



# The Bylaws of the American Society of ExtraCorporeal Technology

Revised by the Membership April 2019

## ARTICLE I Name and Corporate Seal

**Section 1.** The name of the corporation shall be the American Society of ExtraCorporeal Technology, Inc. (AmSECT).

**Section 2.** The registered office of the corporation shall be located in the city of St. Paul, Ramsey County, Minnesota. The corporation may have such other offices as may from time to time be designated by the board of directors.

**Section 3.** The corporation shall have a seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, and the words "State of Minnesota" and "Corporate Seal."

## ARTICLE II Objects

The purpose of this corporation shall be the furtherance of the aims and goals of the technology of extracorporeal circulation through a non-profit plan on strictly membership basis, which plan shall include, but not be limited to, the following objectives.

- A. To unite into one society, with affiliate organizations, all persons who practice or are interested in extracorporeal circulation technology.
- B. To provide information and professional service to the members in the interest of expanded and improved technology.
- C. To assume and maintain active leadership in promoting (1) the art of the technology, (2) maximum standards of practice for all members and non-members concerned with the technology, (3) acceptance by the medical profession and general public of standards for the technology.
- D. To foster devotion exclusively to the best interest of the patients' welfare and the member's professional skills.

## ARTICLE III Members

**Section 1.** Membership shall be open to all who apply or are nominated for any one of the classes of membership mentioned below and who have had their application or nomination approved by the board of directors or its designees.

**Section 2.** There shall be seven (7) categories of membership:

- A. **ACTIVE** -- An active member shall be any perfusionist active in the practice of extracorporeal circulation technology (An active member, at the time of this enactment, shall be eligible to remain in this category). An active member in good standing shall be entitled to vote on all issues submitted to him for vote by the Board of Directors and/or the National Office and at each meeting of the membership and shall be eligible for election to office. The fees and dues shall be as determined by the board of directors, except that any increase in dues must be approved by the membership. Membership dues rates in any category may be discounted by 10% to allow for recruitment and retention initiatives as approved by the Board of Directors. Any individual who applies for and is qualified to enter the active category within one (1) year after graduation from an approved accredited training program, shall be considered a "new" active member and shall pay dues equal to 60% of the normal active membership fee per year for the first two years, after which the dues shall be assessed at the normal active membership rate.
- B. **LIFE** — A life member shall be a member who has served the society at the national level for at least ten (10) years, who is nominated by the Board of Directors and whose nomination is approved by an affirmative vote of three-quarters of the membership voting at an annual meeting.
  - 1. Life members shall be entitled to all the rights and privileges of active membership.
  - 2. Life members shall be exempt from the payment of national dues and registration fees for AmSECT sponsored meetings.
  - 3. The number of Life members shall not exceed 35 at any given time.
- C. **STUDENT** — A student member shall be a member enrolled in an accredited program of perfusion education, approved by the Board of Directors. Students shall pay national dues as prescribed by the Board of Directors. Student members shall have voice but no vote and shall not be eligible for election to office.
  - 1. Student members shall pay dues one time and remain student members while actively enrolled in the perfusion education program.
  - 2. Student membership shall terminate at the next dues billing cycle after date of graduation or cessation of enrollment.
- D. **RETIRED** — A member who has retired from the profession and who has held active membership for twenty (20) years or has retired because of disability may apply for reclassification to retired membership.
  - 1. Retired members shall be entitled to all rights and privileges of life members except that they shall not be eligible for election to office.
  - 2. A retired member shall be exempt from the payment of national dues and registration fees for the annual meeting of AmSECT.
- E. **ASSOCIATE** — An associate member shall be a member who is involved with the clinical practice of extracorporeal technology but is not a perfusionist; or has an interest in either the society or extracorporeal technology, but who does not meet the stated criteria for any other membership category. Associate members shall pay national dues as prescribed by the Board of Directors. Associate members shall have voice but no vote and shall not be eligible for election to office.
- F. **INTERNATIONAL** — An international member shall be a member who resides outside of the United States who is either actively engaged, or interested in, the practice of extracorporeal circulation technology. International members shall pay dues as prescribed by the board of directors. International members shall have voice but no vote and shall not be eligible for election to office.

G. PERIOPERATIVE BLOOD MANAGEMENT CLINICIAN — A Perioperative Blood Management Clinician member shall be a member who is actively engaged, or interested in, the practice of perioperative blood salvaging and processing. Perioperative Blood Management Clinician members shall pay national dues as prescribed by the Board of Directors. Perioperative Blood Management Clinician members shall have voice but no vote and shall not be eligible for election to office. An individual who is actively engaged in any other perfusion activities shall not be eligible for this membership category.

**Section 3.** In order to be a member in good standing, each dues paying member must pay the initiation fee and annual dues. The fees and dues shall be as determined by the board of directors, except that any increase in dues must be approved by the membership. In the event a member resigns, or their membership lapses, reinstatement of their membership will require payment of all current and existing fees and be subject to the membership criteria in effect at the time reinstatement is requested.

**Section 4.** Membership dues shall be paid to the national office annually. A member in arrears of the payment of dues shall have no vote or other privilege of membership until the account is settled.

**Section 5.** A member in good standing who desires to terminate his/her membership in the society may do so by notifying the national office in writing of their intent.

#### **ARTICLE IV Meetings**

**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 such other business as may properly come before the meeting.

**Section 2.** Notice of the meeting shall be made no fewer than ten (10) or more than sixty (60) days prior thereto by posting on the AmSECT website, and by email to all members with an email address on file.

**Section 3.** Special meetings of the membership may be called upon not less than ten (10) or more than sixty (60) days notice by the Board of Directors at any other time and place.

**Section 4.** A quorum shall consist of the voting membership of the corporation present at any properly called membership meeting. There will be a process for verification of member eligibility with each vote.

**Section 5.** Voting by the membership shall be done by mail and/or electronic vote. Except as otherwise required by law or the Articles of Incorporation or these Bylaws, a simple majority of those voting is needed to take action, provided that at least ten (10%) percent of the membership votes. Any member may request and utilize a paper ballot for any issue.

**Section 6.** Ballots for the election of officers, directors, and committee members shall be published 60 days prior to the meeting. Voting will end 40 days prior to the meeting and winners of the elections will be notified and announced no later than 30 days prior to the annual meeting.

**Section 7.** A member or director may execute a written waiver of any notice of any meeting required to be given by statute, by articles of incorporation or by any provision of these bylaws, either before, at, or after the meeting, and any such waiver, when filed, as herein after provided, shall be equivalent to such notice. Any such waiver shall be filed with the person designated to act as secretary of that meeting, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by any director shall also be deemed a waiver of notice thereof unless the appearance is solely for the purpose of asserting the illegality of the meeting.

## **ARTICLE V Zones**

**Section 1.** The Society shall be organized into zones in order to provide a balanced geographical distribution of elected Directors.

**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. Candidates for director positions shall submit Willingness to Serve forms and be elected by plurality vote by the members of that zone. Directors shall take office at the conclusion of the annual corporate meeting following his/her election.

**Section 3.** The term of office for Director shall be three (3) years. There shall be a limit of two consecutive terms for which one member may serve as a director.

**Section 4.** It shall be the duty of the director to:

- A. Serve as a member or chair a national committee if requested to do so.
- B. Work to promote membership.
- C. Work to promote the objects of AmSECT.
- D. Perform other such tasks as assigned by the president or the Board of Directors.
- E. Attend the meetings of the Board of Directors, the annual international conference, and the annual corporate meeting.

**Section 5.** The division of membership into zones shall be by states as listed below and using ZIP codes for additional clarification.

- A. ZONE 1 Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming
- B. ZONE 2 Arkansas, Illinois, Iowa, Kansas, Louisiana, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, Wisconsin
- C. ZONE 3 Alabama, Florida, Georgia, Indiana, Kentucky, Michigan, Mississippi, Ohio, Tennessee, Puerto Rico
- D. ZONE 4 Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia

## **ARTICLE VI Officers**

**Section 1.** The elected officers of the corporation shall be a president, a president-elect, a secretary and a treasurer.

**Section 2.** The officers shall be elected for a term of two (2) years or until their successors are elected.

**Section 3.** The president-elect shall be elected in the even numbered years for a term of two (2) years and shall assume office at the close of the meeting at which elected and shall become president at the conclusion of that term.

**Section 4.** If seeking a consecutive term in office due to an unfulfilled vacancy in the President-elect position, the president's name shall be entered as a candidate in the president-elect election. If the president receives a plurality of votes, there will not be a president-elect until the next even year election, and the president will begin a second term at the conclusion of the first term.

**Section 5.** The secretary shall be elected in the even numbered years for a term of two (2) years and shall assume office at the conclusion of the meeting at which elected.

**Section 6.** The treasurer shall be elected in the even numbered years for the term of two (2) years and shall assume office at the conclusion of the meeting at which elected.

**Section 7.** A vacancy in the office of the president shall be filled for the remainder of the term by the president-elect, who will then begin his/her normal term of office as president. In the absence of a president-elect, the vacancy shall be filled for the remainder of the term by plurality ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees.

**Section 8.** A vacancy in the office of president-elect shall be filled for the remainder of the term by plurality ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees, except when the president-elect becomes president under Section 7.

**Section 9.** Should a vacancy occur in the office of secretary or treasurer during the first 75% of the term, such vacancy shall be filled by plurality mail ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees. Should a vacancy occur during the last 25% of the term, such vacancy shall be filled by majority vote of the board of directors.

**Section 10.** A vacancy occurring from among the Directors shall be filled by the zone which elected the Director whose seat is vacant.

- A. A special election for a Director shall be held within ninety (90) days of the vacancy, by the zone in which the vacancy occurred for the remaining part of the term of that Director. The

special election shall be conducted by electronic ballot and quorum as specified in Article IX of these Bylaws.

- B. Should a Director relocate and reside in a new zone, he shall continue to hold his position on the Board for the remainder of his term.

**Section 11.** If a current elected Director wishes to run for an officer's position in a regular election in an even numbered year, at the time his/her election is declared final, an automatic vacancy is created in his/her Director's position, and that automatic vacancy shall be filled by a special election by the zone in which the vacancy occurred, using the method of balloting and quorum specified in Article IX of these Bylaws, within ninety (90) days of the annual meeting. The president is not allowed to resign his office to run for the office of president-elect.

**Section 12.** No member shall serve as both a national officer of the society and as a director of a zone simultaneously.

**Section 13.** No officer shall hold more than one national office simultaneously.

**Section 14.** No officer shall serve more than three (3) consecutive terms in the same position or more than four terms in the same position collectively in a 12-year period. No individual shall serve more than 12 consecutive years on the Executive Board, unless the transition from president-elect to president exceeds annual limits in which case the individual shall be able to complete his term as president.

## **ARTICLE VII Duties of Officers**

**Section 1.** The president shall:

- A. Preside at all business meetings of the society, the Board of Directors and all specially called meetings.
- B. 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 find necessary.
- C. With the approval of the Board of Directors, employ the services of consultants and employees and contract for other professional services. The president, with the approval of the board is authorized to negotiate with federal, state, local and other organizations to receive, dedicate, use or acknowledge any grants, gifts, or payments to the society, to support general programs, specific projects or to build reserve funds for the society.
- D. Attend the Board of Directors meetings and participate in communications concerning the business of the Society.

**Section 2.** The president-elect shall:

- A. Preside at all meetings of the society in the absence of the president.
- B. Assist the president in performing the functions of president. Special emphasis should be on planning for programs to be carried out in the following year.
- C. Serve as chairman of the Strategic Planning Committee.

- D. Assume the office of president at the conclusion of his term as president-elect.
- E. Attend the Board of Directors meetings and participate in communications concerning the business of the society.

**Section 3.** The secretary shall:

- A. Give notice of and attend all meetings of the society.
- B. Keep a record of all proceedings.
- C. Attest documents.
- D. Perform such other duties as are usual for such officers or as may be duly assigned to such officers.
- E. Attend the Board of Directors meetings and participate in communications concerning the business of the Society.

**Section 4.** The treasurer shall:

- A. Preside at all meetings of the society in the absence of the president and president-elect.
- B. Serve as chairman of the finance committee.
- C. Perform such other duties as are usual for such officers or as may be duly assigned to such officers.
- D. Attend the Board of Directors meetings and participate in communications concerning the business of the Society.

## **ARTICLE VIII Nominations and Elections**

**Section 1.** The Nominating Committee shall consider the qualifications of the candidates proposed by the membership or by members of the Nominating Committee. The list of names submitted for consideration shall be those of ACTIVE or LIFE members in good standing and shall be accompanied by a completed "willingness to serve" form from each proposed candidate.

**Section 2.** The committee shall submit at least one (1) name for each office to be filled. The report of the committee shall be published with the official call to convention.

**Section 3.** The Nominating Committee shall cause to have a ballot posted listing the candidates for each office, director position, and committee position. This ballot shall be posted on the AmSECT website sixty (60) days prior to the annual corporate meeting. Any voting member may request from the national office, a paper ballot in lieu of voting electronically.

**Section 4.** Election shall be by ballot, by plurality vote, under the direction of the Ethics Committee, assisted by the Nominating Committee, provided that at least ten (10) percent of the voting membership so votes.

**Section 5.** 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 6.** Ballots for the election of officers, Directors, and committee members shall be published 60 days prior to the meeting. Voting will begin when the ballot is posted and will end 40 days prior to the meeting and winners of the elections will be notified and announced no later than 30 days prior to the annual meeting.

## **ARTICLE IX Board of Directors**

**Section 1.** The government of this corporation and the management of its affairs shall be vested in a Board of Directors, which Board shall consist of all elected officers and two Directors elected by each of the geographic zones. The Board of Directors shall act in the best interest of the Society.

**Section 2.** Directors shall receive no compensation for their services as directors. Reimbursement of expenses incurred in the performance of their duties may be authorized by the Board of Directors. Nothing herein shall preclude a Director from serving the society in any other capacity and receiving compensation for such service.

**Section 3.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 4.** No loan shall be contracted on behalf of the corporation unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

**Section 5.** All checks, drafts or orders for the payment of money, notes issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 6.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation, in such bank, savings institutions, trust company, or other depositories as the Board of Directors may select.

**Section 7.** Attend the Board of Directors meetings and participate in communications concerning the business of the Society.

## **ARTICLE X Meetings of the Board**

**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 convention meeting and a mid-year meeting. The time and place are to be determined by the president or a majority of the Board of Directors.

**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 shall be determined by a majority vote of the Board.
- 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 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.
- D. An agenda shall be sent to each member of the Board at least five (5) days in advance of such meeting.

**Section 3.** Action may be taken by the Board of Directors in accordance with the bylaws and/or the Minnesota statutes as may from time to time be amended (i.e. by written, verbal, telephone, or electronic communications).

**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.

**Section 5.** An Executive Committee comprised of the president, the president-elect, the secretary and the treasurer shall act in the management of the business of the corporation only in the interval between meetings of the board. The Executive Committee will at all times be subject to the control and direction of the Board of Directors.

## **ARTICLE XI Committees**

**Section 1.** The Elected Committees of the society shall include:

- 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.
  - 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.
  - 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 elected and ending at the termination of the third subsequent annual meeting.
  - c. One new member and any vacant positions shall be elected, as prescribed, by the membership by ballot.
  - d. The senior or sole member of the Committee shall serve as chairman.

*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 third year.*

- 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.

- a. The Ethics Committee shall oversee elections and the election process.
  - b. The Ethics Committee shall consist of three (3) members.
  - c. 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.
  - d. One new member and any vacant positions shall be elected annually by the membership by ballot.
  - e. The senior member of the committee shall serve as chairman.
- 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.
- a. The Nominating Committee shall assist the Ethics Committee in overseeing the elections.
  - b. The Nominating Committee shall consist of three (3) members.
  - 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.
  - d. One new member and any vacant positions shall be elected annually by the membership by ballot.
  - e. The senior member of the committee shall serve as chairman.
- 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) years term.

**Section 2.** The Standing Committees of the society shall include:

- 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.
- 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.
  - b. During the fall Board of Directors Meeting the plan shall be revised as necessary and approved.
  - c. The approved plan will be electronically available to the membership within 60 days of the Board of Director's approval.
  - d. The Strategic Planning Committee shall consist of no more than six (6) committee members, in addition to the president and treasurer.
  - e. The President-Elect shall appoint the members.
  - f. The President-Elect shall serve as chairman.
- B. The Finance Committee shall consist of the Executive Committee. The Treasurer shall serve as chairman.
- C. The Government Relations Committee Chairman shall be appointed by the President and approved by the Board of Directors.

**Section 3.** The Appointed Committees of the society shall be created and/or dissolved by the president and the Board of Directors as needed.

- A. Examples of Appointed Committees are:
  - a. Special purpose committees
  - b. Task forces
  - c. Liaisons

**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.

## **ARTICLE XII Dissolution**

In the event of dissolution of this society, the net assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore.
- B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. Assets held for educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic corporations engaged in activities compatible with those of this society pursuant to a plan of distribution as provided by law provided however, said corporation shall qualify under Section 501(c)3 of the Internal Revenue Code.

## **ARTICLE XIII Parliamentary Authority**

The rules of parliamentary practice comprised in the current edition of Robert's Rules of Order Newly Revised or a comparable authority in countries outside Canada and the United States of America shall govern all meetings of the society including the Board of Directors, except where inconsistent with these bylaws, the articles of incorporation or Statutes of Minnesota and subject to any special rules which have been or may be adopted.

## **ARTICLE XIV Amendment of Bylaws**

**Section 1.** The Bylaws Committee may upon its own, or upon the petition of at least twenty five (25) members shall propose bylaws amendments to the Board of Directors for its approval.

**Section 2.** If the Board of Directors approves the proposed bylaws amendment by a majority vote, the text of the same shall be posted on the AmSECT website at least 60 days prior to the annual Corporate meeting with a notice that the proposed amendments will be open for discussion and revision during the annual meeting.

**Section 3.** The proposed amendments as revised will be sent to the entire voting membership with instructions for electronic voting within twenty-one (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 annual corporate meeting.

**Section 4.** If a proposed amendment is not approved by the Board of Directors, upon petition by 10% of the voting members, the proposed amendment will be submitted directly by the Bylaws Committee to the membership for a vote in accordance with sections 2 and 3 above.

#### **ARTICLE XV Indemnification**

The Board of Directors shall have the authority to indemnify any director, officer, and other elected or officially appointed representatives for expenses and costs actually and necessarily incurred in connection with any claim asserted against him, by action in court or otherwise, by reason of his having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

#### **ARTICLE XVI Fiscal Year**

The fiscal year shall begin on 1 January and end on 31 December.