

**BYLAWS  
OF  
THE WISCONSIN PERFUSION SOCIETY**

Updated 3/4/21

**I. Purposes**

- A. To receive and maintain funds in accordance with the Articles of Association and state and federal regulations governing tax exempt organizations.
- B. To promote the public health, safety and welfare by seeking and supporting licensure of all perfusionists practicing within the state of Wisconsin.
- C. To provide educational opportunities to Wisconsin perfusionists. This will include an annual meeting at which perfusionists will be able to earn continuing education credits.
- D. No part of the net earnings of the Association shall inure to the benefit of any officer or member of the Association (except that reasonable compensation may be paid for services rendered), and no officer or member shall be entitled to share in distribution of assets on dissolution of the Association.

**II. Offices**

- A. The principle office will be located in the State of Wisconsin as designated by the Officers of the Association. The Association may have other offices either within or without the State of Wisconsin as the affairs of the Association may require.
- B. The Association shall have and continuously maintain in the State of Wisconsin a registered office, and a registered agent whose office is identical with the registered office, as required by State and Federal tax exemption regulations.

**III. Members**

- A. The Association shall have three classes of members.
  - 1. Class A shall consist of members who are practicing perfusionists in the State of Wisconsin. Class A members shall be entitled to vote on all matters put before the membership.
  - 2. Class B shall consist of members who are students in the process of becoming perfusionists.
  - 3. Class C (Associates) shall consist of members who are either not perfusionists or are perfusionists that are not practicing in the State of Wisconsin.
  - 4. Class A/Ret shall consist of members that have retired from pursuit of clinical perfusion.
- B. Admission of members and renewal of membership:
  - 1. Natural persons who meet the membership qualifications may be admitted to the Association by an affirmative vote of the Officers or an Officer-appointed committee.
  - 2. The Officers or an Officer-appointed committee may adopt or amend application procedures and qualifications for membership in the Association
  - 3. A Member may renew membership by paying all required fees and dues.

C. Membership Fees and Dues: The Officers may set and change the amount of an initiation fee, if any, and the annual dues payable to the Association by members of each class. The date upon which dues are payable will be determined by the Officers. The Dues for a new member's first year shall be prorated on a quarterly basis and will be calculated from the first day of the quarter in which the member is admitted to membership through the end of the established membership year.

D. Voting Rights: Each member of Class A shall be entitled to one vote on each matter submitted to a vote of members. Members of Class A/Ret, B and C are not entitled to vote.

E. Resolution Disputes: In any dispute between members relating to the activities of the association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration. This paragraph shall apply to a dispute involving the Association as a party relating to the sanctioning, suspension, or expulsion of a member of the association. The Officers shall have the discretion to authorize the use of the association's funds for mediation or arbitration of a dispute described in this paragraph.

F. Sanction, Suspension, or Termination of Members: The Officers may impose reasonable sanctions on a member, or suspend or expel a member from the Association, for good cause after a hearing. Good cause includes a material and serious violation of the Association's articles of Association, bylaws, or rules, or of law. The Officers may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Officers, or take action on behalf of the Officers. The Officers or the delegate committee may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 14 days prior to the hearing. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A member shall have the right to be represented by council at and before the hearing. The Officers or designated-committee may impose sanctions, suspend a member, or expel a member by vote of a majority of Officers or committee members who are present and voting. The Officers shall reserve the right to terminate the membership of any member who defaults on an obligation to the Association to pay fees or dues. The membership shall be automatically terminated if the member remains in default 30 days following the delivery of notice of default.

G. Resignation: Any member may resign from the Association by submitting a written resignation to the secretary. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or charges that had accrued and were unpaid prior to the effective date of the resignation.

H. Reinstatement: A Former member may submit a written request for reinstatement of membership. The Officers may reinstate membership on any reasonable terms that the Officers deem appropriate.

I. Transfer of Membership: Membership in the Association is not transferable or assignable. Membership terminates on the dissolution of the Association or death of a member.

J. Waiver of Interest in Association Property: All real and personal property, including all improvements located on the property, acquired by the Association shall be owned by the Association. A member shall have no interest in specific property of the Association. Each member hereby expressly waives the right to require partition of all or part of the Association's property.

## IV. Meetings of Members

A. Annual Meeting: Beginning in 1994, the Officers shall hold an annual business meeting of the members. This meeting shall be conducted at the same time and place as the Association's annual educational meeting. At the annual meeting, the members shall elect officers and transact any other business that may come before the meeting. If, in any year, the election of officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Officers shall call a special meeting of the members as soon thereafter as possible to conduct the election of directors. When impractical to hold an annual meeting due to circumstances beyond the control of the Board of Directors, the election of open positions of the Board of Directors will be postponed until an annual meeting can be held. Elected Board of Directors will retain their positions until a meeting to hold elections can be scheduled.

B. Special Meetings: Special meetings may be called by the Officers or not less than one-fifth of the voting members.

C. Place of Meetings: The Officers may designate any place within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Officers. Virtual meeting formats may be utilized to conduct the business of the Society if agreed upon by all elected members of the Board of Directors, in lieu of in-person gatherings.

D. Notice of Meetings: Written or printed notice of any meeting of members, including the annual meeting, shall be delivered to each member entitled to vote at the meeting not less than ten days before the date of the meeting. If all of the members meet and consent to the holding of a meeting, any official action may be taken at the meeting regardless of a lack of proper notification.

E. Quorum: The presence of class A voting members in person, or by proxy, who have the authority to cast one tenth of the total voting power of the Association shall be necessary to constitute a quorum at that meeting. The members present at a meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the members present may adjourn and reconvene the meeting one time without further notice.

F. Actions of Membership: The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the bylaws. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of officers shall be by ballot if demanded by any voting member at the meeting before the voting begins.

G. Proxies: A member entitled to vote, may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

H. Voting by Mail: The Officers may authorize members to vote by mail on the election of the officers or on any other matter that may be voted on by the members.

## V. Officers

A. Management of the Association: The Affairs of the Association shall be managed by the Officers.

B. Number of Officers: The primary officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The primary Officers shall have the power to create or abolish other offices, as it deems desirable.

C. Qualifications and tenure of Officers: Officers shall be Class A members of the Association. Each officer shall serve for a term of two years. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

D. Nomination of Officers: At any meeting at which the election of an officer occurs, a voting member in good standing may nominate a person with the second of any other voting member in good standing. In addition to nominations made at meetings, the Officers may appoint a nomination committee to make nominations for each open position. The names nominated by the nomination committee will be included in the election for officers.

E. Election of Officers: A person who meets all qualification requirements to be an officer and who has been duly nominated may be elected as an officer. Officers shall be elected by the vote of the membership of the Association. Officers shall be elected at the annual meeting of the members. An officer may be elected to succeed himself or herself as officer. A newly elected officer shall take office immediately after notification of election results.

F. Vacancies: A vacancy occurring in any office will be filled by the Officers. A vacancy is filled by the affirmative vote of a majority, of the remaining officers, even if it is less than a quorum of the Officers. An officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

G. Annual Meeting: The annual meeting of the Officers shall be held in conjunction with, and at the same place as, the annual meeting of members.

H. Regular Meeting: The Officers may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings is required other than the resolution stating time and place.

I. Special Meetings: Special meetings of the Officers may be called by or at the request of the president or any two officers. The person or persons calling a special meeting shall notify the secretary of the information to be included in the notice of the meeting. The secretary shall notify all officers of the time, place and purpose of the meeting.

J. Quorum: A majority of the officers then in office shall constitute a quorum for the transaction of business at any meeting of the Officers. The officers present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough officers leave the meeting so that less than a quorum remains. However no action may be approved without the vote of at least a majority of the number of officers required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the officers present may adjourn and reconvene the meeting one time without further notice.

H. Duties of Officers: Officers shall exercise ordinary, business judgment in managing the affairs of the Association. Officers shall act as fiduciaries with respect to the interests of the members. In acting in their official capacity as officers of this Association, officers shall act in good faith and take actions they reasonable believe to be in the best interests of the Association and that are not unlawful. In all other instances, the Officers shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. An officer shall not be liable if, in the exercise of ordinary care, the Officer acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

I. Actions of Officers: The Officers shall try to act by consensus. However, the vote of a majority of officers present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Officers unless the act of a greater number is required by law or the bylaws. An officer who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Officers. An officer who is represented by proxy in a vote is considered present.

J. Proxies: An officer may vote by proxy executed in writing by the officer. No proxy shall be valid after three months from the date of its execution.

K. Compensation: Officers may not receive salaries for their services as Officers

L. Removal of Officers: The members may vote to remove an officer at any time, only for good cause. Good cause for removal of an officer shall include the unexcused failure to attend three consecutive meetings of the Officers. A meeting to consider the removal of an officer may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the officer will be on the agenda and the notice shall state the possible course for removal. The officer shall have the right to present evidence at the meeting as to why he or she should not be removed, and the officer shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the officer. An officer may be removed by the affirmative vote of fifty percent of the members.

M. President: The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and the Officers. The President may sign with the Secretary or any other proper officer of the Association authorized by the Officers, any deeds, mortgages, bonds, contracts, or other instruments which the Officers have authorized to be executed, except in cases where the signing and execution shall be expressly delegated by these bylaws or by statute to some other officer or agent of the Association. In general the President shall perform all duties incident to the office of President and other duties as may be prescribed by the Officers.

N. Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform any other duties assigned by the president or the Officers

O. Treasurer: If required by the Officers, the treasurer shall give a bond for the faithful discharge of his duties in the sum and with the surety or sureties, as the Officers shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all of those monies in the name of the Association in the banks, trust companies, or other depositories as shall be selected in accordance with the provisions of section VII of these bylaws and, in general, perform all the duties incident to the office of Treasurer and other duties assigned to him by the President or by the Officers. The Treasurer shall disburse the funds of the association as may be ordered by the President, the Officers, or a properly authorized officer of the Association taking proper vouchers for the disbursements and shall render to the President and the Officers at its regular meetings, an account of all transactions as Treasurer and the financial condition of the Association.

P. Secretary: The Secretary shall keep the minutes of the meetings of the Officers and members, give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the Association records, and keep a register of the post office address of each officer and member. The Secretary shall also perform, in general, all duties incident to the office of Secretary and other duties assigned by the President or by the Officers.

## **VI. Committees.**

A. The Officers, by resolution adopted by a majority of the Officers, may designate and appoint one or more committees. The function, powers of authority, and membership of the committee will be defined by the resolution. The committee shall consist of at least one officer. Other members of the committee may be any Association member or nonmember when so provided by the resolution. The President of the Association shall appoint the committee members except as otherwise provided in the resolution. Any members of a committee may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Association shall be served by that removal.

B. Term of Office: Each member of a committee shall continue to serve until at an Officer's meeting his successor is appointed, unless the committee shall be terminated before that time, or unless he is removed from that committee, or unless he shall cease to qualify as a member of the committee.

C. Chairman: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the committee members.

D. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

E. Quorum: Unless otherwise provided in the resolution of the Officers designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

F. Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Officers.

## **VII. Contracts, Checks, Deposits and Funds**

A. Contracts: The Officers may authorize any officer, officers, or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. That authority may be general or confined to specific instances.

B. Checks and Drafts: All Checks drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed and countersigned by two primary officers.

C. Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in the banks, trust companies, or other depositories as the Officers select.

D. Gifts: The Officers may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## **VII. Books and Records.**

A. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Officers and committees and shall keep at its principle office a record giving the name and addresses of the Officers. All books and records of the Association may be inspected by any officer or his agent or attorney for any proper purpose at any reasonable time.

## **VIII. Fiscal Year.**

A. The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

## **IX. Waiver of Notice.**

A. Whenever any notice is required to be given under the provisions of the Articles of Association or the Bylaws, a written waiver of the notice signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice.

## **X. Amendments to Bylaws.**

A. These bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting of the members, if at least two weeks written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at that meeting.

## **XI. Indemnification.**

A. Every person who is or was an officer, committee member, employee, or agent acting on behalf of the association shall (together with the heirs, executors and administrators of such a person) be indemnified by the Association against all costs, damages and expenses asserted against, incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he is made or threatened to be made a party by reason of his being or having been such officer, committee member, employee, or agent except in relation to matters as to which recovery shall be had against him be reason of his having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his duty as such officer, committee member, employee or agent. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, a plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed an adjudication that such officer, committee member, employee or agent is guilty of fraud in the performance of his duties, if such officer, committee member, employee or agent was acting in good faith in what he considered to be the best interests of the Association and with no reasonable cause to believe the action was illegal.

## **XI. Miscellaneous Provisions.**

A. Legal Construction: If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

B. Headings: The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

C. Gender: Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female gender.

**Amendments to the WPS Bylaws (as reflected in the previously stated):**

1. Change in:

III. Members

A. The Association shall have four classes of members.

4. Class A/Ret shall consist of members that have retired from the pursuit of clinical perfusion.

D. Voting Rights:

Members of Class A/Ret, B, and C are not entitled to vote.

2. Change in:

IV. Meetings of Members

A. Annual Meeting: When impractical to hold an annual meeting due to circumstances beyond the control of the Board of Directors, the election of open positions of the Board of Directors will be postponed until an annual meeting can be held. Elected Board of Directors will retain their positions until a meeting to hold elections can be scheduled.

3. Change in:

IV. Meetings of Members

C. Place of Meetings: Virtual meeting formats may be utilized to conduct the business of the Society if agreed upon by all elected members of the Board of Directors, in lieu of in-person gatherings.