIONS OF MEMBERSHIP**

- 5.1 Among other privileges and conditions of membership, each Member:
- 5.1.1 shall have the right to one (1) vote on each issue which properly comes before the Members at each annual meeting and special meeting;
  - 5.1.2 must be a resident of Canada to hold office in the Society;
  - 5.1.3 may recommend to the Board, persons to become Honorary Affiliates;
  - 5.1.4 may propose nominations for vacancies on the Board;
  - 5.1.5 will receive membership rates for Society hosted activities;
  - 5.1.6 may not transfer membership to another person;
  - 5.1.7 is entitled to access the Member section of the Society website;
  - 5.1.8 is entitled to access Society publications such as the Standards; and
  - 5.1.9 shall have access to the bylaws of the Society.

**ARTICLE 6**  
**TERMINATION OF MEMBERSHIP**

- 6.1 Any Member shall cease to be in good standing with the Society (and shall therefore cease to be a Member):
- 6.1.1 when a letter of resignation by the Member, addressed to the Society, is received;

- 6.1.2 if they fail to pay annual dues before March 1st in a given year, subject to the right to apply for reinstatement; or
  - 6.1.3 if they are required to resign by a vote of three-quarters (3/4) of the Members at an annual meeting or special meeting of the Members.
- 6.2 A resignation shall not absolve the Member from liability for any assessment or levy made during their membership in the Society.

**ARTICLE 7**  
**CONDUCT OF BUSINESS**

- 7.1 All business of the Society shall be governed by the latest edition of Robert's Rules of Order.
- 7.2 The working language of the Society shall be English. Formal communications shall be available in both French and English. Other documents will be translated from their original language at the discretion of the Board.
- 7.3 Decisions at Members' meetings shall be based upon a majority vote unless otherwise stated in these bylaws or in the Act.
- 7.4 For the purpose of notifying Members of the business of the Society, notice shall be deemed to have been served if mail, e-mail or fax is addressed to their last recorded address as it appears on the books of the Society.
- 7.4.1 In addition to any postal ballot carried out to nominate members of the Board, in accordance with Section 20 hereof, the Executive Committee may, subject to these bylaws, in its sole discretion determine such other circumstances in which it deems it necessary to conduct the business of the Society by postal ballot.
  - 7.4.2 The conduct of all postal ballots shall be carried out by the Secretariat.
  - 7.4.3 Members of the Society shall be eligible to vote in postal ballots.
  - 7.4.4 If a postal ballot relates to a nomination from the Eastern Region, Central Region or Western Region, as applicable, only Members residing in that region shall be entitled to vote therein. For purposes of this section and bylaw, the Board may deem any Member who is not a resident Canadian as a resident of the Eastern Region.
  - 7.4.5 A postal ballot shall be forwarded to each eligible Member not less than sixty (60) days prior to the date for the counting of such ballot.
  - 7.4.6 All postal ballots, except postal ballots carried out to nominate members of the Board in accordance with Section 20, shall not have any effect until the results are confirmed at the next meeting of the Members, and any such vote shall be deemed to have taken place at such meeting.

- 7.5 All annual meetings and special meetings, Board meetings, and Executive Committee meetings, shall be minuted.

**ARTICLE 8**  
**ANNUAL MEETING**

- 8.1 The annual meeting of the Members of the Society shall be conducted by physical assembly.
- 8.2 The annual meeting of the Society shall take place in Canada in conjunction with the Annual Scientific Conference of the Society. In the absence of an Annual Scientific Conference of the Society in a particular year, the date and location of the annual meeting will be at the discretion of the Board, but in any case, the date of the annual meeting shall be not (i) more than fifteen (15) months after the holding of the last preceding annual meeting; and (ii) later than six (6) months after the end of the Society's preceding financial year.
- 8.3 Notice of the time and place of a meeting of Members shall be given to each Member who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:
- 8.3.1 by mail, courier or personal delivery to each such Member, during a period of thirty (30) days before the day on which the meeting is to be held; or
- 8.3.2 by telephonic, electronic or other communication facility to each such Member, during a period of thirty (30) days before the day on which the meeting is to be held.
- 8.4 Notice of any annual meeting shall include a statement informing the Members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Corporation and that the Members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.
- 8.5 Notice of any meeting where special business will be transacted shall (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business, and (ii) state the text of any resolution to be submitted to the meeting requiring an affirmative vote of not less than two-thirds (2/3) of the votes cast on that resolution by the Members. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The Directors, the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but except as provided herein, will not be entitled to vote at any such meeting.
- 8.6 The functions of the annual meeting shall include:

- 8.6.1 direction of the overall policy and general business of the Society;
  - 8.6.2 approval of the reports from the Board of all activities of the Society since the last annual meeting, including but not limited to reports of the: Regional Directors, Nomination Committee and Standing Committees;
  - 8.6.3 ratification of actions of the Board;
  - 8.6.4 approval of any bylaw amendments;
  - 8.6.5 approval of any annual membership fee increment;
  - 8.6.6 presentation of the audited financial statement;
  - 8.6.7 appointment of public accountant;
  - 8.6.8 election of the Board (if necessary);
  - 8.6.9 election of the President, Vice-President, Immediate Past President, and Secretary/Treasurer from amongst the Directors;
  - 8.6.10 consideration of any other business that the Board decides should come before the annual meeting; and
  - 8.6.11 consideration of any motion that has been forwarded to the Society 60 days prior to the annual meeting, moved and seconded by Members in good standing.
- 8.7 No error or omission in giving notice of the annual meeting shall invalidate such meeting or make void any proceedings taken thereat.

**ARTICLE 9**  
**COMPOSITION OF THE BOARD**

- 9.1 The Board shall consist of nine (9) Directors including:
- 9.1.1 three (3) regional directors (each, a “Regional Director”), who shall be resident in, and nominated for one (1) term of office by the Members residing in, each of the following regions: Western Region, Central Region, and Eastern Region; and
  - 9.1.2 two (2) directors-at-large (collectively, the “Directors-at-Large”), at least one (1) of whom shall be fluent in both official languages of Canada, who shall be nominated for one (1) term of office.
- 9.2 The Webmaster of the official website of the Society shall be entitled to receive notice of and to attend meetings of the Board except when the Board determines that his or her presence would not be appropriate. For greater certainty, the Webmaster is not a Director and will not be counted for quorum or vote at Board meetings.
- 9.3 Regional Directors and Directors-at-Large may stand for re-election for a further one (1)
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term of office after which they shall not be eligible for re-election to the same office until a period of at least two (2) years has elapsed.

**ARTICLE 10**  
**POWERS OF THE BOARD**

- 10.1 The Board of the Society shall manage or supervise the management of the activities and the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and generally may exercise all such other powers and do all such acts as the Society is by its bylaws or otherwise authorized to exercise and do.
- 10.2 The Board shall have the power to authorize expenditures on behalf of the Society to further its purposes. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of the Society in accordance with such terms as the Board may prescribe.

**ARTICLE 11**  
**FUNCTIONS OF THE BOARD**

- 11.1 The Board shall meet, at the call of the President, or at the request of a majority of the members of the Board.
- 11.1.1 Meetings of the Board may be held at any time and place to be determined by the majority of the members of the Board provided that notice of such meetings shall be communicated to all members of the Board.
- 11.1.2 Notice of the meeting of the Board shall specify any matter referred to in Section 138(2) of the Act that is to be dealt with at the meeting.
- 11.1.3 No error or omission in giving notice of any meeting of the Board or an adjourned meeting of the Board of the Society shall invalidate such meeting or make void any proceedings taken thereat.
- 11.2 The Board shall appoint standing committees, representatives, and observers as required.
- 11.3 The Board shall determine the site of future Annual Scientific Conferences.
- 11.4 The Board shall have the authority to decide that items on the agenda of an annual meeting, or questions raised at such a meeting, or at one of their own meetings, are such that a postal ballot of all Members is required for equitable resolution.

**ARTICLE 12**  
**INDEMNITIES TO DIRECTORS AND OTHERS**

- 12.1 Subject to the provisions of the Act and Section 12.4, the Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society or another individual who acts or acted at the Society's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.
- 12.2 Subject to the provisions of Section 12.4, the Society shall advance moneys to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 12.4. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 12.3.
- 12.3 The Society may not indemnify an individual under Section 12.1 unless the individual
- 12.3.1 acted honestly and in good faith with a view to the best interests of the Society, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Society's request; and
- 12.3.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 12.4 The Society shall with the approval of a court, indemnify an individual referred to in Section 12.1, or advance moneys under Section 12.2, in respect of an action by or on behalf of the Society or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the Society or other entity as described in Section 12.1 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 12.3.
- 12.5 The Society will also indemnify the individuals referred to in Section 12.1 in any other circumstances that the Act permits or requires. Nothing in these bylaws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these bylaws.
- 12.6 The Society may maintain in force such directors and officers liability insurance as may be approved by the Board.

### **ARTICLE 13** **OFFICERS**

- 13.1 The officers of the Society shall be a President, Vice-President, Immediate Past President, and Secretary/Treasurer, and any such other officers as the Board may by resolution determine (collectively, the "Officers"). The Officers shall be elected by the Members from amongst the Board.

**ARTICLE 14**  
**DUTIES OF OFFICERS**

- 14.1 The President of the Society shall serve for one (1) term of office. The President shall be the chief executive officer of the Society. He/she shall preside at all meetings of the Members of the Society and of the Board. The President shall have the general and active management of the affairs of the Society and shall see that all orders and resolutions of the Board are carried into effect.
- 14.2 The Vice-President shall be elected for one (1) term of office. Assuming he/she remains qualified and in office, he/she shall automatically be recommended by the Nominating Committee to succeed to the presidency at the end of his/her term of office. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed by the Board.
- 14.3 The Immediate Past President shall be elected to serve during the term of office of his/her successor. The Immediate Past President shall be chairman of the Nominating Committee and the Awards Committee. If both the President and the Vice-President are incapacitated at the same time, the Immediate Past President shall assume the role of President.
- 14.4 The Secretariat shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society, and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be designated by the Board from time to time. He/she shall disburse the funds of the Society as may be directed by proper authority taking proper receipts for such disbursements, and shall render to the President and Directors at each meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Society. He/she shall also perform such other duties as may from time to time be directed by the Board; these shall include collection of annual dues from Members.
- 14.5 A Secretary/Treasurer shall serve as such for two (2) consecutive terms of office. The Secretary/Treasurer may stand for re-appointment for as long as he/she is willing to serve. The Secretary/Treasurer shall attend all meetings and act as clerk thereof, and record all votes and minutes of all proceedings. He/she may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Society generally under the supervision of the Officers thereof. He/she shall give or cause to be given notice of all meetings of the Members (on behalf of the Board) and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision he/she shall be. He/she shall review financial statements from the Secretariat on a monthly basis. He/she shall be responsible for signing requisitions for financial transactions handled by the Secretariat. In the case of incapacity of the Secretary/Treasurer, the Executive Committee shall name, by majority vote, one of the other Members of the Society to carry out the functions of that office until the next annual meeting, if necessary.

**ARTICLE 15**  
**DUTIES OF REGIONAL DIRECTORS AND DIRECTORS-AT-LARGE**

- 15.1 Regional Directors are the liaison between the Board and the membership at large. Their prime responsibility is to promote the purposes of the Society within their respective regions and shall perform such other duties as shall from time to time be imposed by the Board. Each Regional Director shall submit in writing an annual report of activities to the Board at least sixty (60) days before each annual meeting.
- 15.2 The responsibilities of the Directors-at-Large shall be determined by the Board.

**ARTICLE 16**  
**EXECUTIVE COMMITTEE**

- 16.1 Subject to the Act, the Board shall delegate administration of the activities and affairs of the Society to an Executive Committee. This shall consist of the President, Vice-President, Immediate Past President and Secretary/Treasurer.
- 16.2 This Committee shall meet as often as the President deems necessary. It may invite to its meetings as guests persons whose opinion it seeks.
- 16.3 Notice of Executive Committee meetings shall be to each member of the Executive Committee not less than forty-eight (48) hours before the meeting. No error or omission in giving notice of any meeting of the Executive Committee or an adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat.
- 16.4 The Executive Committee shall ensure the functioning of the Society in accordance with the wishes of the Board and decisions made at the annual meeting of Members. It shall use the funds and assets of the Society in accordance with these bylaws.

**ARTICLE 17**  
**STANDING COMMITTEES AND REPRESENTATIVES APPOINTED BY THE BOARD**  
**OR BY THE EXECUTIVE COMMITTEE**

- 17.1 The Board shall establish standing committees to perform such duties as may be delegated by the Board from time to time. The Board may also appoint such other committees, task forces or working parties and assign such duties as the Board in its sole discretion deems necessary to further carry out the business and purposes of the Society.
- 17.2 At least one (1) member of the Board shall be a member of each such committee or group, the composition of which shall be subject to the prior approval of the Board or of the Executive Committee.
- 17.3 Notice of any standing committee or other committee meeting as allowed for in Section 17.1 shall be provided in the same manner as directed in Section 17.3.
- 17.4 The Board or the Executive Committee may appoint Members of the Society to act as

- representatives of the Society and to be a member of, or to act as observers on committees or groups of other bodies. These appointments will be reviewed by the Board.
- 17.5 The Board may appoint a Member of the Society to act as Honorary Historian.
- 17.6 Each such committee, group or representative shall submit an activity report to the Board each year at least sixty (60) days in advance of the annual meeting.
- 17.7 The term of office of members of all such committees, groups or representatives shall be for the period between three (3) consecutive annual meetings of the Society and be renewable.
- 17.8 All members of standing committees must be Members or Affiliates.

### **ARTICLE 18**

#### **QUORUM FOR THE BOARD, EXECUTIVE COMMITTEE AND ANNUAL MEETING**

- 18.1 Five (5) members of the Board shall form a quorum for the transaction of official business of the Board.
- 18.2 Three (3) members of the Executive Committee shall form a quorum for the transaction of official business of the Executive Committee.
- 18.3 The majority of Members present at any annual meeting or other meeting of Members shall form a quorum for that meeting.
- 18.4 Where meetings of the Board, Executive Committee or other committees are held by means of a telephonic, electronic, or other communication facility, as permits all persons participating in the meeting to hear each other, such meetings may only be conducted where all the Directors or committee members consent generally to the conduct of such meetings or specifically in respect of a special meeting.

### **ARTICLE 19**

#### **INCAPACITY OF OFFICERS, BOARD VACANCIES, REMOVAL**

- 19.1 The Board shall have the right to fill vacancies on the Board from among the Members of the Society, except vacancies resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles or a failure to elect the number or the minimum number provided for in the articles or this bylaw. Such appointments shall last until the end of the term of the position had no vacancy occurred.
- 19.2 Should any member of the Board or of any committee, or any representative of the Society, be convicted of a criminal offense, misappropriation of Society property, or of unacceptable professional conduct, the Board shall propose his/her removal from office. Notice of such proposal shall be made to the Members at least thirty (30) days before a majority meeting of Members. The Members of the Society may, by resolution passed by a majority of the votes cast at such a meeting, remove such person from office before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting,

elect any Member in his/her stead for the remainder of the term.

**ARTICLE 20**  
**NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

- 20.1 The Board shall appoint a Nominating Committee which shall consist of the Immediate Past President as Chairman, one (1) member of the Board, and two (2) Members of the Society not currently Members of the Board. Members of the Nominating Committee should represent each of the Central Region, Eastern Region, and Western Region.
- 20.2 Members of this committee shall be appointed for one (1) term of office consisting of two (2) years.
- 20.3 The Chairman shall:
- 20.3.1 notify all Members of the Society at least four (4) months before the next annual meeting of vacancies that will arise;
  - 20.3.2 solicit nominations to fill these vacancies;
  - 20.3.3 endeavor to ensure that all professions represented among Members are equitably represented among those nominated; and
  - 20.3.4 prepare and present, as required, a slate of nominations for presentation to an annual meeting of Members. For greater certainty, the Board and Members of the Society intend that and there shall be no nominations from the floor at any Members' meeting.
- 20.4 Nominations for such vacancies may be made by any Member of the Society other than the nominee and must include a brief curriculum vitae of the nominee. The nomination must also include a statement from the nominee that he/she accepts the nomination and is willing to help actively in the affairs of the Society.
- 20.5 Such nominations must be received by the Chairman at least ninety (90) days before the annual meeting.
- 20.5.1 In the event of more nominations than vacancies, the Nominating Committee will arrange with the office for a regional postal ballot or ballots for vacancies among Regional Directors or, in case of nominations for the position of any Officer and Directors-at-Large, for a national postal ballot, or both. The aim of any such postal ballot shall be to determine a slate of nominations equal to the number of positions open for election at the annual meeting.
  - 20.5.2 Should a Regional Director or Director-at-Large be nominated or elected as Vice-President before their term of office as Director has expired, the resultant vacancy shall be filled as in Section 19.1.

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- 20.6 The Nominating Committee shall be responsible for scrutinizing all postal ballots in connection with nominations received.
- 20.7 The Chairman of the Nominating Committee will report to the annual meeting the slate of names of those nominated for election by the Members.
- 20.8 Assuming election by the Members at an annual meeting, the term of office of those nominated shall commence following the annual meeting and the term of office of those whom they replace shall then cease.
- 20.9 No more than half of the Regional Directors and the Directors-at-Large shall end their term of office in a given year.

## **ARTICLE 21** **AFFILIATES**

- 21.1 The Board may from time to time admit persons or institutions in the categories listed below as affiliates of the Society (“Affiliates”). Affiliates will be admitted as such for a term and pay the annual fees as may be determined by the Board from time to time. The descriptions of each category of Affiliate are listed below. Affiliates may be removed from affiliation with the Society by resolution of the Board.
- 21.1.1 Honorary – awarded in recognition of a person who has rendered distinguished service to the Society or to the field of Transfusion Medicine.
- 21.1.2 Institutional – licensed or accredited laboratories performing Transfusion Medicine activities.
- 21.1.3 Student – for students registered full-time at an educational institution, interested in or studying the field of Transfusion Medicine or a related field.
- 21.1.4 Retired – for persons who previously worked in Transfusion Medicine and are now retired.
- 21.2 Honorary Affiliates:
- 21.2.1 may recommend to the Board, persons for honorary affiliation;
- 21.2.2 may not transfer their Affiliate status to another person;
- 21.2.3 are entitled to access the Members section of the Society website; and
- 21.2.4 are entitled to access Society publications such as the Standards.
- 21.3 Institutional Affiliates:
- 21.3.1 will designate a “contact” individual through whom all correspondence and access will be conducted;

- 21.3.2 the contact will be transferable to an alternate “delegate” upon notification to the Secretariat;
  - 21.3.3 the contact or their delegate may recommend to the Board, persons for honorary affiliation;
  - 21.3.4 the contact or their delegate will receive Affiliate rates for Society hosted activities;
  - 21.3.5 the contact or their delegate is entitled to access the Members section of the Society website; and
  - 21.3.6 the contact or their delegate is entitled to access Society publications such as the Standards.
- 21.4 Student Affiliates:
- 21.4.1 may not transfer their Affiliate status to another person;
  - 21.4.2 will receive student rates for Society hosted activities;
  - 21.4.3 are entitled to access the Members section of the Society website; and
  - 21.4.4 are entitled to access Society publications such as the Standards.
- 21.5 Retired Affiliates:
- 21.5.1 may not transfer their Affiliate status to another person;
  - 21.5.2 will receive retired rates for Society hosted activities;
  - 21.5.3 are entitled to access the Members section of the Society website; and
  - 21.5.4 are entitled to access Society publications such as the Standards.

## **ARTICLE 22** **FINANCIAL AND LEGAL FORMALITIES**

- 22.1 All contracts, documents or any instruments in writing requiring the signature of the Society shall be signed by the President or Secretary/Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. Upon written approval by the President and/or Secretary/Treasurer, the Secretariat, may sign specific contracts, documents and instruments in writing.
- 22.2 All acts relative to the investment of funds, to their deposit in banks, to the withdrawal of interest or capital shall be signed by the Secretary/Treasurer with the prior approval in writing of the President. An exception to this is the short term investments and withdrawal

of funds in the money market fund as per the agreement with the Secretariat that shall be authorized by the Secretariat.

### **ARTICLE 23**

#### **INDIVIDUAL AWARDS / SPONSORSHIP OF SCIENTIFIC MEETINGS**

- 23.1 The Board may present financial awards to those whose work enhances the purposes of the Society.
- 23.2 The Board may finance or help finance national or regional scientific seminars held, in whole or in part, under the sponsorship of the Society, and publication of scientific brochures or the proceedings of such seminars.

### **ARTICLE 24**

#### **MINUTES OF BOARD AND EXECUTIVE COMMITTEE**

- 24.1 The minutes of the meetings of the Board and the Executive Committee shall be available to the members upon request.

### **ARTICLE 25**

#### **FINANCIAL YEAR**

- 25.1 Unless otherwise ordered by the Board, the financial year-end of the Society shall be December 31st.

### **ARTICLE 26**

#### **BORROWINGS BY THE SOCIETY**

- 26.1 The Directors of the Society, when authorized by resolution, duly passed by the Directors and sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of Members of which proper prior notice has been given to consider the said resolution:
- 26.1.1 borrow money on the credit of the Society;
- 26.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Society;
- 26.1.3 give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- 26.1.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired to secure any obligation of the Society.
- 26.2 Any such resolution may provide for the delegation of such powers by the Directors to such Officers or Directors of the Society to such extent and in such manner as may be set out in the said resolution.
- 26.3 Nothing herein limits or restricts the borrowing of money by the Society on bills of

exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Society.

**ARTICLE 27**  
**SPECIAL MEETING**

- 27.1 A special meeting may be called as the result of a two-thirds (2/3) majority vote of the Board or at the written request of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members. The Secretariat shall be responsible for notifying Members of such meetings in accordance with the notice requirements herein.

**ARTICLE 28**  
**REMUNERATION AND EXPENSES**

- 28.1 No remuneration shall be paid to any Member for services rendered to the Society as a Director, Officer, Executive Committee member or other committee member.
- 28.2 Reasonable out-of-pocket expenses shall, when accompanied by adequate receipts, be paid to Members performing duties for the Society duly authorized by the Board or by the Executive Committee.

**ARTICLE 29**  
**PUBLIC ACCOUNTANT**

- 29.1 The Members shall, at each annual meeting, appoint a public accountant to hold office until the next annual meeting provided that the Directors shall immediately fill any vacancy in the office of public accountant. The public accountant shall prepare a compilation statements for presentation at the annual meeting, as well as a full audit every third year, beginning with the fiscal year 2017.

**ARTICLE 30**  
**ANNUAL DUES**

- 30.1 Annual dues are required by Members, to support the activities of the Society and must be paid by March 1st of the given year. There shall be no additional dues or fees payable by Members except those that from time to time be recommended by the Board and approved by the Members at an annual meeting.

**ARTICLE 31**  
**BOOKS AND RECORDS**

- 31.1 The Directors shall see that all necessary books and records of the Society required by the bylaws of the Society or by any applicable statute or law are regularly and properly kept by the Secretariat.

**ARTICLE 32**  
**RULES AND REGULATIONS**

- 32.1 The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Society as they deem appropriate.

**ARTICLE 33**  
**AMENDMENTS TO THE BYLAWS**

- 33.1 Amendments to these bylaws may be proposed by:
- 33.1.1 fifteen (15) Members of the Society who present their proposals in writing to the Secretariat; or
- 33.1.2 two-thirds (2/3) majority vote of the Board.
- 33.2 Such proposed amendments must be received by the Secretary/Treasurer or Society at least sixty (60) days before an annual meeting and must be mailed to all Members of the Society at least thirty (30) days before the annual meeting.
- 33.3 The bylaws of the Society, not embodied in the articles, may be repealed or amended by a majority of the Directors at a meeting of the Board and approved by at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said Bylaw.

Approved at the Annual General Meeting, June 7, 2013

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8/22/13