

# **BYLAWS OF ILLINOIS STATE PERFUSION SOCIETY**

## **I. Purposes**

A. To receive and maintain funds in accordance with the Articles of Incorporation and state and federal regulations governing tax exempt organizations.

B. To promote the public health, safety and welfare by seeking and supporting licensure of all perfusionists practicing within the State of Illinois.

C. To provide educational opportunities to Illinois perfusionists. This will include an annual meeting at which perfusionists will be able to earn continuing education credit.

D. No part of the net earnings of the Corporation shall inure to the benefit of any officer or member of the Corporation (except that reasonable compensation may be paid for services rendered), and no director, officer or member shall be entitled to share in distribution of assets on dissolution of the Corporation.

## **II. Offices**

A. The principle office will be located in the State of Illinois as designated by the directors of the Corporation. The Corporation may have other offices either within or without the State of Illinois as the affairs of the Corporation may require.

B. The Corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with the registered office, as required by state and federal tax exemption regulations.

## **III. Members**

A. The Corporation shall have three classes of members.

1. Class A shall consist of members who are practicing perfusionists in the State of Illinois. A perfusionist practicing in the State of Illinois shall be defined as any resident of the State of Illinois who practices perfusion in the State of Illinois or any nonresident who

has been the primary perfusionist on a case in the past year in the State of Illinois. Class A members shall be entitled to vote on all matters put before the membership.

2. Class B shall consist of members who are students in the process of becoming perfusionists.

3. Class C (Associates) shall consist of members who are either not perfusionists or are perfusionists that are not practicing in the State of Illinois.

B. Admission of members and renewal of membership.

1. Natural persons who meet the membership qualifications may be admitted to the Corporation by an affirmative vote of the directors or a director-appointed committee.

2. The directors or a director-appointed committee may adopt or amend application procedures and qualifications for membership in the Corporation.

3. A Member may renew membership by paying all required fees and dues.

C. Membership Fees and Dues: The directors may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members of each class. The date upon which dues are payable will be determined by the directors.

D. Voting Rights: Each member of Class A shall be entitled to one vote on each matter submitted to a vote of members. Members of Class B and C are not entitled to vote.

E. Resolution Disputes: In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration. This paragraph shall apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a member of the Corporation. The directors shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.

F. Sanction, Suspension, or Termination of Members: The directors may impose reasonable sanctions on a member, or suspend or expel a member, from the Corporation for good cause after a

hearing. Good cause includes a material and serious violation of the Corporation's Articles of Incorporation, bylaws, or rules, or of law. The Officers may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the directors, or take action on behalf of the directors. The directors or the delegate committee may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 14 days prior to the hearing. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A member shall have the right to be represented by council at and before the hearing. The directors or designated-committee may impose sanctions, suspend a member, or expel a member by vote of a majority of Officers or committee members who are present and voting. The directors shall reserve the right to terminate the membership of any member who defaults on an obligation to the Corporation to pay fees or dues. The membership shall be automatically terminated if the member remains in default 30 days following the delivery of notice of default.

G. Resignation: Any member may resign from the Corporation by submitting a written resignation to the secretary. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or charges that had accrued and were unpaid prior to the effective date of the resignation.

H. Reinstatement: A former member may submit a written request for reinstatement of membership. The directors may reinstate membership on any reasonable terms that the directors deem appropriate.

I. Transfer of Membership: Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or death of a member.

J. Waiver of Interest in Incorporation Property: All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

#### IV. Meetings of Members

A. Annual Meeting: Beginning in 1996, the directors shall hold an annual business meeting of the members. This meeting shall be conducted at the same time and place as the Corporation's annual educational meeting. At the annual meeting, the members shall elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the directors shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors.

B. Special Meetings: The directors or not less than one-fifth of the voting members may call special meetings.

C. Place of Meetings: The directors may designate any place within the State of Illinois as the place of meeting for any annual meeting or for any special meeting called by the directors.

D. Notice of Meetings: Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten days before the date of the meeting. If all of the members meet and consent to the holding of a meeting, any official action may be taken at the meeting regardless of a lack of proper notification.

E. Quorum: The presence of Class A voting members in person, or by proxy, who have the authority to cast one-tenth of the total voting power of the Corporation shall be necessary to constitute a quorum at that meeting. The members present at a meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

F. Actions of Membership: The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law

or the bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of officers shall be by ballot if demanded by any voting member at the meeting before the voting begins.

G. Proxies: A member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

H. Voting by Mail: The directors may authorize members to vote by mail on the election of the directors or on any other matter that may be voted on by the members.

## V. Directors

A. Management of the Corporation: The Affairs of the Corporation shall be managed by the directors.

B. Number of Directors: The primary officers of the Corporation shall have six (6) directors.

C. Qualifications and Tenure of Directors: Directors shall be Class A members of the Corporation. Each director shall serve for a term of two years. Each director shall hold office until his successor shall have been duly elected and shall have qualified. Terms will be staggered so that three directors will be elected each year.

D. Nomination of Directors: At any meeting at which the election of a director occurs, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, the directors may appoint a nomination committee to make nominations for each open position. The names nominated by the nomination committee will be included in the election for directors.

E. Election of Directors: A person who meets all qualification requirements to be an officer and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the membership of the Corporation. Directors shall be elected at the annual meeting of the members. A director may be elected to succeed himself or herself as director. A newly elected director shall take office immediately after notification of election results.

F. Vacancies: A vacancy occurring in any office will be filled by the directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

G. Annual Meeting: The annual meeting of the directors shall be held in conjunction with, and at the same place as, the annual meeting of members.

H. Regular Meetings: The directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings is required other than the resolution stating time and place.

I. Special Meetings: Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons calling a special meeting shall notify the secretary of the information to be included in the notice of the meeting. The secretary shall notify all directors of the time, place and purpose of the meeting.

J. Quorum: A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice.

K. Duties of Directors: Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as directors of this Corporation, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful. In all other instances, the directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in

good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

L. Actions of Directors: The directors shall try to act by consensus. However, the vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the directors unless the act of a greater number is required by law or the bylaws. A director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the directors. A director who is represented by proxy in a vote is considered present.

M. Proxies: A director may vote by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution.

N. Compensation: Directors may not receive salaries for their services as directors.

O. Removal of Directors: The members may vote to remove a director at any time, only for good cause. Good cause for removal of a director shall include the unexcused failure to attend three consecutive meetings of the directors. A meeting to consider the removal of a director may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the director will be on the agenda and the notice shall state the possible cause for removal. The director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the affirmative vote of fifty percent of the members.

## VI. Committees

A. The directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees. The function, powers of authority, and membership of the committee will be defined by the resolution. The committee shall consist of a least one director. Other members of the committee may be any

Corporation member or non-member when so provided by the resolution. The President of the Corporation shall appoint the committee members except as otherwise provided in the resolution. Any members of a committee may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Corporation shall be served by that removal.

B. Term of Office: Each member of a committee shall continue to serve until at a director's meeting his successor is appointed, unless the committee shall be terminated before that time, unless he is removed from that committee, or unless he shall cease to qualify as a member of the committee.

C. Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the committee members.

D. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

E. Quorum: Unless otherwise provided in the resolution of the directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

F. Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the directors.

## VII. Officers

A. Daily Management of the Corporation: The daily affairs of the Corporation shall be managed by the officers.

B. Number of Officers: The primary officers of the Corporation shall be a President, such number of Vice Presidents as the directors shall elect, a Secretary, and a Treasurer.

C. Qualifications and Tenure of Officers: Officers shall be Class A members of the Corporation. Each officer shall serve for a term of two years. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.



D. Appointment of Officers: A person who meets all qualification requirements to be an officer may be appointed as an officer by the directors.

E. President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by these bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and other duties as may be prescribed by the directors.

F. Vice Presidents: In the absence of the President or in the event of the President's inability or refusal to act, the Vice Presidents shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform any other duties assigned by the President or the directors.

G. Treasurer: If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in the sum and with the surety or sureties, as the directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all of those moneys in the name of the Corporation in the banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Section VII of these bylaws and, in general, perform all the duties incident to the office of Treasurer and other duties assigned to him by the President or by the directors. The Treasurer shall disburse the funds of the association as may be ordered by the President, the directors, or a properly authorized officer of the Corporation taking proper vouchers for the disbursements and shall render to the President and the directors at its regular meetings, an account of all

transactions as Treasurer and the financial condition of the Corporation.

H. Secretary: The Secretary shall keep the minutes of the meetings of the directors and members, give all notices in accordance with the provisions of these bylaws or as required by law, be custodian of the Corporation records, and keep a register of the post-office address of each director and member. The Secretary shall also perform, in general, all duties incident to the office of Secretary and other duties assigned by the President or by the directors.

### VIII. Contracts, Deposits and Funds

A. Contracts: The directors may authorize any officer, officers, or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. That authority may be general or confined to specific instances.

B. Checks and Drafts: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be approved by the Board (prior to writing) and be signed by one primary officer.

C. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in the banks, trust companies, or other depositories as the directors select.

D. Gifts: The directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

### IX. Books and Records

A. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors and committees and shall keep at its principle office a record giving the name and addresses of the directors. All books and records of the Corporation may be inspected by any officer or his agent or attorney for any proper purpose at any reasonable time.

### X. Fiscal Year

A. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## XI. Waiver of Notice

A. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice.

## XII. Amendments to Bylaws

A. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting of the members, if at least two weeks written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at that meeting, or by unanimous consent of the directors.

## XIII. Indemnification

A. Every person who is or was a director, committee member, officer, employee, or agent acting on behalf of the association shall (together with the heirs, executors, and administrators of such a person) be indemnified by the Corporation against all costs, damages, and expenses asserted against, incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he is made or threatened to be made a party by reason of his being or having been such director, officer, committee member, employee, or agent except in relation to matters as to which recovery shall be had against him by reason of his having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his duty as such director, officer, committee member, employee or agent. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, a plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed an adjudication that such director, officer, committee member, employee or agent is guilty of fraud in the performance of his duties, if such director, officer, committee member, employee or agent was acting in good

faith in what he considered to be the best interests of the Corporation and with no reasonable cause to believe the action was illegal.

#### XIV. Miscellaneous Provisions

A. Legal Construction: If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

B. Headings: The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

C. Gender: Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female gender.