



SOUTH CENTRAL
Association of Blood Banks

BYLAWS
OF
THE FOUNDATION OF THE SOUTH CENTRAL
ASSOCIATION OF BLOOD BANKS

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**THE FOUNDATION OF THE
SOUTH CENTRAL ASSOCIATION OF BLOOD BANKS**

BYLAWS

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ARTICLE I
BOARD OF TRUSTEES

Section 1. Powers, Numbers, Vacancies and Term of Office.

The property and affairs of **THE FOUNDATION OF THE SOUTH CENTRAL ASSOCIATION OF BLOOD BANKS** (the “Foundation”) shall be under the direction of and controlled by the Board of Trustees, and subject to the restrictions imposed by the law, the Articles of Incorporation (the “Articles”), or these Bylaws (the “Bylaws”). The Trustees shall exercise all of the powers of the corporation. The number of Trustees which shall constitute the entire Board of Trustees of the Foundation shall be seven (7).

The Trustees constituting the initial Board of Trustees shall be those Trustees named in the Articles. With the exception of those Trustees named in the Articles, the Trustees shall at all times consist of three past presidents of the South Central Association of Blood Banks (the “Association”) not currently serving on the Executive Committee (the “Executive Committee”) of the Association, and two persons selected by the Executive Board of the Association at a properly called meeting with a quorum present,

one of whom shall have primarily a scientific background, one of whom shall have primarily an administrative background and two members at large.

All Trustees shall hold office for the terms set forth below, subject to their earlier death, resignation or removal as hereinafter provided. With the exception of those Trustees named in the Articles and those Trustees, if any, elected at the Foundation's Organization Meeting held pursuant to Section 3.05 of the Texas Non-Profit Corporation Act (the "Organization Meeting"), the term of office of a Trustee shall be that period commencing with this date of election and ending with the date of the third Annual Meeting (as hereinafter defined) ("Annual Meeting") held after election of such Trustee. The term of office of those Trustees named in the Articles shall be established at the Foundation's Organization Meeting. In any event, a Trustee shall continue to hold office as a Trustee until his successor shall have been duly elected and qualified.

Any Trustee may be removed from office, with or without cause, by two-thirds vote of the Executive Board of the Association at any officially called meeting, a quorum having been established. Any vacancy occurring in the Board of Trustees, whether by increase in the number of Trustees or otherwise, shall be filled by a two-thirds vote of the Foundation. The number of Trustees may be increased or decreased from time to time by amendment of the Bylaws in accordance with the provisions of ARTICLE V hereof; provided, however, that (a) no decrease shall have the effect of shortening the term of any incumbent Trustee and (b) there shall never be fewer than five (5) Trustees.

Section 2. Meetings of Trustees.

The Trustees may hold meetings, maintain an office and keep the Foundation's books and records at such place or places within or without the State of Texas as the Board of Trustees may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Foundation's registered office in the State of Texas.

Section 3. Annual Meetings.

The annual meeting of the Board of Trustees ("Annual Meeting") shall be held in conjunction with the annual meeting of the association if possible, or, if not so held, at such time and place as shall be designated by resolution of the Board of Trustees, with notification of the President of the Association and the central office of the Association. The Annual Meeting shall be held for the purpose of (a) electing officers for the ensuing year and (b) transacting such other business as may be properly brought before such Annual Meeting. Thirty (30) days notice of the Annual Meeting shall be required.

Section 4. Regular Meetings.

Regular meetings of the Board of Trustees ("Regular Meetings") shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Trustees. Two (2) weeks notice of such Regular Meetings shall be required to be given to the Trustees, to the President of the Association and to the central office of the Association.

Section 5. Special Meetings.

Special meetings of the Board of Trustees (“Special Meetings”) shall be held whenever called by the President on the written request of the majority of the Trustees. Three (3) days notice of Special Meetings shall be required to be given to the Trustees,. Notification of the President and central office of the Association will be at the discretion of the President of the Foundation.

Section 6. Notice of Meetings.

The President shall give notice of each Annual, Regular and Special Meeting to each Trustee by postal or electronic mail or telephone as specified for each type of meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Foundation’s purposes may be considered and acted upon at such meeting. At any such meeting, except for Special Meetings, at which every Trustee shall be present even though without notice, any matter pertaining to the Foundation’s purposes may be considered and acted upon.

Section 7. Quorum.

A majority of the then acting Trustees shall constitute a quorum for the consideration of any matters pertaining to the Foundation’s purposes. If at any meeting of the Board of Trustees there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles, or the Bylaws.

Section 8. Conduct of Business.

At meetings of the Board of Trustees, matters pertaining to the Foundation's purpose shall be considered in such order as the Board of Trustees may determine from time to time.

At all meetings of the Board of Trustees, the President shall preside, and in the absence of the President, a chairman shall be chosen by the Board of Trustees from among the Trustees present.

The Secretary of the Foundation shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the chairman may appoint any person to act as secretary of the meeting.

Section 9. Committees.

The Board of Trustees may by resolution adopted by a majority of the then acting Trustees create special committees ("Committees") and appoint members to such Committees as determined by need. The term of each member shall expire at the termination of the Annual Meeting. Each Committee shall act in the manner provided in such resolution. Each Committee shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the Foundation's Office, and shall report the same to the Board of Trustees from time to time.

Section 10. Compensation of Trustees.

Persons serving as Trustees shall not receive any salary or compensation for their services as Trustees; provided, however, that nothing contained herein shall be construed as precluding any Trustee from receiving compensation in a reasonable amount for such

personal services rendered (other than services rendered as a Trustee) which are reasonable and necessary in carrying out the Foundation's purposes as the Board of Trustees may from time to time determine.

Section 11. Board of Honorary Trustees.

The Board of Trustees may establish a Board of Honorary Trustees, the members of which are individuals who, because of their experience and familiarity with the Foundation's activities, are in the Board of Trustees' judgment qualified to advise with respect to the Foundation's activities. Members of the Board of Honorary Trustees shall serve for a term of three (3) years renewable at the discretion of the Board of Trustees. The number of members of the Board of Honorary Trustees shall be fixed from time to time by the Board of Trustees. The officers and Trustees of the Foundation may consult with the Board of Honorary Trustees from time to time with respect to the Foundation's activities, but the existence and activities of the Board of Honorary Trustees shall not restrict the powers of the Board of Trustees nor limit its responsibilities or obligations. The Board of Honorary Trustees shall have no responsibility for the management of the Foundation's affairs. Honorary Trustees shall not receive any salary or compensation for their services as Honorary Trustees, provided, however, an Honorary Trustee may receive compensation which is not excessive for personal services (rendered in other than an "Honoree Trustee" capacity) which are reasonable and necessary in carrying out the Foundation's purposes.

ARTICLE II

OFFICERS

Section 1. Number, Titles and Term of Office.

The officers of the Foundation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time elect or appoint, and such other officers and assistant officers shall have such authority and responsibility as assigned to them by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. Except for those officers elected at the Organizational Meeting, the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected. The term of office for those officers elected at the Organization Meeting shall be that period of time beginning on the date of the Organization Meeting and ending on the first date of the first Annual Meeting. In any event, a duly-elected officer shall serve in the office to which he is elected until his successor has been duly elected and qualified.

Section 2. Removal.

Any officer or agent or member of a committee elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the person so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies.

Any vacancy occurring in any office of the Foundation may be filled by the Board of Trustees.

Section 4. Powers and Duties of the President.

The President shall be the Chief Executive Officer of the Foundation and shall be elected from the members of the Board of Trustees. Subject to the control of the Board of Trustees and the Executive Committee (if any), he shall have general executive charge, management and control of the properties, business and operations of the Foundation with all such powers as may be reasonable incident to such responsibilities; he shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Foundation subject to the approval of a majority of the full Board of Trustees; and he shall preside at all meeting of the Board of Trustees; and he shall have such other powers and duties as may be designated in the Bylaws and as may be assigned to him from time to time by the Board of Trustees.

Section 5. Powers and Duties of a Vice President.

A Vice president shall have such powers and duties as may be assigned to him by the Board of Trustees including the performance of the duties of the President upon the death, absence or resignation of the President or upon the President's inability to perform the duties of his office. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6. Powers and Duties of the Treasurer.

The Treasurer shall have custody of all of the Foundation's funds and securities which come into his hands. When necessary or proper, he may endorse or cause to be endorsed, in the name and on behalf of the Foundation, checks or other obligations for collection and shall deposit or caused to be deposited the same to the credit of the Foundation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Trustees; he may sign or cause to be signed all receipts and vouchers for payments made to the Foundation either alone or jointly with such other officer as may be designated by the Board of Trustees; whenever required by the Board of Trustees, he shall render or cause to be rendered a statement of the cash account; he shall enter or cause to be entered regularly in the Foundation's books to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Foundation; he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Trustees; and he shall, if required by the Board of Trustees, give such bond for the faithful discharge of his duties in such form as the Board of Trustees may require.

Section 7. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all meeting of the Board of Trustees in books provided for that purpose; he shall attend to the giving and serving of all notices as delegated by the President; in furtherance of the Foundation's purposes and subject to the limitations contained in the Articles, he may sign with the President in the name and on behalf of the Foundation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the

Foundation; he shall have charge of the Foundation's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Trustees may direct, all of which shall be open at reasonable times to the inspection of any Trustee upon application at the Foundation's office during business hours; and he shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Trustees.

Section 8. Compensation of Officers.

If the Board of Trustees so determines, officers shall be entitled to receive salary of compensation in a reasonable amount for such personal services rendered that are necessary and reasonable in carrying out the Foundation's purposes; otherwise, no officer shall be entitled to receive any salary or compensation.

ARTICLE III

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The Foundation's fiscal year shall correspond to the fiscal year of the South Central Association of Blood Banks.

Section 2. Seal.

The Foundation's seal, if any, shall be such as may be approved by the Board of Trustees.

Section 3. Notice and Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Bylaws, such notice by either postal or electronic mail shall be deemed to be sufficient. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 4. Resignation.

Any Trustee or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Trustees or Committees.

Any action required by law or the Bylaws to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Trustees, or all of the members of the committee, as the case may be.

Section 6. Gender.

References herein to the masculine gender shall also refer to the feminine in all appropriate cases.

Section 7. Report of Foundation.

The President of the Foundation shall make an annual report of the status of the Foundation at the annual meeting of the Association.

Section 8. Disbursal of Principal.

The principal of the Foundation may be disbursed or paid out only with the approval of a majority of the Trustees and with the approval of the Executive Committee of the Association.

ARTICLE IV

INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Foundation shall indemnify each Trustee and officer and each former Trustee and officer of the Foundation who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he is or was a Trustee or officer of the Foundation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The Foundation shall indemnify each Trustee and officer and former Trustee and officer of the Foundation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor, by reason of the fact that he is or was a Trustee or officer of the Foundation against expenses (including attorneys' fees) actually and reasonably

incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such Trustee or officer shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation except to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or of a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized in this section.

The indemnification hereunder shall be made only upon a determination in the specific case that indemnification is proper under the substantive standards established hereunder. Such determination shall be made (1) by the Board of Trustees by a majority

vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee or officer of the Foundation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE V

AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the then acting Trustees at any Annual or Regular Meeting with the approval of the majority of the Executive Committee of the Association.