

## 2007 BBANYS Annual Meeting and Business Meeting Announcement

The 56<sup>th</sup> Annual Meeting of the Blood Banks Association of New York State, Inc. will be held June 6 - 8, 2007, at The Desmond Hotel and Conference Center in Albany, NY. The Desmond's colonial atmosphere is a favorite among attendees and vendors.

On Wednesday, June 6<sup>th</sup>, AABB is offering its AABB Assessor Training program to those interested in quality improvement, performing accreditation assessments for AABB, or just familiarizing themselves with AABB's accreditation process. For registration and other inquiries, contact Kim Charity, MT(ASCP),CQA (ASQ) at AABB at (301) 215-6566.

On June 7<sup>th</sup>, the program offers sessions pertaining to infectious diseases, 7-day platelets, patient safety, antigen matching for chronically transfused patients, massive transfusion, radio-frequency technology, disaster planning pre- and post-Hurricane Katrina, ISBT 128, stress management, and two technical workshops, plus a recently added session on clinical laboratory professional licensure. On Friday, June 8<sup>th</sup>, the program includes a session designed to assist blood bank medical directors in maintaining a NYS Certificate of Qualification for Blood Services Collection – Comprehensive as well as another technical workshop and a nursing program entitled "Providing Safe Transfusion Care".

Course descriptions and information regarding registration, lodging, and the Aqua Duck Tour are available on the organization's website at [www.bbanys.org](http://www.bbanys.org). The registration form is available in PDF format and may be downloaded. Completed forms should then be mailed to BBANYS; P.O. Box 38002; Albany, NY 12203-8002 or faxed to (518) 356-5612. Should you have any questions, please contact Kevin Pelletier, MT(ASCP) at (518) 485-5341.

The Blood Banks Association of New York State, Inc. will hold its annual meeting during the noon-time luncheon at The Desmond Hotel and Conference Center on Thursday, June 7, 2007. The election of board members and officers will take place at that time. The slate of board members as proposed by the Membership/ Nominations Committee is:

### *1<sup>st</sup> Term*

Mark Wheeler, CLS(NCA) Administrative Director of Blood Bank NYU Hospital New York, NY

### *1<sup>st</sup> Term*

Millicent Sutton, MD Medical Director, Special Patient Services Interim, Assistant Medical Director NYBS New York Blood Center New York, NY

### *1<sup>st</sup> Term*

Christine Terranova, BS, MT(ASCP) Blood Bank Supervisor Mercy Hospital Buffalo, NY

### *2<sup>nd</sup> Term*

George Wilner, MD Medical Director, Clinical Laboratories Director, Blood Bank/Hematology Albany Medical Center Hospital Albany, NY

The slate of officers as proposed by the Membership/Nominations Committee include:

### *President-Elect*

Rachel Elder, MD Director, Rapid Response Laboratory Crouse Hospital Medical Advisor for Transfusion Services Laboratory Alliance of Central New York Syracuse, NY

### *Treasurer*

Karla Lauenstein, MT(ASCP)SBB Supervisor, Blood Bank SUNY Health Science Center at Syracuse Syracuse, NY

### *Secretary*

Carla Chamberlain, MT(ASCP)SBB Supervisor, Blood Bank Albany Medical Center Hospital Albany, NY Nominations may be submitted from the floor if supported by the written petition of at least five members in good standing.

## **Blood Banks Association of New York State: Notice of Proposed Bylaws Amendments**

The bylaws of the organization were revised by the Strategic Planning and Policy Committee to clarify and strengthen organizational governance. The revised bylaws were presented to the Board of Directors for consideration on September 15, 2006 and were adopted by the Board on February 2, 2007. Publication below of the proposed amendments will fulfill the requirement for Association members to be notified of such amendments at least 15 days before the general membership meeting. A vote pertaining to their adoption will be taken on June 7, 2007 at the annual business meeting. All of the intended changes are indicated. Bracketed text is marked for deletion; underlined text is to be added.

### **BLOOD BANKS ASSOCIATION OF NEW YORK STATE, INC.**

#### **MISSION STATEMENT AND BYLAWS**

[I.] [BBANYS] Blood Banks Association of New York State, Inc. Mission Statement

The Blood Banks Association of New York State (BBANYS) is a non-profit, professional organization dedicated to improving transfusion medicine within the State by fostering education and the exchange of ideas among professionals in the field.

[The entire BBANYS Strategic Plan was removed from this document and placed in the Policy Manual.]

#### **BYLAWS**

##### **PREAMBLE**

The Blood Banks Association of New York State, Inc. has been formed to provide useful service to those people within the state who are involved in [providing] collecting, preparing, testing, storing, distributing, and transfusing [, and receiving] blood products and associated services by fostering education and the exchange of ideas among professionals in the field.

##### **Article I Name and Purpose**

Section 1 Name: The name of the Corporation is the Blood Banks Association of New York State, [Inc] Inc., herein called the Corporation. It shall be a [not-for-profit] non-profit organization.

Section 2 Purpose: The purpose of the Corporation is to provide an educational forum for all individuals within the state interested in transfusion medicine [within the state]. Activities of the Corporation shall include: [such things as]

- a. Engaging in charitable, scientific, and educational activities
- b. Fostering the exchange of knowledge, dispersing information, and facilitating interaction among its members
- c. Promoting [encouraging, and influencing] the use of accepted practices in transfusion medicine
- d. Promoting voluntary blood donation

## Article II Membership

Section 1 Membership: The membership of the Corporation shall be divided into two classifications

- a. [Institutional] Individual
- b. [Individual] Institutional

Section [3] 2 Individual Membership: Any person interested in blood collection, transfusion medicine or a related endeavor may seek individual membership.

- a. Application for individual membership shall be approved by the Membership/ Nominations committee or a designee
- b. Each individual member shall have one vote.

Section [2] 3 Institutional membership: Any institution, public or private, engaged in any aspect of blood collection, transfusion medicine or a related endeavor may seek institutional membership.

- a. Application for institutional membership shall be approved by the Membership/ Nominations Committee or designee
- b. Each institutional member shall have one vote

Section 4 Membership List: The Board shall ensure the maintenance of a list [containing the name, address, and affiliation] of contact information for each individual and [each] institutional member. The list shall be kept current on a yearly basis and shall be available to each board member through the [Board Secretary] Business Manager.

Section 5 Resignations: Any individual or institutional member of the [c] Corporation may [resign] terminate membership by submitting a written request to the Board of Directors. Resignations will become effective upon receipt by the Board.

Section 6 Removal from Membership: Any member of the Corporation may request a hearing of the Board of Directors to discuss the removal of another member. Reasons for removal must be presented to the Board in writing, and the accused party must be given an opportunity for [self defense] self-defense in person or in writing prior to any [Board Action] board action that would result in removal. Removal from membership shall require a [three fourths] three-fourths majority vote of the Board members present at the meeting.

Section 7 [Annual] Dues: [Annual dues] Dues shall be levied on individual and institutional members and shall be payable January [first] 20th of each year or members may opt to pay dues at that time for a three-year period. The Board of Directors shall establish the amount of such dues based on recommendations of the Membership/Nomina-tions Committee. All members who have paid their annual dues shall be considered to be members in good standing. All rights and privileges of membership in the Corporation may be terminated for any member who has failed to pay [annual] dues by May 1 of [that] the year in which they are due.

## Article III Meeting of Members

Section 1 Meetings: Meetings of the members of the Corporation shall be held at a date, time and place to be designated by the Board of Directors.

- a. At least one meeting of the general [members] membership shall be held annually.
- b. Written notification of the date, time and place of each general membership meeting shall be sent to individual and institutional members at least fifteen days prior to the meeting.
- c. A majority vote of the Corporation's members who are present and voting at any meeting shall be required to pass [on any issue brought to] a motion presented for a vote.

Section 2 Voting: At all [meeting] meetings of the general [members] membership, each individual member is entitled to cast one and only one vote [in person] on each issue brought to a vote. Each institutional member is entitled to cast one and only [on] one vote [in person] by an

individual designated [to the Board] as that [member's] institution's voting representative. Each member, individual or institutional, is entitled to cast one and only one vote for each vacant position on the Board of Directors and one, and only one vote in the election of the Board's [Officers] officers. Issues presented for a vote shall be decided by majority vote of the Corporation's members who are present and voting at the meeting.

Section 3 Election of Board of Directors: The election of members and [Officers] officers of the Board of Directors shall take place at the annual business meeting. The slate of nominees shall be made public to the members of the Corporation prior to the annual meeting at which the nominees for [Board Members] board members and [Board Officers] board officers will be voted upon by the general membership. [Nominations may be submitted from the floor at the time of the annual meeting. All such nominations from the floor must be supported by the written petition of at least five members in good standing.] Individuals in good standing seeking a board position must make their intention known in writing to the Board of Directors at least 10 days in advance of the annual business meeting. Candidates must secure the written petition of at least five members in good standing and such documentation must be submitted on or before the morning of the business meeting.

Section 4 Special meetings: The President of the Corporation may call [Special] special meetings of the [members] membership of the Corporation at any time. Each member shall receive written notification of the date, time, place, and agenda of the special meeting at least fifteen days prior to the meeting.

#### **Article IV Board of Directors**

Section 1 Members: The Board of Directors shall consist of no more than fifteen members, including the [Officers] officers of the Corporation. [In addition, the Editor of the "Newsletter/Journal" shall serve on the Board in an ex officio capacity.] Any individual member in good standing or duly authorized voting representative of an institutional member in good standing is eligible to serve on the Board, subject to the term limits noted in Article IV Section 2.

Section 2 Terms: Regular members of the Board shall serve a three-year term. Members may serve only two consecutive three-year terms, unless elected to serve [in a role of] as an officer for the Corporation. Members elected to serve as Secretary or Treasurer of the organization shall serve a three-year term and be eligible for reelection to an unlimited number of terms. Members elected to serve as [President-elect] President-Elect shall complete consecutive two-year terms as [President-elect] President-Elect, President, and Immediate Past President [(if necessary)]. [President-elect] President-Elect and Secretary must be members of the current Board of Directors. [The Editor of the "Newsletter/Journal" shall be appointed to a three -year term by majority vote of the Board, and shall be eligible for reappointment.]

Section 3 Powers: All property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors has the authority to exercise all such powers designated to nonprofit corporations organized under the Membership Corporation Law of the State of New York but subject, nevertheless, to the statutes of the Certification of Incorporation and the Bylaws of the Corporation known as the Blood Banks Association of New York State, Inc.

Section 4 Vacancies: [if] If a Board position [on the Board of Directors] with an unexpired term becomes vacant, the Executive Committee may elect a successor who shall hold the position until the next annual meeting. This Board member will be eligible for election at the next annual meeting and if elected, will begin a three-year term. He/ she will also be eligible for re-election at the termination of the first three-year term. In the event the President is unable to fulfill the duties of [his] his/her office, the [President-elect] President-Elect will act as President for the completion of that term of office and continue as President for the succeeding two-year term. In the event the

Immediate Past President is unable to fulfill the duties of [his] his/her office, the office shall remain vacant, and the Executive Committee shall be responsible for ensuring that the duties of the office are carried out.

Section 5 Removal: All [Board Members] board members are expected to actively participate in the business activities of the Corporation, including service on committees. Failure to do so or failure to attend two consecutive [Board] board meetings without a reasonable explanation may be considered just cause for removal. A [Board] board member or [Officer] officer may be removed from office with just cause by a [three fourths] three-fourths majority vote of the remaining [Board] board members. Reasons for removal must be presented to the accused party in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any [Board Action] board action.

Section 6 Salaries and compensation: Members of the Board of Directors may not receive financial compensation for services provided to the Corporation. However, they may enter into a contract with the Corporation, if such a contract is approved by a unanimous vote by the Board at a duly constituted meeting.

Section 7 Monetary powers: The Board of Directors shall designate the banks or trust companies in [with] which the money or securities of the [corporation] Corporation shall be deposited. They shall designate the manner in which the funds of the Corporation are to be expended. The Treasurer shall provide an annual financial report to the membership at the time of the annual meeting.

Section 8 Agents: The Board of Directors may appoint such agents, as it deems necessary, to conduct certain affairs of the Corporation. The Board shall appoint these agents for a specific period of time. Agents duly appointed by the Board are not automatically members of the Board of the Corporation. A salary or other form of compensation may be paid to the agents of the Corporation.

Section 9 Reimbursement of expenses: The Board of Directors shall reimburse any member, officer, or agent of the Corporation for expenses incurred while acting on behalf of the Corporation, following written policies developed by the Board.

## **Article V Meetings of the Board of Directors**

Section 1 Regular meetings: The Board of Directors shall hold at least three regular [meeting] meetings annually, one of which may be held in conjunction with the annual meeting of the general membership. The President shall establish the date, time and agenda of each meeting. Each [Board] board member shall be provided written notification at least 15 days prior to the meeting.

Section 2 Voting and Quorum: [One half] A majority (more than one-half) of the board members must participate in a meeting to constitute a quorum. At any meeting at which a quorum [is present] exists, all voting shall be by majority vote unless otherwise stipulated by these [Bylaws] bylaws. In the event of a tie vote, the President shall have the power to determine the outcome. Any issue authorized by a majority vote at any meeting at which a quorum is present shall have the same force and effect as if all of the members of the Board had been present. Proxy votes will not be allowed. Voting by board members participating in a meeting via teleconference or videoconference will be permitted.

## **Article [VII] VI Officers**

Section 1 President: The President shall be the Chief Executive Officer of the Corporation and shall preside at all [meeting] meetings of the Board of Directors and [of] the corporation's members. The [president] President shall see that all directives or resolutions of the Board and

membership are acted upon. The President shall direct the affairs of the Corporation and shall have the general powers of supervision and management usually vested in the Office of President of a [not-for-profit] non-profit corporation under the Membership Corporation Law of the State of New York. The President shall be an [ex-officio] ex officio member of all committees and shall oversee all administrative functions performed on behalf of the organization by the Business Manager.

Section 2 [President-elect] President-Elect: The [Presidenelect] President-Elect shall have the power to exercise all powers and functions of the Presidency [,] in the event the President is unable to serve. The [President-elect] President-Elect will preside at meetings of the Board of Directors in the absence of the President. The [Presidenelect] President-Elect shall chair the Strategic Planning and Policy Committee.

Section 3 Secretary: The Secretary shall attend [and keep the minutes of] all [meeting] meetings of the Corporation, [and] the Board of Directors, and the Executive Committee and shall record the minutes. [The Secretary shall also keep or provide for the keeping of the minutes of all meetings of the Corporations membership and the Board of Directors. The Secretary or designee shall be responsible for maintenance of a list of the active membership of the Corporation, and for the distribution of such list to the members of the Board as requested.] An electronic copy of each set of meeting minutes shall be forwarded to the Business Manager. The Secretary may serve more than two consecutive three-year terms.

Section 4 Treasurer: The Treasurer shall chair the [finance committee] Finance Committee and oversee all financial activities in accordance with the guidelines and directives set forth by the Corporation. On at least an annual basis, the Treasurer shall prepare and present to the Board a summary of the Corporation's financial status, including estimates of expenditures and revenues for the succeeding fiscal year. The Treasurer shall ensure that all appropriate tax returns of the Corporation are filed in a timely fashion. The Treasurer shall perform all duties [which] that are incident to the Office of Treasurer of a [not-for-profit] non-profit corporation under the Membership Corporation Law of the State of [new] New York. The Treasurer shall oversee all financial activities performed on behalf of the organization by the Business Manager. The Treasurer may serve more than two consecutive three-year terms.

Section 5 Immediate Past President: The Immediate Past President shall serve on the Executive Committee of the Board and shall have the power to discharge those duties as may be assigned by the Board of Directors.

[Section 6 Editor: The Editor shall arrange for the writing, editing, printing, and distribution of corporate "newsletter/journal" to members and others as appropriate.]

## **Article [VI] VII Executive Committee**

Section 1 Composition: The [president] President, [president-elect] President-Elect, Immediate Past President, [and] Treasurer, and Secretary shall constitute the Executive Committee for the purposes of carrying out the Corporation's business between Board meetings. The Secretary shall record the minutes of all Executive Committee meetings.

Section 2 Voting and Quorum: A [Quorum] quorum shall be considered to be three of the [four] five members of the [executive committee] Executive Committee for the purpose of conducting the Corporation's business. Decisions shall be by [consensus,] consensus and [for] all actions shall be reported to the full Board of Directors at the next available Board [Meeting] meeting.

## **Article VIII Newsletter Editor**

Section 1 The Editor of the Newsletter shall be selected from the Board of Directors or the general membership, based on the individual's expressed interest in the position.

Section 2 The Editor of the Newsletter shall be appointed to a three-year term by majority vote of the Board, and shall be eligible for reappointment without limitation to the number of successive terms.

Section 3 The Editor of the Newsletter shall serve on the Board of Directors in an ex officio capacity and shall have voting privileges.

Section 4 The Editor shall arrange for the writing, editing, printing, and distribution of the Corporation's newsletter to members and others as deemed appropriate.

#### **Article [VIII] IX Committees**

Section 1 Appointment: The President of the Board of Directors shall appoint standing and, as necessary, ad hoc committees of the Board of Directors. Membership of such committees shall be limited to individual members of the Corporation in good standing or duly appointed voting delegates of institutional members of the Corporation in good standing. All committees shall be chaired by a current member of the Board of Directors. All committees shall be charged with such duties as dictated by the [Bylaws] bylaws and/or policies of the Corporation or as determined by the [Board of Directors] President.

Section [3] 2 Strategic Planning and Policy Committee: The Strategic Planning and Policy Committee shall be responsible for an annual review and evaluation of the Corporation's Mission Statement and Strategic Plan. The Strategic Planning and Policy Committee will also present the Corporation's position on matters of public interest relating to transfusion medicine and related endeavors within New York[.] State. Committee membership is limited to the President, Past-President, President-Elect, Treasurer, and Secretary.

Section [2] 3 Membership/Nominations Committee: The Membership/Nominations Committee shall be responsible for developing policies to promote active growth of the [Corporations'] Corporation's membership. The committee shall also be responsible for submitting a slate of nominees to fill officer positions as well as vacancies on the Board [including Officers] and the position of [Newsletter/Journal Editor] Newsletter Editor.

Section 4 Education Committee: The Education Committee shall be responsible for the planning and execution of education events for the benefit of the membership. [A standing subcommittee of the education committee shall be responsible for the planning and organization of the educational events held in conjunction with the Corporation's annual meeting.]

Section 5 Newsletter/Website Committee: The Newsletter/ Website Committee shall advise/assist the Editor in the production and distribution of the newsletter. Activities shall include the solicitation of manuscripts and other duties as assigned by the [editor] Editor. The committee shall provide website oversight, review current website postings, and provide the webmaster with updated materials for posting. The Editor shall be a member of the committee.

Section 6  
Finance Committee: The Finance Committee shall assist the Treasurer in the oversight of [al] all financial affairs of the [corporation] Corporation.

Section 7 Annual Meeting Planning Committee: Since the location of the annual meeting changes annually, composition of the Planning Committee will also change annually. The Chairperson shall be a current board member and shall be appointed by the President.

### **Article [IX] X Fiscal Year**

Section 1 Fiscal year: The fiscal year of the corporation shall be January 1 to December 31.

### **Article [X] XI Amendments to the Bylaws**

Section 1 Amendments: [Bylaws may be amended at any duly called meeting of the Corporation.] Amendments to the bylaws must be proposed in writing to the Board of Directors for consideration. If adopted by the Board of Directors, [The] the proposed amendments shall be [mailed by the Secretary] distributed to all Association members at least fifteen days before the date of the meeting. Adoption of proposed amendments shall be by majority vote of members present at the meeting. Proxy votes will not be allowed.

### **Article [XI] XII Rules of Order**

Section 1 Rules of Order: Roberts Rules of Order shall take precedence in cases where there is inconsistency, a lack of consensus among board members, conflict with the [Bylaws] bylaws of the Corporation or with special rules [designated] employed by the Board of Directors.

### **Article [XII] XIII Termination of the Corporation**

In the event of liquidation or dissolution of the Corporation, no liquidating dividends or dividends in distribution of the property owned by the Corporation shall be [declard] declared or paid to members or officers of the Corporation or any private individual, but, rather, such property shall be transferred to such charitable scientific or educational organizations, as the members of the Board shall determine or the Corporation's legal [administrators after its dissolution shall direct.] counsel shall advise.