



Discussion and Revision of Proposed Bylaws Amendments

In compliance with the AmSECT Bylaws, the Bylaws Committee, with additional input from the AmSECT membership, has developed and proposed bylaws amendments to the Board of Directors. After evaluation and discussion of each proposed amendment, the Board of Directors has approved bylaws amendments to be submitted to the membership for discussion and revision at the Annual Corporate Meeting on Friday, April 30, 2010, 4:30 pm (PT) at the Grand Sierra Resort, Reno, Nevada.

The proposed amendments, as revised, will be sent to the entire voting membership with instructions for electronic voting within 21 days of the Annual Corporate Meeting. Voting will be open until 40 days after the Annual Corporate Meeting. Adoption of the proposed amendments must receive a 2/3 affirmative vote of the votes submitted and shall become effective immediately, unless the amendment specifies otherwise.

To the Membership:

Review the proposed amendments and compare the proposed amendments to the existing bylaws. Each proposed amendment has a rationale attached. The proposed bylaws amendments will be discussed individually at the Annual Corporate Meeting.

Each member is entitled, and encouraged, to voice any comments or concerns that they may have at the Annual Corporate Meeting. After the discussion period for each proposed amendment has concluded, the voting membership (Active, Life, Retired, Transitional) in attendance at the Annual Corporate Meeting will vote to adopt or reject the proposed amendment, with any revisions. The adopted proposed amendments will be submitted to the entire voting membership for vote.

Thank you for exercising your membership rights in this very important process.

Pat H. Courtney, Jr.

AmSECT Bylaws Committee Chairman

March 1, 2010

Proposed Bylaws Amendments 2010

March 1, 2010

CURRENT PHRASING	PROPOSED AMENDMENTS	RATIONALE
<u>ARTICLE III - Members</u>	<u>ARTICLE III - Members</u>	
Section 2. There shall be seven (7) categories of membership: A. ACTIVE --..... Active members shall pay dues as prescribed by the board of directors and approved by the membership. Any individual who applies	Section 2. There shall be seven (7) categories of membership: A. ACTIVE --Active members shall pay dues as prescribed by the board of directors and approved by the membership. Membership dues rates in any categories may be discounted by 10% to allow for recruitment and retention initiatives as approved by the Board of Directors. Any individual who applies	The proposed amendment will allow promotional programs to be utilized to aid in recruitment and retention of members.
C. Student 1. Student members shall pay dues one time and remain student members while actively enrolled in the perfusion education program.	C. STUDENT 2. Student membership shall terminate at the next dues billing cycle after date of graduation or cessation of enrollment.	The proposed amendment will allow Student members to remain members until the next available billing cycle.
G. PERIOPERATIVE BLOOD MANAGEMENT CLINICIAN — This member shall be a member who is actively engaged..... An individual who is actively engaged in other perfusion activities shall not be eligible for this membership category.	G. PERIOPERATIVE BLOOD MANAGEMENT CLINICIAN — A Perioperative Blood Management Clinician member shall be a member who is actively engaged..... An individual who is actively engaged in any perfusion activities shall not be eligible for this membership category	The proposed amendment makes the bylaw wording consistent with the other membership categories. The proposed amendment adds the word: any
Section 4. In order to be a member in good standing each dues paying member	Section 3. In order to be a member in good standing, each dues paying member	New numbering: current section 4 - there was not a section 3 in current bylaws document

Section 5. Dues shall be due and payable to the national office	Section 4. Dues shall be due and payable to the national office	New numbering: current section 5 - there was not a section 3 in current bylaws document
Section 6. A member in good standing who desires to terminate his/her membership	Section 5. A member in good standing who desires to terminate his/her membership	New numbering: current section 6 - there was not a section 3 in current bylaws document
<u>ARTICLE IV-Meetings</u>	<u>ARTICLE IV-Meetings</u>	
Section 1. An annual meeting of the members shall be held to inaugurate the elected officers, directors, and committee members and to declare the results of the vote on such other issues as were to be decided upon by ballot, and for the transaction of such other business as may properly come before the meeting. Notice of the meeting shall be made not less than ten (10) nor more than sixty (60) days prior thereto by (1) posting on the AmSECT website, (2) by written and mailed letter, and (3) by email to all members with an email address on file.	Section 1. An annual meeting of the members shall be held to inaugurate the elected officers, directors, and committee members and to declare the results of the vote on such other issues as were to be decided upon by ballot, and for the transaction of such other business as may properly come before the meeting. Section 2. Notice of the meeting shall be made not less than ten (10) nor more than sixty (60) days prior thereto by (1) posting on the AmSECT website, (2) by written and mailed letter, and (3) by email to all members with an email address on file.	Section 1 has been divided into Section 1 and Section 2; Section 1 contained two subjects New section 2 – was second part of current section 1
Section 2. Special meetings of the membership may be called	Section 3. Special meetings of the membership may be called	New numbering: current section 2
Section 3. The presence of five (5) percent of the voting membership	Section 4. The presence of five (5) percent of the voting membership	New numbering: current section 3
Section 4. The vote on any issue may be by ballot	Section 5. The vote on any issue may be by ballot	New numbering: current section 4

Ballots shall be electronic and voting for officers, directors, committee members, amendments to the articles of incorporation and/or bylaws may be done electronically via a secure site.	Ballots may be electronic, and voting for officers, directors, committee members, amendments to the articles of incorporation and/or bylaws may be collected electronically via a secure site at the National Office. Any member may request and utilize a paper ballot for any issue.	New wording change: may be electronic New wording change: may be collected New wording added
Section 5. Ballots for the election of officers, directors, and committee members	Section 6. Ballots for the election of officers, directors, and committee members	New numbering: current section 5
Section 6. A member or director may execute a written waiver	Section 7. A member or director may execute a written waiver	New numbering: current section 6
<u>ARTICLE V- Zones</u>	<u>ARTICLE V- Zones</u>	
The Society shall be organized	Section 1. The Society shall be organized	Names this as section 1, currently there is not a section 1
Section 2. Each zone shall elect two (2) directors to the Board of Directors. No zone may elect more than one director from each state.	Section 2. Each zone shall elect two (2) directors to the Board of Directors. No zone may elect more than one director from an individual state	New wording change: each - individual
D. Perform other such tasks as assigned by the president or the Board.	D. Perform other such tasks as assigned by the president or the Board of Directors.	New wording change: Board – Board of Directors
E. Attend the meetings of the board	E. Attend the meetings of the Board of Directors	New wording change: board - Board of Directors
<u>ARTICLE VI-Chapters</u>	<u>ARTICLE VI-Chapters</u>	
Section 6. relinquish its charter it shall send to a director of the zone in which it is located..... next meeting of the national board of directors.	Section 6. relinquish its charter it shall send to a director of a zonenext meeting of the national Board of Directors	New wording change: a; chapters do not have geographical boundaries New wording change: capitalizes Board of Directors

Section 9. determination may effect the interests of the membership	Section 9. determination may affect the interests of the membership	New wording change: affect
<u>ARTICLE VII-Officers</u>	<u>ARTICLE VII-Officers</u>	
Section 3. The president-elect shall be elected in the even numbered years for a term of two (2) year	Section 3. The president-elect shall be elected in the even numbered years for a term of two (2) years	New wording change: years
Section 4. not be a president-elect until the next odd year election,	Section 4. not be a president-elect until the next even year election,	New wording change: even
Section 11. The president may not resign his office to run for the office of	Section 11. The president is not allowed to resign his office to run for the office of	New wording change: is not allowed
Section 14. No officer shall serve more than 3 consecutive terms for the same position or more than 4 terms collectively in a 12 years period.	Proviso: The accumulation of terms and the number of years for an officer shall begin with any term that was in effect at the time of the adoption of the 2007 Revision, or as applicable, any terms served thereafter.	While a bylaw takes effect immediately upon its adoption, a proviso may be added which provides guidance in its enforcement. The original bylaw does not have a proviso
<u>ARTICLE VIII-Duties of Officers</u>	<u>ARTICLE VIII-Duties of Officers</u>	
Section 1. The president shall: A. Preside at all business meetings of the society, the Board of Directors and all specially called meetings. He shall appoint with the advice and consent of the board of directors, the non-elected chairmen of standing committees, special committees and subcommittees as he or the Board of Directors may	Section 1. The president shall: B. Appoint	New subsection B: - second part of current subsection A New wording change: He shall appoint - Appoint

B. With the approval of the board of directors	C. With the approval of the Board of Directors	New subsection C: current subsection B New wording change: capitalizes Board of Directors
C. Attend the Board of Directors	D. Attend the Board of Directors	New subsection D: current subsection C New wording change: capitalizes Board of Directors
<u>ARTICLE IX-Nominations and Elections</u>	<u>ARTICLE IX-Nominations and Elections</u>	
Section 1. ACTIVE or LIFE members and shall	Section 1. ACTIVE or LIFE members in good standing and shall	New wording change: in good standing
Section 3. Any voting member may request a written ballot in	Section 3. Any voting member may request, from the National Office, a paper ballot in	New wording change: the National Office New wording change: paper
Section 4. Election shall be by ballot, by plurality vote, under the direction of Ethics Committee, assisted by the Nominating Committee, provided that at least ten (10) percent of the voting membership so votes. Votes for write-in candidates shall be counted among the valid votes cast, provided a "willingness to serve" form, executed by the write-in candidate is presented to the secretary prior to the announcement of the election results and the candidate meets the qualifying requirements.	Section 5. Votes for write-in candidates shall be counted among the valid votes cast, provided a	Section 4 is divided into two sections thus a new Section 5 is created.
Section 5. Ballots for the election of A. In order to be eligible to be nominated and elected to office in the society, a member	Section 6. Ballots for the election of	New Section 6: current Section 5 Eliminate - A. In order to be eligible to be nominated and

<p>must be in good standing and must execute a “Willingness to Serve” form.</p>		<p>elected to office in the society, a member must be in good standing and must execute a “Willingness to Serve” form. Current wording of <i>good standing</i> is incorporated into proposed Section 1</p>
<p><u>ARTICLE X-Board of Directors</u></p>	<p><u>ARTICLE X-Board of Directors</u></p>	
<p>Section 6. other depositories as the board of directors may select.</p>	<p>Section 6. other depositories as the Board of Directors</p>	<p>New wording change: capitalizes Board of Directors</p>
<p><u>ARTICLE XI-Meetings of the Board</u></p>	<p><u>ARTICLE XI-Meetings of the Board</u></p>	
<p>Section 1. Unless otherwise determined by the board of directors, the board shall hold two (2) regular meetings during the society’s administrative year. These meetings shall be a post-convention meeting and a mid-year meeting. The time and place is to be determined by the president or a majority of the board of directors.</p>	<p>Section 1. Unless otherwise determined by the Board of Directors, there shall be two (2) regular meetings during the society’s administrative year. These meetings shall be a post-convention meeting and a mid-year meeting. The time and place is to be determined by the president or a majority of the Board of Directors.</p>	<p>New wording change: there shall be two (2) regular meetings New wording change: capitalizes Board of Directors</p>
<p>Section 2. Other meetings of the Board may be called by either the president or by a majority of the Board. The time and place of such meetings shall be determined by a majority vote of the Board. Such meetings of the Board may be held via conference call. Notice of all special meetings of the Board of Directors shall be made electronically or by other mode of transmittal to each member of the Board at least twenty (20) days in advance of such meeting. An agenda shall be sent to each member of the Board at least 5 days in advance of such meeting.</p>	<p>Section 2. Other meetings of the Board may be called by either the president or by a majority of the Board. A. The time and place of such meetings B. Such meetings of the Board of Directors may be held via conference call. C. Notice of all special meetings of the Board of Directors shall D. An agenda shall be sent</p>	<p>New wording: breaks sentences of Section 2 into an itemized list of actions</p>

<p>Section 6. The Board of Directors may conduct business or vote on issues during the interval between meetings by electronic ballot or on a conference call.</p>	<p>Section 4. The Board of Directors may conduct business or vote on issues during the interval between meetings by electronic ballot or on a conference call.</p>	<p>New wording changes: current section 6 is moved to Section 4. Current bylaws do not have a Section 4.</p>
<p><u>ARTICLE XII-Committees</u></p>	<p><u>ARTICLE XII-Committees</u></p>	
<p>Section 1. The standing committees of the society shall include:</p> <ul style="list-style-type: none"> A. Achievement Recognition B. Bylaws C. Ethics D. Nominating E. Perfusion Quality F. Perioperative Blood Management G. Finance Committee H. Government Relations I. Members of the Achievement Recognition, Bylaws, Ethics, and Nominating Committees shall be elected by the membership. J. Chairmen of the Perfusion Quality, Perioperative Blood Management and Government Relations Committees shall be appointed by the President and approved by the Board of Directors. <p>Section 2. The Achievement Recognition Committee of three (3) members shall be constituted as follows:</p> <ul style="list-style-type: none"> A. One new member and any vacant positions shall be elected annually by the membership by ballot. B. Term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting. 	<p>Section 1. The Elected Committees of the society shall include:</p> <ul style="list-style-type: none"> A. The Achievement Recognition Committee shall promote the enhancement and prestige of the awards and scholarships and administer the judging and selection of the recipients. With the approval of the Board of Directors, it shall establish and maintain guidelines for each award and scholarship. <ul style="list-style-type: none"> a. The Achievement Recognition Committee shall consist of three (3) members. b. Term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting. c. One new member and any vacant positions shall be elected annually by the membership by ballot. d. The senior member of the committee shall serve as chairman. B. The Bylaws Committee shall study the bylaws and propose amendments to them as necessary to enhance their administration and present such proposals to the Board of Directors and/or the membership. <ul style="list-style-type: none"> a. The Bylaws Committee shall consist of two members for a portion of the three years cycle. b. Term of office is for three (3) years starting at the termination of the annual meeting at which 	<p>The entire ARTICLE XII has been rewritten as proposed: The existing bylaw lists all committees as Standing. The proposed amendment creates three (3) categories: elected, standing, and appointed. The new amendment will allow flexibility in the utilization of appointed Committees. The elected Committees are unchanged except Bylaws Committee.</p> <p>New wording change: capitalizes Board of Directors</p> <p>Proposed amendment expands the Bylaws Committee to 2 members.</p>

<p>C. The senior member of the committee shall serve as chairman.</p> <p>D. The Achievement Recognition Committee shall promote the enhancement and prestige of</p> <p>Section 3. The Bylaws Committee shall be a committee of one.</p> <p>A. This member shall be elected by the membership by mail ballot.</p> <p>B. Term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.</p> <p>C. The Bylaws Committee shall study the bylaws and propose amendments to them as necessary to enhance their administration and present such proposals to the Board of Directors.</p> <p>Section 4. The Ethics Committee of three (3) members shall be constituted as follows:</p> <p>A. One new member and any vacant positions shall be elected annually by the membership by ballot.</p> <p>B. The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.</p> <p>C. The senior member of the committee shall serve as chairman.</p> <p>D. The Ethics Committee is to constantly ensure that the society members and its officers function within the framework of the code of ethics and within the guidelines of these bylaws and the articles of incorporation.</p> <p>E. The Ethics Committee shall oversee elections and election process.</p>	<p>elected and ending at the termination of the third subsequent annual meeting.</p> <p>c. One new member and any vacant positions shall be elected, as prescribed, by the membership by ballot.</p> <p>d. The senior or sole member of the Committee shall serve as chairman.</p> <p>Proviso: The second member shall be elected to serve a term which begins with the start of the third year of the senior member. Hence, the Committee cycle shall consist of a senior member and a junior member for the first year, only one member for the second year, and a senior member and a junior member for the third year.</p> <p>C. The Ethics Committee is to constantly ensure that the society members and its officers function within the framework of the code of ethics and within the guidelines of these bylaws and the articles of incorporation.</p> <p>a. The Ethics Committee shall oversee elections and election process.</p> <p>b. The Ethics Committee shall consist of three (3) members.</p> <p>c. The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.</p> <p>d. One new member and any vacant positions shall be elected annually by the membership by ballot.</p> <p>e. The senior member of the committee shall serve as chairman.</p>	<p>Proposed amendment allows for the filling of an expired term of the Bylaws Committee</p>
---	--	---

<p>Section 5. The Nominating Committee of three (3) members shall be constituted as follows:</p> <p>A. One new member and any vacant positions shall be elected annually by the membership by ballot.</p> <p>B. The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.</p> <p>C. The senior member of the committee shall serve as chairman.</p> <p>D. The committee shall request the membership to submit recommendations for nominees for national office and for elected standing committees at least one hundred and twenty (120) days in advance of the annual meeting. It shall consider any such recommendations received by it, but shall not be limited to them.</p> <p>E. The Nominating Committee shall assist the Ethics Committee in overseeing the elections.</p> <p>Section 6. The Strategic Planning Committee shall be a standing committee of the society chaired by the president-elect, who shall appoint no more than six (6) committee members in addition to the president and the treasurer.</p> <p>A. The Strategic Planning Committee is responsible for developing a long range management plan and budget requirements in consultation with the president, the treasurer, and proposed committee chairmen and the publications editors.</p> <p>B. The plan must be developed prior to the fall board meeting of the second year of the president-elect's term. It shall be distributed to the board at least 30 days prior to this meeting where it will be revised and approved. The</p>	<p>D. The Nominating Committee shall request the membership to submit recommendations for nominees for national office and for elected committees at least one hundred and twenty (120) days in advance of the annual meeting. It shall consider any such recommendations received by it, but shall not be limited to them.</p> <p>a. The Nominating Committee shall assist the Ethics Committee in overseeing the elections.</p> <p>b. The Nominating Committee shall consist of three (3) members.</p> <p>c. The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.</p> <p>d. One new member and any vacant positions shall be elected annually by the membership by ballot.</p> <p>e. The senior member of the committee shall serve as chairman.</p> <p>E. In the event there is a vacancy in any of the elected committees the vacancy shall be filled for the remainder of the year by a member elected by the Board of Directors. If the vacancy occurs within the bylaws committee, at the end of the year the bylaws committee will be placed on the ballot to be voted on for the remainder of the regular three (3) year term.</p> <p>Section 2. The Standing Committees of the society shall include:</p> <p>A. The Strategic Planning Committee is responsible for developing a long range management plan and budget requirements in consultation with the president, the treasurer,</p>	
--	--	--

<p>approved plan will be electronically available to the membership within 60 days of the Board's approval.</p> <p>Section 7. The Finance Committee shall consist of the Executive Committee.</p> <p>Section 8. The Perfusion Quality Committee Chairman shall be appointed by the President and approved by the Board of Directors.</p> <p>Section 9. The Blood Management Committee Chairman shall be appointed by the President and approved by the Board of Directors.</p> <p>Section 10. The Government Relations Committee Chairman shall be appointed by the President and approved by the Board of Directors.</p> <p>Section 11. In the event there is a vacancy in any of the elected committees the vacancy shall be filled for the remainder of the year by a member elected by the Board of Directors. If the vacancy occurs within the bylaws committee, at the end of the year the bylaws committee will be placed on the ballot to be voted on for the regular three (3) year term.</p> <p>Section 12. The president shall be ex officio a member of every committee except the Nominating Committee and the Ethics Committee and shall be notified of their meetings. All committees shall report to the Board of Directors.</p>	<p>and proposed committee chairmen and the publications editors.</p> <p>a. The plan must be developed and distributed to the Board of Directors at least 30 days prior to the fall meeting of the second year of the president-elect's term of office.</p> <p>b. During the fall Board of Directors Meeting the plan shall be revised as necessary and approved.</p> <p>c. The approved plan will be electronically available to the membership within 60 days of the Board of Director's approval.</p> <p>d. The Strategic Planning Committee shall consist of no more than six (6) committee members, in addition to the president and the treasurer.</p> <p>e. The President-Elect shall appoint the members.</p> <p>f. The President-Elect shall serve as chairman.</p> <p>B. The Finance Committee shall consist of the Executive Committee. The Treasurer shall serve as chairman.</p> <p>C. The Government Relations Committee Chairman shall be appointed by the President and approved by the Board of Directors.</p> <p>Section 3. The Appointed Committees of the society shall be created and/or dissolved by the President or the Board of Directors as needed.</p> <p>A. Examples of appointed committees are:</p> <p>a. Special purpose committees.</p> <p>b. Task forces.</p> <p>c. Liaisons.</p>	
--	---	--

	Section 4. The president shall be ex officio a member of every committee except the Nominating Committee and the Ethics Committee and shall be notified of their meetings. All committees shall report to the Board of Directors	
<u>ARTICLE XV-Amendment of Bylaws</u>	<u>ARTICLE XV-Amendment of Bylaws</u>	
Section 3. The revised amendments will be sent to the entire voting membership with instructions for electronic voting within 21 days of the annual corporate meeting for a vote. The amendments which receive the affirmative vote of two-thirds (2/3) of the submitted ballots thereon shall be adopted. All amendments so adopted shall become effective immediately unless the amendment specifies otherwise. Voting will be open until 40 days after the Corporate meeting.	Section 3. The proposed amendments as revised will be sent to the entire voting membership with instructions for electronic voting within 21 days of the annual corporate meeting for a vote. A paper ballot may be requested. The proposed amendments which receive the affirmative vote of two-thirds (2/3) of the submitted ballots thereon shall be adopted. All amendments so adopted shall become effective immediately unless the amendment specifies otherwise. Voting will be open until end of business day, 40 days after the Corporate business meeting.	Wording change: proposed; wording change: as revised New proposed amendment wording: A paper ballot may be requested. New wording change: Voting will be open until end of business day, 40 days after the Corporate business meeting
<u>ARTICLE XVI-Indemnification</u>	<u>ARTICLE XVI-Indemnification</u>	
The board of directors shall have the authority	The Board of Directors shall have the authority	New wording change: capitalizes Board of Directors
<u>ARTICLE XVII-Fiscal Year</u>	<u>ARTICLE XVII-Fiscal Year</u>	
The fiscal year shall end and the books shall be closed on 31 December.	The fiscal year shall begin on 1 January and end on 31 December.	New wording change: gives a beginning and end to the fiscal year