

**SUNCOAST COMMUNITIES
BLOOD BANK, INC.**

BYLAWS

Amended 10/13/88
Amended 03/26/92
Amended 11/19/92
Amended 09/28/95
Amended 11/19/98
Amended 08/26/99
Amended 02/22/01
Amended 09/25/03
Amended 03/25/04
Amended 12/09/04
Amended 10/25/07
Amended 12/13/07
Amended 09/25/08
Amended 02/26/09
Amended 10/29/09

ARTICLE I

NAME

The name of the corporation shall be **SUNCOAST COMMUNITIES BLOOD BANK, INC.**

ARTICLE II

CORPORATE SEAL

The corporation shall have a seal consisting of a circular device containing around the circle the words "Suncoast Communities Blood Bank, Inc.", and shall have in the center of the words "Seal 1949 Sarasota, Florida".

ARTICLE III

PURPOSE AND POWERS

The general nature and objectives of this Corporation shall include without limitation, to recruit blood donors; to extract, process, store, and distribute whole blood and its extracted components or derivatives to hospitals, transfusion services, dialysis centers and health care entities to meet patient needs; to provide such blood components or derivatives without charge when public or private funds are not available; to provide such services related to the field of immunohematology as deemed necessary or desirable by proper medical authority; to conduct educational and training programs at any academic level relevant to the blood banking profession; to receive assistance, money, or other forms of contributions to be utilized in the furtherance of the purpose of this corporation as stated above; to enter into contracts and/or agreements in furtherance of the purposes of the corporation; to lease or purchase real property, and to erect suitable improvements thereon for such purposes and by such means as prescribed in the Bylaws. This corporation shall have all of the powers conferred by statute on non-profit corporations generally to accomplish its purposes, and shall not engage in prohibited activities as set forth in Section 617.0105, Florida Statutes.

ARTICLE IV

PLACE OF BUSINESS

The principal place of business of the Corporation shall be the County of Sarasota, Florida.

ARTICLE V

MEMBERSHIP

Section 1 Classes of Membership

There shall be two classes of membership: Voting and Non-voting.

A. Voting: The Corporation's voting membership shall consist of those Officers and Directors of the Corporation (as defined in Article VII) who are in office at the time the vote is taken.

B. Non-Voting: The non-voting membership shall consist of the following:

1. Honorary: Honorary non-voting membership may be granted to those persons or entities having made extraordinary contribution(s) to the Suncoast Communities Blood Bank, to its activities or goals or to humanity, either locally, nationally or internationally. Such membership and retention thereof shall be in the absolute and sole discretion of the Board of Directors or its Governance Committee.

2. Emeritus Directors: There shall be a category of Directors Emeritus composed of former Directors of the Corporation who each meet all the following requirements:

- a. Having previously served on the Board of Directors of the Corporation for a period or periods of five or more years of service.
- b. Is not currently on the Board of Directors of the Corporation.
- c. Receives a majority vote of the Board of Directors, in their sole discretion, for election as a Director Emeritus at any special, annual, or regular meeting of the Corporation Board.
- d. Directors Emeritus shall receive no monetary compensation nor shall they have any legal duties or powers whatsoever, as this category is solely to honor such Director for his or her previous service on the Board.
- e. In exceptional circumstances, the Board of Directors may elect other Directors Emeritus who have served on the Board of Directors for less than the minimum five (5) years specified in Subsection (a) above.

Section 2 Voting Rights: Each voting member as defined in Section 1(A) above who shall be present at a meeting of the membership shall be entitled to one vote on each matter submitted to a vote of the membership. Voting may be orally or in writing. A member entitled to vote may not vote by proxy.

Section 3 Membership Book: The Board of Directors of the Corporation shall keep a membership book containing the name and address of each member.

Section 4 Board Discretion: The Board of Directors of the Corporation shall have full power to admit or expel members at its discretion.

ARTICLE VI

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Section 1 Date of Annual Meeting: The annual membership meeting shall be held during the month of October. Members shall be notified by mail at least fourteen (14) days prior to the annual meeting.

Section 2 Time and Place of Meetings: Meetings of the membership shall be held at such time and place as shall be designated by the Board of Directors.

Section 3 In the event matters arise where Board approval is required between scheduled Board meetings, the Governance Committee is authorized to act on behalf of the full Board but under the following conditions: 1) the matter must constitute a legitimate “emergency” situation where-in Board approval is clearly deemed as being mandatory, 2) in all such cases the Committee Chair will make a best faith effort to contact and poll as many Directors as possible prior to acting on the Board’s behalf, and 3) the Chair will fully report on the Committee’s actions at the next regularly scheduled Board meeting.

ARTICLE VII

OFFICERS AND DIRECTORS

Section 1 Management of the Corporation: The affairs of the Corporation shall be managed by the Board of Directors consisting of the officers and directors as described below.

Section 2 Officers: The Officers of the Corporation shall be Directors and shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Assistant Treasurer and the Immediate Past President.

Section 3 Other Directors: In addition to the seven (7) officers described above, there shall be no more than ten (10) other directors.

Section 4 Election of Officers and Directors:

Board of Directors (consist of three classes: Class A, Class B, and Class C)

A. One year following the election of the Class C Directors, Directors for Class A of the corporation shall be elected by ballot by majority vote of those present and voting at the annual membership meeting. The

nominees for election at each annual meeting shall be submitted to the members by the President, in writing, at least fourteen (14) days prior to the annual meeting.

- B. One year following the election of the Class A Directors, Directors for Class B of the Corporation shall be elected by ballot by majority vote of those present and voting at the annual membership meeting. The nominees for election at each annual meeting shall be submitted to the members by the President, in writing, at least fourteen (14) days prior to the annual meeting.
- C. One year following the election of the Class B Directors, Directors for Class C on the corporation shall be elected by ballot by majority vote of those present and voting at the annual membership meeting. The nominees for election at each annual meeting shall be submitted to the members by the President, in writing, at least fourteen (14) days prior to the annual meeting.

Officers

- A. Immediately following the election of each class of Directors at the annual membership meeting, the Officers of the Corporation shall be elected from amongst the Directors by majority vote of those present and voting of the newly constituted Board of Directors.

Section 5 Terms of Office:

- A. The terms of the Officers shall be for one (1) year or until their respective successors are elected. No Officer shall serve more than three (3) consecutive years in any one office unless approved by 75% of the Board of Directors present at the meeting at which the Officer is elected.
- B. The terms of each member of the Board of Directors shall be for three (3) years. A Director may be elected to serve two additional terms but after three (3) consecutive three year terms on the Board of Directors, a Director is ineligible for service on the Board of Directors for one year, provided, however, that a Director who serves as President is eligible to serve an additional year as Director and Immediate Past President before becoming ineligible for one year.
- C. A member who has served more than half a term as an Officer is considered to have served a full term.

Section 6 Vacancies: A vacancy occurring in any office or in any directorship shall be filled by majority vote of those present and voting of the Board of Directors.

Section 7 Expulsion of Officers and Directors: Officers and Directors may be expelled for just cause by a majority vote of Board of Directors at any regular or special meeting of the Board of Directors. Failure to attend two (2) regular meetings of the Board of Directors in a twelve (12) month period without justification is grounds for expulsion.

Section 8 Regular and Special Meetings of the Board: Regular meetings of the Board of Directors shall be held at intervals as may be decided by a 2/3 majority of those present and voting of the Board of Directors. Special meetings of the Board of Directors may be held at any time at the call of the President or by one fourth of the number of current directors. At least two (2) days notice shall be given to the Directors for special meeting.

Section 9 Quorum: The presence of a majority of the current membership of the Board of Directors shall constitute a quorum at regular or special meetings of the Board of Directors. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10 Indemnification: The Suncoast Communities Blood Bank, Inc. shall indemnify any director or officer who was or is a party to any claim or proceeding (other than an action by or in the right of the Suncoast Communities Blood Bank, Inc.) by reason of his or her status as a director or officer of the Suncoast Communities Blood Bank, Inc. against liability incurred in the course of such claim or proceeding, if the director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Suncoast Communities Blood Bank, Inc. The Suncoast Communities Blood Bank, Inc. shall indemnify said directors and officers against expenses, including attorneys' fees, and amounts paid in settlement not exceeding, in the judgement of the Board of Directors, the estimated expense of litigating the claim or proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such claim or proceeding, including any appeal thereof. No indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable, unless the Board or independent counsel shall determine that indemnification is proper in the circumstances because the director or officer has met the applicable standard of conduct. No indemnification shall be made to a Director or Officer unless he or she immediately notifies, orally and in writing, the CEO of Suncoast Communities Blood Bank, Inc., of such claim or proceeding.

Advancement of Funds: Expenses incurred by an officer or director in defending against a claim or proceeding may be paid by the Suncoast Communities Blood Bank, Inc. in advance of the final disposition of such claim or proceeding, upon receipt of an undertaking by or on behalf of such director or

officers to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Suncoast Communities Blood Bank, Inc.

Any indemnification shall be secondary to any insurance coverage available to such Director or Officer, which coverage shall be primary. The above indemnification provision, shall be expansive of those provisions in the Florida Statutes and not in limitation thereof.

ARTICLE VIII

DUTIES OF OFFICERS AND DIRECTORS (INCLUDING MEDICAL DIRECTOR AND CHIEF EXECUTIVE OFFICERS)

Section 1 President: The President shall preside at all meetings of the membership and the Board of Directors. As authorized by the Board of Directors, the president shall execute all contracts in excess of \$50,000.00, and all conveyances and other instruments of every kind on behalf of the Corporation, as authorized by the Board of Directors. The President shall appoint special task forces, work groups, or “ad hoc” committees with the approval of the Board of Directors, be an ex-officio member of all committees and carry out such other duties as assigned by the Board of Directors. (See Board Officer Responsibilities)

Section 2 President –Elect: The President-Elect shall serve as President in the absence of the President and shall perform any other duties as may be assigned but the Board of Directors. (See Board Officer Responsibilities)

Section 3 Vice President: The Vice President shall preside in the absence of the President-Elect and shall perform any other duties as may be assigned by the Board of Directors. (See Board Officer Responsibilities)

Section 4 Secretary: The Secretary shall be responsible for the books and records of the Corporation, shall be the custodian of the corporate seal, shall keep minutes of all meetings of the membership and the Board of Directors, and shall perform all other duties assigned by the Board of Directors. (See Board Officer Responsibilities)

Section 5 Treasurer: The Treasurer shall keep an accurate set of books showing all receipts and disbursements of money by the Corporation, all financial transactions of the Corporation and all of its assets and liabilities, shall keep complete and correct records of the financial condition of the Corporation at all times, and shall perform such other duties as usually pertain to the office of the Treasurer and all other duties assigned by the Board of Directors. All checks drawn by the Corporation shall be signed by the Treasurer and President, or by such other officers designated by the Board. An audit shall be made annually by a Certified Public Accountant. (See Board Officer Responsibilities)

Section 6 Assistant Treasurer: The Assistant Treasurer shall serve in the absence of the Treasurer, be prepared to assist the Treasurer in the execution of his/her duties, shall serve as a member of the Finance Committee, shall review the performance and adequacy of reports of the organizations investment manager and shall perform such other duties as may be assigned by the Board of Directors. (See Board Officer Responsibilities)

Section 7: Immediate Past President: The Immediate Past President shall preside in the absence of the President, President-Elect, and Vice President and shall perform any other duties as may be assigned by the Board of Directors. (See Board Officers Responsibilities)

Section 8 Medical Director: The Board of Directors shall appoint a Medical Director who shall be responsible for the technical operations of the Suncoast Communities Blood Bank, Inc. in accordance with FDA regulations and AABB Standards. The Medical Director shall be a non-voting ex-officio member of the Board of Directors and shall attend all meetings of the Board of Directors except those meetings held in executive session.

Section 9 Chief Executive Officer (CEO): The Board of Directors shall appoint a CEO, who shall be responsible for the business and overall operations of the Suncoast Communities Blood Bank, Inc. The CEO shall be a non-voting ex-officio member of the Board of Directors and shall attend all meetings of the Board of Directors except those meetings held in executive session.

ARTICLE IX

COMMITTEES

Section 1 Governance Committee: The Officers of the Board of Directors as well as Chairs of the Community and Board Development Committee and the Strategic Planning Committee shall constitute the Governance Committee. The President shall serve as chair of the Governance Committee, a majority of the members shall constitute a quorum, and the meetings are held at the call of the President. The Governance Committee shall have such duties as shall be assigned by the Board of Directors and shall carry out the policies as determined by the Board of Directors. This Committee shall present a slate of officers to the Board of Directors at the annual membership meeting.

Pursuant to Article IX, Section 1, the Board of Directors assigns the duty of Executive Compensation to the Governance Committee, which is to be coordinated for that Committee by the Assistant Treasurer, and assigns those Directors who were members of the Compensation Committee as of January 1, 2009 the responsibility to develop an Executive Compensation Policy for Board review and approval.

Section 2 Standing Committees: All standing committees shall be appointed by the President with the approval of the Board of Directors.

- A. Finance and Investment: The Treasurer shall be Chair of the Finance Committee. This committee shall present a budget for the next fiscal year to the Governance Committee and shall present the budget for approval by the Board of Directors. The committee shall determine the diversification of investment funds, provide oversight for the management of corporate cash, and assure proper pension fund management.
- B. Human Resources: This committee shall review personnel policies and benefits programs including the Employee Benefit Trust and the 401(k) plan. The chair of this committee shall serve as a trustee on the Employee Benefit Trust and the 401(k) plan.
- C. Strategic Planning: This committee shall oversee the strategic planning process and fulfillment of the mission of the organization.
- D. Community and Board Development: This committee aids in SCBB's community relationships, fund raising and donor-building programs. It identifies potential Board members with leadership and fund raising experience or capabilities and makes recommendations to the Governance Committee. This committee shall also present to the Board of Directors a candidate for any vacancy in an office or directorship for any unexpired term.
- E. Audit: This committee shall recommend to the Board of Directors all applicable practices and procedures necessary to achieve the highest level of responsible ethical practices by the organization. This committee and its chair shall be named by the President and shall select and engage the auditors, oversee the annual audit process and present the auditors' findings to the Board of Directors. Committee members shall oversee and conduct annual review of Board member's financial disclosure and conflict of interest statements in compliance with the Sarbanes-Oxley Act and shall give the Board of Director's assurance of their independence from any financial interest in the organization's assets and results of operations.

In an effort to absolve transparency concerning all Director- Elect board candidates and SCBB, the Audit Committee will conduct a rigorous final interview of all proposed/prospective Director board members, before their being nominated by the Board of Directors. This interview process will occur after the Director-Elect submits his/her application to the Governance Committee. During this final interview the Audit Committee will attempt to assure no existing, potential, or perceived conflicts of interests exist between the Director-Elect board members, and SCBB. A

“checklist” will be used as a generic guide for this purpose, and then will be supplemented with any questions provided by the Candidate.

Section 3 Special Committees, Task Forces, Work Groups, and: Ad hoc Groups: may be appointed by the President with the prior approval of or after-the-fact ratification by the Board of Directors as the need arises.

Section 4 All actions taken or recommendations made by the Governance Committee or other committees shall be reported to and acted upon by the Board of Directors.

ARTICLE X

PROHIBITED ACTIVITIES

No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers, provided, however, nothing herein contained shall prevent payment of compensation in a reasonable amount to members, directors or officers for actual services rendered to the corporation in conformity with its purposes, nor shall this corporation engage in any of the activities prohibited in Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be October 1 to September 30.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XIII

AMENDMENT OF BYLAWS AND CERTIFICATE OF INCORPORATION

Amendments to these Bylaws and Articles of Incorporation may be adopted by the Board of Directors by a two-thirds (2/3) majority vote of the Directors present at any monthly or special meeting at which a quorum is present, provided that notice of such proposed amendments shall be mailed to each Director at least

three (3) weeks prior to the date of the meeting at which the amendments are adopted.