

# **ILLINOIS ASSOCIATION OF BLOOD BANKS**

## **CONSTITUTION AND BY-LAWS**

### PREAMBLE

In order that we may support useful and quality service to our communities, our hospitals, and those persons throughout the State of Illinois and elsewhere who are involved in Blood Banking and Transfusion Medicine Services, we have formed this association and adopted this constitution for the uses and purposes herein set forth.

### ARTICLE I - NAME

The name of the organization shall be "The Illinois Association of Blood Banks." It shall be organized and shall operate only as a non-profit association. This association as currently constituted includes by merger the association previously known as the Chicagoland Blood Banking Society.

### ARTICLE II - MEMBERSHIP

Membership in this association shall be of two classes, institutional and individual.

Institutional membership shall be open to blood banks and transfusion services in Illinois. Institutional membership includes free posting of open job positions to the Association's website, and the option to send one member of the institution to educational meetings at the cost of member registration.

Individual membership shall be open to any individual interested in Blood Banking/Transfusion Medicine and/or related disciplines. Individuals who are granted Member-for-Life status will be entitled to membership without paying yearly dues.

The membership year is defined as beginning June 1st and ending May 31st.

### ARTICLE III - PURPOSE

The purposes of this Association are to provide, among individuals and institutions with an interest in blood banking and transfusion medicine, an exchange of ideas promoting their knowledge and interest and informing them of the latest developments in this field, and to cultivate a spirit of community and good fellowship among its members.

### ARTICLE IV - VOTING RIGHTS

Each active individual and each institutional member shall be entitled to one vote before the Association. The vote of an institutional member is to be cast by the medical director and or a

designated proxy. No person may cast his/her vote on behalf of more than one institutional member.

Any individual member appointed or elected to any committee shall be entitled to one vote within that committee.

Any action required by this Constitution and By-Laws or by the Illinois Not for Profit Corporation Act at any annual or special meeting of the members entitled to vote, may be taken by ballot without a meeting, in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act or this Constitution and By-Laws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

Such informal action by members shall become effective only if, at least 5 days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

#### ARTICLE V - OFFICERS

The officers of the association shall be elected by the membership of the Association according to the conditions set forth below. The officers of the association shall consist of the President, Vice-President, Secretary, Treasurer, and President-elect, and their duties shall be enumerated in the By-laws.

The Vice-President shall be elected annually and serve until his/her successor is elected and qualified.

Succession will be as follows: Vice-President will serve for one year and will succeed to President-Elect, President, and then Past-President. Current and past Executive Committee members of the ILABB will be given first consideration for nomination to the position of Vice-President. To avoid a conflict of interest, any non-blood center vendors will not be considered for election to the following offices: President, President-Elect, Vice-President, and Past-President.

The Secretary will be elected for a two-year term, and in alternate years the Treasurer will be elected for a two-year term. All officers shall be active individual members in good standing knowledgeable in Blood Banking/Transfusion Medicine.

In the event that any officer of the association is rendered incapable of fulfilling his/her duties, the Executive Committee shall appoint a replacement for the open position.

## ARTICLE VI - EXECUTIVE COMMITTEE

The Executive Committee shall function as the Board of Directors of the Association and shall have 10 members. It shall be composed of five officers (President, Vice-President, Secretary, Treasurer, and President-elect) together with the immediate past-president and four members-at-large. At least one executive committee member shall be from outside the greater Chicago metropolitan area. Two members-at-large will be elected for a two-year term, and in alternate years two members-at-large will be elected for a two-year term. The Executive Committee shall meet periodically at such times as are deemed desirable by the President or the Executive Committee itself as needed to plan the educational events in its calendar and conduct other association business.

The Executive Committee shall fill all vacancies amongst its own membership and transact all business in the intervals between meetings of the entire association.

The Executive Committee shall submit reports in full to Association membership at a meeting of the membership.

## ARTICLE VII - MEETINGS

The Association shall hold a regular meeting of the members at least once in each calendar year at a time and place to be specified by the Executive Committee. Additional meetings shall be called as deemed appropriate or necessary by the Executive Committee which shall designate time or place for such meetings, provided however, that all members in good standing shall be notified in writing at least 30 days in advance of such meetings.

The President shall serve as chairman of the meetings of the membership and the executive committee. A quorum shall consist of twenty five percent (25%) those voting members in good standing of the Association.

## ARTICLE VIII - DUES

Active institutional members and individual members, with the exception of members-for-life, shall pay annual dues. Dues shall be defined by the executive committee.

Individual or institutional members who are delinquent in payment of dues beyond a period of six months shall be dropped automatically from the membership roster. They may be reinstated if payment is made.

## ARTICLE IX - AMENDMENTS

Any intended amendment to this Constitution and By-Laws or the Articles of Incorporation of the Association shall be submitted in writing to the Executive Committee, preferably at least thirty (30) days before it is voted upon, together with written approval of such an amendment by three ILABB members in good standing. Membership shall be informed of the proposed amendments at least 14 days prior to voting. The Constitution and By-Laws may be amended by

a two-thirds vote of those members in good standing, present and voting at any regular or special meeting of the association.

## ARTICLE X

The Association shall be incorporated under the laws of Illinois as a non-profit organization.

### **BY-LAWS**

#### SECTION I: NOMINATIONS

The Association will take nominations for positions on the Executive Committee. Nominees shall be members in good standing of the Association for a period of at least two years. A call for nominations will be sent to the members by the Executive Committee. The Executive Committee shall review and select the slate of candidates. The members will be provided the opportunity to review the proposed slate of candidates not less than thirty days prior to the vote being scheduled at a meeting of the members, or by informal action by members as permitted under this Constitution and By-Laws and the Act.

#### SECTION II: DUTIES OF OFFICERS

The PRESIDENT-ELECT is elected by the Members and takes office as President on June 1st, after completion of the previous term by the acting President. He/she is a member of the Executive Committee. He/she assumes the duties of the President in the simultaneous absence of the President and Vice-President. He/she cooperates with and assists the Executive Committee to organize the meetings and seminars of the association with responsibility for arrangements with meeting facilities. The President-Elect is also responsible for creating, collecting, and analyzing the speaker evaluation forms and distributing continuing education forms (this task may be delegated). Finally, this individual purchases or delegates the purchases of gifts, plaques, or other recognition materials for the outgoing Executive Committee members.

The PRESIDENT presides at all meetings of the Association. He/she is Chairman of the Executive Committee, and is responsible for the fulfillment of these By-Laws. He/she appoints the chairperson and all members of all committees except as specifically provided for in the constitution, when so requested by resolution of the Association or Executive Committee, and delegates other duties as needed. The President is also responsible for formal contacts and communications with seminar speakers (initial contacts with potential speakers may be delegated) including soliciting speaker's curriculum vitae or information forms and presentation materials. Upon being succeeded by the duly elected President-Elect, he/she becomes a Past-President and serves as a member of the Executive Committee for one year.

The VICE-PRESIDENT is a member of the Executive Committee. He/she assumes the duties of the President in the absence of the President. He/she cooperates with and assists the President. The Vice-President is responsible for organizing the workshops of the association, chairing any workshop committee constituted for that purpose. The tasks associated with the workshop

planning and execution may be delegated, yet the Vice-President takes responsibility for ensuring that the workshops are effectively organized and executed.

The SECRETARY is a member of the Executive Committee. He/she records the minutes of all meetings of the Associations and of the Executive Committee. In concert with the Treasurer, he/she keeps the roll of membership and the records of seminar attendance, assembles the membership directory, and staffs the seminar registration desk. He/she attends to the correspondence of the Association including meeting announcements, speaker presentation materials, and other mailings, with the assistance of Members-at-Large.

The TREASURER is a member of the Executive Committee. He/she collects the membership dues, issues receipts therefore, receives and disburses funds of the Association. He/she signs all checks for disbursement of the Associations funds under the direction of the Executive Committee. He/she renders an annual report as to the state of the treasury, as well as a financial report for individual meetings, and maintains the accounts ledger. The Treasurer works with the Secretary to maintain the membership list and assemble the directory, and to staff the seminar registration desk.

The Illinois ("Downstate") Members-at-large advocate for the membership outside the Chicagoland area, assisting the Vice-President in organizing workshops for this community, arranging for workshop locations, and recruiting workshop moderators, speakers, and attendees.

The Chicagoland Members-at-large are responsible for organizing the Case Studies meeting and assisting with the Chicagoland Dinner Meeting. Tasks associated with the organization of these meetings may be delegated to other Members-at-Large.

In addition to participating in the functions of the Executive Committee, the Members-at-large have the following general duties:

Assisting the secretary and/or treasurer in assembling meeting announcements and other mailings.

Assisting the officers with preparation of meeting presentation materials.

Assisting the secretary and treasurer with seminar registration desk duties.

Recruiting speakers for ILABB-sponsored events.

Performing other duties delegated by the officers.

### SECTION III: CONDUCT OF EXECUTIVE COMMITTEE

1. Resignation and Removal. A member of the Executive Committee may resign at any time by giving written notice to the Executive Committee, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Executive Committee or such officer, and acceptance of the resignation shall not be necessary to

make it effective. Any member of the Executive Committee may be removed for cause by vote of the Executive Committee, provided there is a quorum present at the meeting at which such action is taken.

2. Regular Meetings. The Executive Committee shall convene for at least 7 meetings during each fiscal year of the Association. Regular meetings of the Executive Committee may be held upon such notice, at such time and at such place as shall from time to time be determined by the Executive Committee, or may be held without notice, provided the time and place of such meetings are fixed by these By-Laws or by the Executive Committee.

3. Special Meetings. Special meetings of the Executive Committee may be called by the President or upon written demand of members of the Executive Committee constituting not less than majority of the entire Executive Committee. Such meetings shall be called on not less than three (3) business days' notice to each member of the Executive Committee. The business to be transacted at, and the purpose of, any special meeting of the Executive Committee must be specified in the notice of a special meeting. No business other than that specified in the notice may be transacted at any such special meeting.

4. Adjourned Meetings. A majority of the Executive Committee present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

5. Notice of Meetings. Notice of each meeting of the Executive Committee for which notice shall be required shall be given by the President or the Secretary and shall state the place, date and time of the meeting. Notice of each such meeting shall be given by electronic mail, text message, orally or shall be mailed to each member of the Executive Committee at his or her residence or usual place of business. If notice of less than one week is given, it shall be by electronic mail, telephone or in person, or sent by special delivery mail or express mail. If mailed, the notice shall be given when deposited in the United States mail, postage prepaid. Notice of any meeting need not be given to any member of the Executive Committee who shall submit, either before or after the meeting, a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him or her. Notice of any adjourned meeting, including the place, date and time of the new meeting, shall be given to all members of the Executive Committee not present at the time of the adjournment, as well as to the other members of the Executive Committee, unless the place, date and time of the new meeting is announced at the adjourned meeting.

6. Quorum and Voting. At all meetings of the Executive Committee, or of any Committee of the Association, except as otherwise required by law, a number of members constituting 50% of the Executive Committee then sitting or the entire membership of such Committee, as the case may be, shall be necessary and sufficient to constitute a quorum for the transaction of business, which shall be constituted at the beginning of each meeting. In the event that a member of the Executive Committee elects to withdraw before the termination of the meeting, the quorum established at the opening of the meeting shall prevail. The vote of a majority of the members of the Executive Committee, or a majority present at any meeting at which a quorum has been established, shall be the action of the Executive Committee or of such Committee, as the case may be, unless otherwise provided by any applicable provision of law, of

the Articles of Incorporation or of these By-Laws. Each member of the Executive Committee shall have one vote. If a quorum shall not be present at the commencement of any meeting of the Executive Committee or of any Committee, the members of the Executive Committee present thereat may adjourn the meeting without notice other than an announcement at the meeting, until a quorum shall be present.

7. Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee or by other Committee, may be taken without a meeting of all the members of the Executive Committee or other Committee, as the case may be, consent in writing to the adoption of a resolution authorizing the actions. All members of the Executive Committee or other Committee must constitute a quorum of such Executive Committee or other Committee at the time of such action. Any such resolution and the written consents thereto by the members of the Executive Committee or other Committee shall be filed with the minutes of the proceedings of the Executive Committee or other Committee.

8. Telephone Participation. Any one or more members of the Executive Committee, or any other committee may participate in a meeting of the Executive Committee or other Committee by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence of a person at a meeting.

9. Fiscal Year. The Executive Committee shall have the authority to designate the fiscal year of the Association by resolution, from time to time.

## SECTION VI: OTHER COMMITTEES

The Executive Committee may create and appoint the members of other standing or special committees deemed necessary or appropriate for the work of the Association.

No standing committee shall have such powers or authority in reference to (1) amending the Articles of Incorporation or amending, repealing or adopting new By-Laws of the Corporation, (2) filling of vacancies in the Executive Committee or in any committee, or (3) amending or repealing any resolution of the Board which by its terms shall not be so amendable or repealable. The Executive Committee may designate one or more persons as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee. Each standing committee (and the members and alternate members thereof) shall under the direction of the Executive Committee and shall keep minutes of its meetings and report the same to the Executive Committee. The designation of any standing committee and the delegation of authority thereto shall not alone relieve any member of the Executive Committee of his or her duty to the Corporation.

In addition to the foregoing, the Executive Committee by resolution may authorize the creation of one or more special committees, as it shall deem desirable. The members of such special committees shall be appointed by the President. Special committees shall have only the powers specifically delegated to them by the Executive Committee and in no case shall have powers which are not authorized for standing committees in this Section.

The Executive Committee by resolution may elect any member of the Executive Committee to serve as Chairperson of any one or more standing or special Committees of the Executive Committee. In the absence of such duly elected Chairperson, at any duly constituted meeting of a Committee of the Executive Committee at which the required quorum for such Committee shall be present and acting, the members of such Committee may designate any member of such Committee to serve as temporary Chairperson of said meeting.

## SECTION V: SPECIAL AWARDS

The **CHANG LING LEE** award is named in memory of Chang Ling Lee, MD who was the Blood Bank Medical Director at Charles Hymen Blood Center of Mount Sinai Hospital, Scientific Director at Mid-America Red Cross, and Professor of Medicine and Pathology at Rush Medical College. Dr. Chang Ling Lee had an outstanding career as a blood bank physician, educator and researcher. His research interests demonstrated by his many publications included enhancement of antigen-antibody reactions, blood bank automation, and paternity testing. One of his most outstanding accomplishment was his interest in education as demonstrated by being a “hands on” dedicated teacher and mentor to hundreds of physicians, residents, medical students and specialist in blood banking students.

The Chang Ling Lee award is presented at an ILABB-sponsored meeting to an individual (Blood Bank Physician, Supervisor, Technologist, Researcher, Administrator, Donor Recruiter, Nurse, or Educator) who is an outstanding contributor to Transfusion Medicine in Illinois. Criteria for selection include:

1. Significant contribution to Blood Banking/Transfusion Medicine research, teaching, clinical practice, or management
2. Publications and presentations in the field
3. Service to local, state, national, and international blood banking organizations.

The awardee must practice Blood Banking/Transfusion Medicine in Illinois, and is expected to provide a keynote lecture at the Dinner Meeting. The award carries with it an honorarium of \$1,000 and awardees will receive a plaque in recognition of their achievements.

Members are solicited for nominations. The Executive Committee will discuss each nomination and select the awardee by a simple majority vote. **CHANG LING LEE** awards may not be awarded every year. The award will be announced at the Spring Meeting and will be presented at any ILABB-sponsored meeting.

The **MEMBER-FOR-LIFE** award is presented at the Fall Meeting to an individual who has performed outstanding service to the Association. Members are solicited for nominations. The Executive Committee will discuss each nomination and select the awardee by a simple majority vote. Criteria for selection include:

1. Significant contribution to Blood Banking/Transfusion Medicine research, teaching, clinical practice, or management

2. Publications and presentations in the field
3. Service to ILABB.

This award entitles such individuals to enjoy the benefits of membership without paying yearly dues. Member-for-life individuals are provided the benefit of attending the Dinner Meeting for free; however they are still responsible for individual meeting charges. MEMBER-FOR-LIFE awards need not be made every year.

The **ARO AWARD** is named in memory of Armando R. Orlina, M.D. who was the Medical Director, Division of Transfusion Medicine, Diagnostic Serology and Coagulation Laboratory at Michael Reese Hospital in Chicago Illinois. Dr. Orlina's transfusion medicine practice spanned more than 40 years (1962-2003). The award is in recognition of his scientific, academic and teaching contributions to the field of transfusion medicine.

The purpose of the ARO AWARD is to promote and recognize excellence in research and education in transfusion medicine by the statewide SBB, Medical Technology, and other transfusion medicine students in Illinois.

Applicants must be attending a SBB or Medical Technology/Technician school in Illinois or be post-doctoral students in Illinois who are engaged in transfusion medicine.

Applicants must submit a completed application form and a research paper, exhibit, audiovisual production, web-based presentation, or graphic presentation to the ILABB President by the application due date.

The ARO AWARD is a competitive grant subject to review of each application for its accuracy, demonstration of an understanding of the subject matter, relevancy to transfusion medicine, clarity and organization of the application, and appropriate use of bibliographic citations. The ILABB President will identify and recruit subject matter experts from the State of Illinois to assist in the review of the applications. The President will present the reviewers' recommendations to the ILABB Executive Committee that will make the decision regarding which applicant(s), if any, should receive the ARO AWARD.

Each awardee will receive a cash grant in the amount of \$800. Multiple awards may be granted each cycle. The ARO AWARD may not be awarded every year.

## SECTION VI: EXTENDED ACTIVITIES

The ILABB may provide support or assistance to other organizations engaged in education and services related to Blood Banking, Transfusion Medicine Services, Immunohematology, and other related fields, whether in the State of Illinois or elsewhere. Any such support or assistance shall be approved by the Executive Committee.

## SECTION VII: MISCELLANEOUS

Retired blood bankers (persons over the age of 65 and not working) can attend educational ILABB meetings at a 50% discounted rate.

The Executive Committee members will attend ILABB meetings at no cost.