



*The  
Missouri  
Perfusion  
Society™*

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## BYLAWS

THE MISSOURI PERFUSION SOCIETY  
A MISSOURI NOT-FOR-PROFIT CORPORATION  
BYLAWS

**I. NAME**

The name of this corporation is The Missouri Perfusion Society, herein after referred to as the corporation.

**II. OFFICES OF THE CORPORATION**

**A. Principal Office.**

The principal office for the transaction of the activities, affairs, and business of the corporation is located at:

1081 Hawkins Bend Drive  
Fenton, MO 63026  
636-861-6066

The Board of Directors may change the location of the principal office from one location to another. Any change of the location of the principal office will be noted by amending this section of the bylaws.

**B. Other Offices.**

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**III. PURPOSES AND LIMITATIONS**

**A. General Purposes.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**B. Within the context of the general purposes stated above, this corporation shall:**

- 1. Provide a forum for the communication and exchange of information and ideas of common interest to clinical perfusionists living and or working in the State of Missouri.**
- 2. Promote the use of extracorporeal technology and to assure the highest quality of patient care is delivered to the general public.**
- 3. Serve to inform clinical perfusionists in this state of proposes or pending legislation that impacts extracorporeal technology as practiced in this state.**
- 4. Serve as a forum for the sharing of clinical practice, research, and other continuing education that promotes the science of extracorporeal technology.**
- 5. Work toward safeguarding the public through providing information to members of impending legislation that affects the standards for the practice of the science of extracorporeal technology.**

**IV. MEMBERS**

**A. Membership.**

**1. Qualifications and Rights of Membership.**

***a) Classes and Qualifications.***

This corporation shall have three classes of members, designated as follows: (1) general, and (2) sustaining, and (3) associate. Any person dedicated to the purposes of this corporation who is a clinically active perfusionist practicing primarily within the State of Missouri shall be eligible for membership at either the general or sustaining level on approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board of Directors may assess from time to time. The distinction between membership levels is that the sustaining membership requires a larger annual dues assessment, with the extra dues being used solely to offset the expenses of acquiring professional assistance on behalf of the corporation. The associate membership is reserved for perfusion assistants and manufacturers' representatives. At official functions of the corporation, members may be identified on their badge by their level of membership.

**b) *Voting Members.***

All general and sustaining members shall have the right to vote, as set forth in these bylaws, on the election of members of the Board of Directors, on the disposition of all or substantially all of the assets of the corporation which the Board of Directors determines shall require membership approval, on initiatives set forth by the Board of Directors, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation, as consistent with subsequent provisions contained in these bylaws. Each member will receive one vote per election event.

**c) *Other Persons Associated with the Corporation.***

By amendment of its articles of incorporation or of these bylaws, the corporation may grant some or all the rights of a member of any class, as set forth in these bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section IV.A.1.(b). of these bylaws.

**2. *Dues, Fees, and Assessments.***

Each members must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed periodically by the Board of Directors. The dues, fees and assessments shall be equal for all members of each class, but the Board of Directors may, at its discretion, set different dues, fees and assessments for each class. The current dues for each class are as follows:

**a) *General Members.***

The annual dues shall be \$50.00.

**b) *Sustaining Member.***

The annual dues shall be \$100.00. A person may elect, at the individual's discretion, to support the corporation at a higher level than that set forth in the bylaws.

**c) *Associate Member.***

The annual dues shall be \$25.00. This class of membership is reserved for perfusion assistants and manufacturer's representatives. This is a non-voting class of membership.

The term of membership shall be the calendar year.

**3. Good Standing.**

Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

**4. Termination and Suspension of Membership.**

**a) Causes of Termination.**

A membership shall terminate on occurrence of any of the following events, with no refund of annual dues:

- (1) Resignation of a member, on reasonable notice to the corporation.
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors.
- (3) Failure of a member to pay dues, fees, or assessments as set by the Board of Directors within 3 months after they become due and payable.
- (4) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- (5) Expulsion of the member under Section IV.A.4(c) of these bylaws, based on the good faith determination of the Board of Directors, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

**b) Suspension of Membership.**

A member may be suspended, under Section IV.A.4(c) of these bylaws, based on the good faith determination of the Board of Directors, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

**c) Procedure for Expulsion or Suspension.**

If grounds appear to exist for expulsion or suspension of a member under Sections IV.A.4(a) and IV.A.4(b) of these bylaws, the procedure set forth below shall be followed:

- (1) The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by telephone and first class mail. Notice by mail shall be given sent to the last address as shown on the corporation's records.
- (2) The member shall be given an opportunity to respond in writing no later than 5 days before the effective date of the proposed expulsion or suspension. Said written statement shall be considered by the Board of Directors to determine whether the expulsion or suspension should take place, after which the Board of Directors shall vote to determine whether the member should be expelled or sanctioned in some other way.
- (3) The decision of the Board of Directors shall be final.

**5. Transfer of Memberships.**

No membership or right arising from membership may be transferred. Subject to Section IV.A.4 of these bylaws, all memberships' rights cease on the member's death or dissolution.

**6. Meetings of Members.**

***a) Place of Meeting.***

Meetings of the members shall be held at any place within or outside the State of Missouri designated by the Board of Directors.

***b) Annual Meeting.***

An annual members' meeting shall be held on June 15 of each year, unless the Board of Directors fixes another date or time and so notifies members as provided in Section.IV.A.6.(d) of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At this meeting, officers shall be elected and any other proper business may be transacted, subject to Sections IV.A.6.(d)(2) and IV.A.6.(e).(1) of these bylaws.

***c) Special Meetings.***

**(1) Persons Authorized to Call.**

A special meeting of the members for any lawful purpose may be called at any time by the President or any other Officer, any 3 members of the Board of Directors, or 10 percent or more of the members.

(2) **Calling Meetings.**

A special meeting called by any person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, Secretary, or any member of the Board of Directors of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections IV.A.6.(d).(1) through IV.A.6.(d).(4) of these bylaws, stating that a meeting will be held at a specified time, date and place fixed by an officer or the Board of Directors, provided, however, that the meeting date shall be at least 30 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. The President, Secretary or any member of the Board of Directors is required, upon request, to provide the person(s) requesting the meeting with the complete member address list so notice may be given. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which meeting of members may be held when the meeting is called by an officer or the Board of Directors.

(3) **Proper Business of a Special Meeting.**

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

**d) *Notice Requirements for Members' Meetings.***

(1) **General Notice Requirements**

Whenever members are required or permitted to take action at a meeting, written notice of the meeting shall be given, in accordance with Section IV.A.6.(d).(3) of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, or (2) for the annual meeting, those matters that the officers and/or Board of Directors, at the time notice is given, intends to present for action by the members, but except as provided in Section IV.A.6.(e) of these bylaws, any proper matter may be presented at the meeting. The notice of any

meeting at which officers are to be elected shall include the names of all persons who are nominees when notice is given.

(2) **Notice of Certain Agenda Items.**

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) *Removing an officer without cause;*

(b) *Filling vacancies on the Board of Directors;*

(c) *Amending the Articles of Incorporation;*

(d) *Approving a contract or transaction between the corporation and one or more officers, or between the corporation and any entity in which an officer has a material financial interest;*

(e) *Electing to wind up and dissolve the corporation.*

(3) **Manner of Giving Notice.**

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first class, registered, or certified mail, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for the purposes of notice.

(4) **Affidavit of Mailing Notice.**

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, or his/her designee, and if so executed, shall be filed and maintained in the corporation's minute book. Filing of such an affidavit shall be deemed sufficient proof of the mailing recited therein.

**e) Quorum**

(1) **Percentage Required.**

Twenty percent of the voting membership shall constitute a quorum for the transaction of business at any meeting of the membership, provided however, that if any regular or annual



meeting is actually attended in person or by proxy by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section IV.A.6.(d).(1) of these bylaws.

(2) *Loss of Quorum.*

Subject to Section IV.A.6.(e).(1) of these bylaws, the members present at a fully called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

*f) Adjournment and Notice of Adjourned Meeting.*

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be temporarily adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. Upon resumption of the adjournment meeting, the corporation may transact any business that might have been transacted at the original meeting.

*g) Voting.*

(1) *Eligibility to Vote.*

Subject to the provisions of the Missouri Nonprofit Law members entitled to vote at any meeting of membership shall be members in good standing as of the record date determined under Sections IV.C.1 and IV.C.2 of these bylaws.

(2) *Manner of Casting Votes.*

Voting may be by voice vote, acclamation, or written ballot, except that any election of directors must be by written ballot if demanded by any member at the meeting before the voting begins.

- (3) **Voting.**  
Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.
- (4) **Approval by Majority Vote.**  
If a quorum is present, the affirmative vote of the majority of the voting members present or represented by proxy shall be the act of the members.

***h) Waiver of Notice or Consent.***

- (1) **Written Waiver or Consent.**  
The transactions of any meeting, however called or noticed and where held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver or notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section IV.A.6.(d).(2) the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.
- (2) **Waiver by Attendance.**  
A member's attendance at a meeting shall also constitute a waiver of notice of and presence at the meeting. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**B. Action Without a Meeting.**

**1. Action by Unanimous Written Consent.**

Any action required or permitted to be taken by the members may be taken without a meeting, if a majority of the voting membership consents in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the meeting. The action by written consent shall have the same force and effect as the unanimous vote of the members.

**2. Action by Written Ballot Without a Meeting.**

Any action that may be taken at any meeting of member may be taken without a meeting by complying with Sections IV.B.2.(a) through IV.B.2.(d) of these bylaws.

**a) *Solicitations of Written Ballots.***

The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed in the manner required by Section IV.A.6.(d).(3) of these bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the passage requirements, (2) with respect to ballots other than for election of members of the Board of Directors, state the percentage of approvals necessary to pass the measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation.

**b) *Number of Votes and Approvals Required.***

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

**c) *Revocation.***

A written ballot may not be revoked.

**d) *Filing.***

All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

**C. Record Date for Notice, Voting, Written Ballots, and Other Actions.**

**1. Record Date Determined by Board of Directors.**

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board of Directors may fix, in advance, a record date. The record date so fixed

- a) *For notice of a meeting shall not be more than 90 or less than 10 days before the date of the meeting;*
- b) *For voting at a meeting shall not be more than 90 days before the date of the meeting;*
- c) *For voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed; and*
- d) *For any other action shall not be more than 60 days before that action.*

**2. Record Date Not Determined by Board of Directors.**

**a) *Record Date for Notice or Voting.***

If not otherwise fixed by the Board of Directors, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

**b) *Record Date for Action by Written Ballot.***

If not otherwise fixed by the Board of Directors, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

**c) *Record Date for Other Actions.***

If not otherwise fixed by the Board of Directors, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board of Directors adopts the resolution relating to that action.

**3. Members of Record.**

For purposes of Section IV.C.1 through IV.C.2.(c) a person holding a membership at the close of business on the record date shall be a member of record.

**D. Proxies.**

**1. Right of Members.**

Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be valid if signed by the member. If a member is unable to attend a meeting where voting will take place, the member may request a proxy ballot by doing so in writing to the

office of the corporation, at least 10 but not more than 60 days before the voting will take place.

**2. Form of Solicited Proxies.**

Any form of proxy distributed to members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

**3. Requirements That General Nature of Subject of Proxy Be Stated.**

Any revocable proxy covering matters for which a vote of the members is required, including amendment to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of officers without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual or regular course of the corporation's activities; the election to dissolve the corporation; contracts or transactions between the corporation and one or more officers or members of the Board of Directors or between the corporation and an entity in which an officer or member of the Board of Directors has a material financial interest; or a plan of distribution of assets other than money to members when the corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

**4. Revocability.**

A vote executed by proxy shall be considered a binding vote and is irrevocable once cast. All proxy forms will state on their face that a vote by proxy is irrevocable once cast.

**E. Election of Members of the Board of Directors.**

**1. Nominations by Committee.**

The Board of Directors shall select qualified candidates for election to vacancies on the Board of Directors at least 120 days before the date of any election of Board members. The Board of Directors shall make their report to the President at least 90 days before the date of the election, and the Secretary or President shall forward to each member, with the notice of meeting required by Sections IV.A.6.(d).(1) through IV.A.6.(d).(4) of these bylaws, a list of all candidates nominated by the Board of Directors under this Section.

**2. Nominations by Members.**

Any member with voting power may nominate any other such member to a seat on the Board of Directors. A member may nominate a person no more than 90 days before the date of the election but at least 30 days prior to the election. The Secretary, Treasurer, or President shall forward to each member, subject to the notice of meeting required by Sections IV.A.6.(d).(1) through IV.A.6.(d).(4) of these bylaws, the names of any such candidate(s) nominated by a member so the name(s) can be placed on the ballot along with the names of those candidates named by the Board of Directors.

**3. Nominations From the Floor.**

If there is a meeting of members to elect members of the Board of Directors, any voting member present at the meeting in person or by proxy may place names in nomination.

**4. Solicitation of Votes.**

The Board of Directors shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

**5. Use of Corporate Funds to Support Nominees.**

Without authorization from the Board of Directors, no corporate funds may be expended to support a nominee for Board membership after more people have been nominated for a seat than can be elected. Seats on the Board of Directors are limited to eleven Directors, inclusive of the three officers described in Sections VI.A. to VI.C. of these bylaws.

## **V. MEMBERS OF THE BOARD OF DIRECTORS.**

### **A. Powers.**

**1. General Corporate Powers.**

The corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors. The Board of Directors shall include all officers of the corporation plus individual Board members.

**2. Specific Powers.**

Without prejudice to the general powers set forth in Section V.A.1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a) *Appoint and remove at the pleasure of the Board of Directors any of the corporation's officers or Board members, agents, or employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws.*
- b) *Change the principal office or the principal business office in the State of Missouri from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; and conduct its activities within or outside the State of Missouri.*
- c) *Adopt and use a corporate seal.*
- d) *Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.*

**3. Chairman of the Board of Directors.**

The chairmanship of the Board of Directors shall be the responsibility of the President of the corporation. The authorities and powers of this chief executive shall be those of the President as referred to in these bylaws under Section VI.G.1.

**B. Number and Qualification of Directors.**

The members of the Board of Directors shall consist of at least five but no more than eleven members in good standing until changed by amendment to these bylaws. The exact number of Board members shall be fixed, within those limits, by a resolution adopted by the Board of Directors, but shall in any event be an odd number. The qualifications for Directors are that each Director must be an clinically active Certified Clinical Perfusionist (CCP) practicing primarily within the State of Missouri.

**C. Election, Designation, and Term of Office.**

At the first annual meeting in 1996 , three Directors shall be elected for terms of three years, three Directors shall be elected for terms of two years, and the remainder of Directors shall be elected for terms of one year. At each annual meeting thereafter, Directors shall be elected to fill vacancies for terms of three years. The initial election of Directors for terms of one, two, and three year terms will assure that the entire Board of Directors does not turn over in a single year. Each Director, including a Director elected to fill a vacancy or elected at a special members' meeting or annual meeting or by written ballot, shall hold office until expiration of the term for which elected and until a

successor has been elected and qualified. All Directors shall be designated by the existing Board of Directors. A Director may serve successive terms.

## **D. Vacancies on the Board of Directors.**

### **1. Events Causing Vacancy.**

A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of any Director, (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, (c) the vote of the Directors, or (d) the increase of the authorized number of Directors.

### **2. Resignations.**

Except as provided below, any Director may resign by giving written notice to the President, Vice-President, Secretary, or Treasurer of the corporation. The resignation shall be effective when the notice is given unless it specifies at a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

### **3. Filling Vacancies.**

Vacancies on the Board of Directors may be filled by a majority of the Directors then in office, or by a sole remaining Director.

### **4. No Vacancy on Reduction of Number of Directors.**

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

## **E. Director's Meetings.**

### **1. Place of Meetings.**

Meetings of the Board of Directors shall be held at any place within or outside the State of Missouri that has been designated by resolution of the Board of Directors, or its President, or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

### **2. Meetings by Telephone.**

Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.



**3. Annual Meeting.**

Annually, on the first Saturday in October (except if that day falls on a legal holiday) the Board of Directors shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting will be affirmed by the President, and any change of date, if deemed necessary, can be made as long as it meets with the approval of the majority of the Directors.

**4. Other Regular Meetings.**

Other regular meetings of the Board of Directors may be held without notice at such time and place as the Board may fix from time to time.

**5. Special Meetings.**

*a) Authority To Call.*

Special meetings of the Board of Directors for any purpose may be called at any time by an Officer or any two Directors.

*b) Notice*

(1) *Manner of Giving Notice.*

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; or (c) by telephone, directly to the individual Director. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(2) *Time Requirements.*

Notices sent by first-class mail shall be deposited in the United States mail at least seven days before the time set for the meeting. Notices given by personal delivery or telephone shall be delivered or telephoned at least three days before the time set before the meeting.

(3) *Notice Contents.*

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

**6. Quorum.**

Three members of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum

is present shall be the act of the Board of Directors, subject to the provisions of Missouri Law, including, without limitations, those provisions relating to (a) approval of contracts or transactions between the corporation and any entity in which a Director has a material financial interest, (b) creating of and appointments to committees of the Board of Directors, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum of that meeting.

**7. Waiver of Notice.**

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**8. Adjournment.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**9. Notice of Adjourned Meeting.**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

**F. Action Without a Meeting.**

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to that action. Such action by written consent shall have all the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

**G. Compensation and Reimbursement.**

Directors will not be paid for their service. Directors may be reimbursed for expenses, upon approval by the Board of Directors, associated with travel to Board meetings, or for office supplies or postage used for direct benefit to all members of the corporation.

## H. Committees.

### 1. Committees of the Board of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by majority vote of the Directors then in office. The Board of Directors may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board of Director's resolution, shall have all the authority of the Board of Directors except that no committee, regardless of Board resolution, may:

- a) *Take any final action on any matter that, under Missouri Law, or other provisions of these bylaws, requires approval of the members or approval of a majority of all members.*
- b) *Fill vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors;*
- c) *Amend or repeal bylaws or adopt new bylaws;*
- d) *Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;*
- e) *Create any other committees of the Board of Directors or appoint the members of the committees of the Board of Directors;*
- f) *Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected or;*
- g) *With respect to any assets held by the corporation, approve any contract or transaction between the corporation and one or more of its Directors or between the corporation and an entity in which one or more of its Directors have a material financial interest, subject to the provisions of Missouri law.*

### 2. Meetings and Action of Committees.

The Board of Directors may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

## **VI. OFFICERS.**

### **A. Officers of the Corporation.**

The Officers of the corporation, at the inception of the corporation, shall be a President (Chairman of the Board of Directors), a Vice-President, and a Secretary/Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Treasurer (independent of the secretarial responsibilities) , or other such Chief Financial Officer, and or such other Officers as may be appointed in accordance with Section VI.C. of these bylaws. Any number of offices may be held by the same person.

### **B. Election of Officers.**

The Officers of the corporation, except those appointed under Section VI.C. of these bylaws, shall be chosen by the Board of Directors within one month of the annual meeting, and serve a term of one year, with the term coinciding with the calendar year. The Officers shall serve at the pleasure of the Board of Directors, subject to the right, if any, of any officer under any contract of employment. An Officer may serve successive terms, if approved by the Board of Directors.

### **C. Other Officers.**

The Board of Directors may appoint and may authorize the President to appoint any other Officers that the corporation may require. Each Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board of Directors.

### **D. Removal of Officers.**

Without prejudice to any rights of an officer under any contract of employment, an Officer may be removed with or without cause by the Board of Directors or by any Officer on whom the Board may confer that power of removal.

### **E. Resignation of Officers.**

Any Officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accept to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

### **F. Vacancies in Office.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however that vacancies need not be filled on an annual basis.

## G. Responsibilities of Officers.

### 1. **President (Chairman of the Board of Directors).**

The President shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board may assign from time to time. Subject to such supervisory powers as the Board of Directors may give to the President, and subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President has the authority to sign contractual agreements between the corporation and other agents, for the purpose of work on behalf of the corporation, including, but not limited to legal work. The President shall preside at all meetings of the Board of Directors, and in his absence, shall have the right to appoint any other Officer or Director to preside at any meeting of the Board of Directors, notwithstanding the presence of a sitting Vice-President. The President, working with the Secretary/Treasurer, shall coordinate the financial matters of the corporation. The President may, upon approval of the Secretary/Treasurer, have the authority to make deposits into, and draw checks upon, the corporation's bank account. The President shall be responsible for the production of the periodic newsletter of the corporation, **The Missouri Perfusionist Newsletter**, or he may appoint any other Officer or Director to serve as editor of the newsletter. The President shall have such other powers and duties as the Board of Directors or bylaws may prescribe.

### 2. **Vice President.**

If the Board of Directors so wishes, a Vice President of the corporation shall be appointed. The Vice President so designated, in the absence of the President, shall have all powers of and be subject to all restrictions on the President. The Vice President shall have under such other powers and perform such other duties as the Board of Directors or the bylaws may prescribe.

### 3. **Secretary.**

#### **a) *Book of Minutes.***

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, actions of the Board of Directors and, where required, of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept,

at the principal office in the State of Missouri, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

**b) *Notices, Seals, and Other Duties.***

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of committees of the Board required by these bylaws to be given. The Secretary shall keep the corporate seal in safe custody. The Secretary shall have such other powers and perform such other duties as the Board of Directors or the President or the bylaws may prescribe.

**4. Treasurer.**

**a) *Books of Account.***

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required by law, these bylaws, or by the Board of Directors to be given. The books of account shall be open to inspection by any Director at all reasonable times.

**b) *Deposit and Disbursement of Money and Valuables.***

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate, shall disperse the corporation's funds as the Board of Directors or President may order, shall render to the President and the Board of Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such powers and perform such other duties as the Board of Directors or the bylaws may prescribe.

**c) *Bond.***

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the corporation of all its books, paper, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

**5. Chief Financial Officer.**

At the inception of the corporation and these bylaws, the corporation's Board of Directors elected not to create the position of office of Chief Financial Officer. The duties of this office will jointly be managed by the Treasurer and President of the corporation. At such time the Board of Directors decides that such an officer is needed, they may elect to appoint a person to fill this position as described in Sections VI.A. to VI.C. of these bylaws. At such time the responsibilities of the Chief Financial Officer will be those duties described in Section VI.G.4.(a) through VI.G.4.(c) of these bylaws.

## **VII. INDEMNIFICATION.**

**A. Right of Indemnity.**

To the fullest extent permitted by Missouri law, this corporation may, at the sole discretion of the Board of Directors, indemnify its Directors, Officers, and other persons including persons formerly occupying such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any litigation, arising from their service as a Director or Officer, including an action by or in the rights of the corporation.

**1. Approval of Indemnity.**

On written request to the Board of Directors by any person seeking indemnification under Missouri Law, the Board of Directors shall promptly determine whether the applicable standard of conduct set forth in Missouri law has been met, and, if so, the Board of Directors shall authorize indemnification to the extent permitted in these bylaws.

**2. Advancement of Expenses.**

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections VII.A. and VII.B. of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## **VIII. INSURANCE.**

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any

liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

## **IX. RECORD AND REPORTS**

### **A. Maintenance of Corporate Records.**

The corporation shall keep:

- 1. Adequate and correct books and records of account;**
- 2. Written minutes of the proceedings of its Board of Directors and, where applicable, committees of the Board of Directors.**

### **B. Inspection by Directors.**

Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### **C. Annual Report.**

- 1. An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:**
  - a) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or if there is no such report, by the certificate of any authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.*
  - b) Any information that is required by Section IX.D.*
- 2. This Section shall not apply if the corporation receives less than \$10,000.00 in gross revenues or receipts during the fiscal year.**

### **D. Annual Statement of Certain Transactions and Indemnifications.**

As part of the annual report, or as a separate document if no annual report is issued, the corporation shall annually prepare and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:



1. Any transaction (a) to which the corporation was a party, (b) which involved more than \$5,000.00 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$5,000.00, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a material financial interest):
  - a) *Any director or officer of the corporation.*
  - b) *Any holder of more than 10 percent of the voting power of the corporation.*
2. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and when practical, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
3. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$5,000.00 paid during the fiscal year to any officer or director of the corporation under Sections VII.A., VII.B., and VII.C. of these bylaws, unless the loan, guaranty, indemnification, or advance is not subject to the provisions of Missouri law.

## **X. CONSTRUCTION AND DEFINITIONS.**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of Missouri law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

## **XI. AMENDMENTS.**

### **A. Amendment by the Board of Directors.**

The Board of Directors may adopt, amend, or repeal these bylaws.

## **XII. CERTIFICATE OF SECRETARY.**

I certify that I am the duly elected President and Chairman of the Board of Directors, and in the Secretary’s absence acting Secretary of The Missouri Perfusion Society, a not-for-profit mutual benefit corporation, that the above bylaws, consisting of 25 pages, are the bylaws of this

corporation as adopted by the Board of Directors on the \_\_\_\_\_ day of the month of \_\_\_\_\_, in the year 1996, and that they have not been amended or modified since that date.

Executed this 7<sup>th</sup> day of March, 1996, in the county of St. Louis, Missouri.

Robert D. Longenecker, BS, CCP