

BYLAWS
of the
Maryland State Perfusion Society, Incorporated

Article I: Name

The name of this corporation is the Maryland State Perfusion Society, Inc., also known as the MSPS.

Article II: Principal Office

The address of the President of the MSPS will serve as the registered address of the MSPS.

Article III: Membership

- a) The Members of the Corporation include Perfusionists who remit the dues set forth by the Corporation and are approved as a member by the Board of Directors. They will be categorized as follows:

Active Members: Perfusionists working within the state of Maryland.
Sustaining Members: Perfusionists / individuals who are interested in the state society but are not actively working in Maryland.
Student Members: Individuals pursuing perfusion that may have an interest in the Maryland state society.

- b) All Active Members shall be granted one vote in any election or voting process set forth by the society. Sustaining and Student members have non-voting status.
- c) Termination of membership can occur by any one of the following avenues;
- 1) Voluntary withdrawal of membership.
 - 2) Failure to remit the annual membership fee.
 - 3) Violation of the rules of the society.
- d) Membership shall entitle members to participate in any activity with which the Corporation is involved.

Article IV: Directors/ Officers

- a) The Board of Directors shall consist of no less than four (4) and no more than five (5) individuals. The Board of Directors will include no less than three (3) and no more than four (4) Officers.

- b) Each Officer/ Board Member shall serve for a term of two (2) years and/ or until their successors are elected.
- c) Officers shall consist of: President, Vice-President, Secretary, and Treasurer.
- d) Authority/ Duties:
 - 1) President:
 - a. The President shall preside over any meeting of the Board or the Membership.
 - b. The President will co-sign checks with the Treasurer.
 - 2) Vice-President:
 - a. The Vice-President shall have the ability to serve as President if the President is not capable of doing so.
 - b. The Vice-President shall also perform such duties that are assigned to him/ her.
 - 3) Secretary:
 - a. The Secretary shall keep records of all meetings and make copies available.
 - b. The Secretary shall keep a membership book containing the names and addresses of each member and the date of his or her admission to the membership. In the event of a termination of the membership for any reason, the date of such termination shall be recorded.
 - 4) Treasurer:
 - a. The Treasurer shall oversee deposits of funds into the proper accounts and maintain a record of all receipts and disbursements from such accounts.
 - b. The Treasurer shall maintain preparation of the books and records of finance, financial reports of the accounts for each board meeting, and the preparation and filing of all tax documents for the state and federal governments.
 - c. The Treasurer will co-sign checks with the President.
 - 5) Board Member(s):
 - a. Perform duties specified by the Board.
 - 6) Other positions appointed by the Board shall perform duties specified by the Board.

Article V: Election Process

- a) Elections shall occur every two (2) years.
- b) Nominations:
 - 1) Names of those wishing to run for office/ board member will be accepted by the board throughout the month of November, starting in 2008.
 - 2) Nominations can be submitted in the following ways:

- a. Submitting a Nomination form via the Nominations section of the MSPS website.
- b. Submitting a Willingness-to-Serve form, available on the MSPS website.
- c. Sending a letter via the US Postal Service to the MSPS registered address. The letter must be postmarked by November 25 to allow for delivery and adding the name to the ballot.
- d. Sending an e-mail to the Board of Directors.

3) Eligibility:

- a. Only names of Active Members in good standing will be accepted.
- b. One may nominate oneself.
- c. Members may nominate another member. The nominee will prove acceptance of the nomination by providing information as described in Article V b.
- d. The nominees will provide brief background information (where s/he is employed, how long s/he has been a perfusionist, etc.).

c) Elections:

- 1) Elections may take place on-line or by paper ballot during the first two (2) weeks of December.
 - 2) An electronic ballot will be accessible to all Active Members through the Members Section of the MSPS website.
 - a. In the event the website is down due to circumstances beyond control, the election dates may be extended to compensate for downtime or paper ballots may be utilized.
 - b. If paper ballots are used, it is the responsibility of the voting member to ensure the ballot is postmarked by the last day to submit votes. Paper ballots postmarked after the close of the election will not be counted.
 - 3) Nominees receiving the most votes will receive the Office/ Board position.
 - a. In the event of a tie, a runoff vote will take place within two (2) weeks of the initial election.
 - b. In the event ALL 5 Board positions are running unopposed, an election will not take place. The unopposed nominees will receive the respective positions without a vote unless a formal election is requested by the membership.
 - 4) Election results will be posted within one week of the close of the election with direct notification to the nominees.
 - 5) The new Officers/ Board Members will begin serving their terms at the first meeting of the new year.
- d) Officers/ Board Members may be removed for cause. Removal will be determined by a majority vote of the general membership.

e) Resignation of an Officer/ Board Member may occur by submitting a resignation letter to the President, or the Vice-President if the Officer resigning currently holds the office of President.

f) Vacancies:

- 1) If an Officer resigns prior to the end of his/ her term, a Board Member already serving on the Board will serve in that Office until the next scheduled election.
- 2) If a Board Member that is not an Officer vacates his/ her position prior to the end of his/ her term, the position will remain vacant until the next scheduled election.
- 3) If more than two (2) Officers/ Board Members vacate their positions prior to the end of their terms, the Board will appoint eligible Active Members to the positions until the next scheduled election. If a scheduled election will be held in sixty (60) or less days from the active date of resignation of the third Officer/ Board Member vacating his/her position, the positions will remain vacant until the next scheduled election.

e) Term Limits:

- 1) One term consists of two (2) years.
- 2) An Officer may hold a single office for no more than three (3) consecutive terms (total of six (6) consecutive years in a particular office).
- 3) A member may run for an Office s/he held for 3 consecutive terms after not serving in that Office for at least one (1) term.
- 4) Board Member positions (those not holding an office) have no term limits.

Article VI: Annual Meetings

a) Annual Meetings shall be held at least once a year at a location, date, and time to be determined by the Board.

b) Regular Board meetings will be held at least once (1) a year.

c) Notice of meetings shall be given at least fourteen (14) days prior to the meeting.

d) The order of business will follow Robert's Rules of Order.

Article VII: Committees

The Board reserves the right to create any committee on behalf of the Corporation. A chair of any committee established will be appointed by the Board.

Article VIII: Appointed Officers and Staff

The Board reserves the right to appoint officers and / or retain staff when deemed appropriate.

Article IX: Conflict of Interest

When an Officer/ Board Member recognizes a distinct conflict of interest, or the likely potential of a conflict of interest, the Officer/ Board Member will disclose this to the Board of Directors.

Article X: Indemnification

The Corporation will provide indemnification for Officers, Board Members, employees, and agents of the Corporation who have acted in good faith on behalf of the Corporation.

Article XI: Compensation

There will be no compensation for any Officer/ Board Member or committee member as all individuals will be serving strictly on a voluntary basis.

Article XII: Fiscal Year

The fiscal year shall run from June 27th to June 26th of every year.

Article XIII: Action without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting if written consent exists for the said action and signed by all Officers entitled to vote on the action. The written consent will be filed with the minutes.

Article XIV: Amendments

These bylaws may be amended by a majority vote of the Membership or by a unanimous vote of the Board at any time to benefit the well being of the Corporation.

Article XV: Nondiscrimination

The organization, officers, directors, and members served by this Corporation shall be selected in a nondiscriminatory manner with respect to age, sex, race, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted this ____ day of _____, the year _____.

President

Vice-President

Secretary

Treasurer