

Blood Donors of America (BDA)



Bylaws

Bylaws Revision Committee

Bishnu Prasad Phuyal, PhD, Chair

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January, 2015

Article I: Name, Mission and Purpose

The name of the Corporation is the **Blood Donors of America, Inc. (BDA)**.

The Mission of the Corporation is to serve the community by donating blood through organizing blood drives around the world. Blood Donors of America (BDA) is a non-profit, non-religious, and non-political 501(c)(3), organization dedicated to serve to the community primarily but not limited to:

- i) Hosting blood drives in the local community,
- ii) Creating awareness on the importance of blood donation and
- iii) Providing consultation about health education (healthy diet, physical fitness, obesity and as deemed necessary by the Executive Committee).

The working areas will be all over the 50 states in the USA networking for active participation of Nepalese community and friends of Nepal for blood donation drives. It will also initiate and support similar efforts by other organizations around the world.

Activities of the organization shall also include:

1. Motivating people for social service mainly through blood donation, health education, and other activities related to serving communities.
2. Getting involved and showing solidarity and support with other organizations' efforts for serving affected people in times of need and situations of natural calamities.
3. Engaging in charitable, scientific, and educational activities.
4. Fostering the exchange of knowledge, dispersing information, and facilitating interaction among its members and the community.
5. Working collaboratively with other national, regional, and local associations and corporations in order to achieve its purposes.

Article II: Membership:

A. Eligibility:

Anyone who supports the purpose and mission of the corporation shall be eligible for the membership.

B. Qualification: Any person who is 17 years and older but not in default of dues and fees or under suspension from BDA.

C. Types:

The membership of the Corporation shall be divided into the following four categories:

1. General membership:

Any interested person who has donated blood at least once in his/her life time or willing to donate in near future, or has actively involved or participated in a blood donation campaign, is eligible to be honored under this category. A two-year membership fee is \$20 (twenty) dollars.

2. Life membership:

Any individual who is qualified for a general membership is eligible to seek a life member by paying \$100.00 (one hundred) one time. If one of the spouses becomes life member of this organization, the other spouse and each additional family member shall become life members for an additional fee of \$50.00 (fifty) per person.

3. Advocate “Good will” membership:

Any person who meets all the requirements for a general membership but for some reason is not able to donate blood may seek a membership in this category. The membership will last for two years. Membership of this category costs \$20 (twenty) dollars for two years; but members will not have voting rights to elect the officers and members of Executive Committee.

4 Honorary membership:

An honorary membership can be given to anyone with an outstanding record of blood donation, or extraordinary social or professional contribution in the USA and around the world. The Executive Committee will determine this type of membership eligibility. Members in this category shall not have voting rights to elect the officers and members of Executive Committee.

D. Membership issuance and distribution

Interested and eligible candidates may apply for membership by filling an online form or by recommendation of an executive committee member or a state representative. A certificate of membership shall be issued to the applicant with defined category. The certificate will include the signatures of President and General Secretary. Electronic acknowledgment or announcements in local, regional, or national level conventions or BDA Annual General Meeting (AGM), and BDA conventions are some other different ways of recognizing the members.

E. Resignation

Any general member, life member, goodwill member, and honorary member of the organization may terminate membership by submitting a written request to the Executive Committee. Resignation will become effective upon receipt by the Executive Committee.

F. Removal from Membership

All members of the BDA are expected to stand with a high degree of moral character. Activities performed by a member beyond the level of ethical consideration may force the Executive Committee to expel the member in question from the organization. However, any member of the organization may request a hearing of the Executive Committee (EC) to discuss the removal of another member. Reasons for removal must be presented to the EC in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any board action that would result in removal. Removal from membership shall require a decision of the Executive Committee.

Failure to pay the membership due on time may subject a removal from the organization. Membership renewal is expected to complete before its expiration. Renewal after its expiration is considered as a new member.

G. Renewal

Dues shall be levied on the members; general, and advocate (good-will) and shall be payable before the membership expires. All members who have paid their annual dues shall be considered to be members in good standing. All rights and privileges of membership in the organization may be terminated for any member who has failed to pay dues of the year in which they are due.

Article III: Board of Directors and Advisory Council

The Board of Directors shall be composed of 65 members, 50 State Coordinators (SC) and 15 Officers of the Executive Committee (EC).

Executive Committee

There shall be 15 members in the EC comprising of the President, Executive Vice-President, Vice-President, General Secretary, Joint Secretary, Treasurer, Joint Treasurer, and eight Executive Members.

State Coordinators

A State coordinator represents a state. There shall be 50 state coordinators/Representatives in the USA, one Coordinator from each state. There shall be a state level BDA committee comprised of members nominated by state coordinator, consisting up to 15 members. State Coordinator and committee members shall be elected following a democratic election procedure (as stipulated by the BDA Bylaws). Election Commission will oversee the overall election process of State Level Coordinators. State Coordinators shall be elected by the eligible members/voters of the state. There shall be only one state coordinator in a state no matter how many members there are in the state.

Advisory Council

The Executive Committee may appoint an advisory council as deemed necessary for a term of two years. Immediate Past President will be the chief of the advisory council. There should not be any limit on the number of advisory council members.

Terms

There shall be two-year eligibility period for Executive Committee. However, there shall be no limit of the terms to serve as a State Coordinator as long as s/he is in a good standing and performs well according to the mission of the organization. Officers of the Executive Committee (see Article IV) shall serve up to five terms (ten years) but the president shall serve only up to 3 terms (6 years) at the maximum. One term of service will consist of two years. However, after a minimum of one term discontinuity, same person may serve in the same position.

Powers

All property, business, and affairs of the organization shall be managed and controlled by the Executive Committee and approved by the Board of Directors. The Board of Directors has the authority to exercise all such powers designated to nonprofit corporations organized under the Membership Corporation Law of the State of New York but subject, nevertheless, to the statutes of the Certification of Incorporation and the Bylaws of the Corporation known as the **Blood Donors of America, Inc. (BDA)**.

Vacancies

If a Board position with an unexpired term becomes vacant, the Executive Committee may select a successor who shall hold the position to serve the committee for the remaining period. This Board member will be eligible for election at the next General Assembly and if elected, shall begin a two-year term. If the President is unable to fulfill the duties of his/her office, the Executive Vice-President will act as a President for the completion of that term of office and continues as President for the succeeding two-year term if elected.

Removal

All board members are expected to actively participate in the regular business activities of the organization, including service on committees. Failure to do so or failure to attend three consecutive board meetings without reasonable explanation may be considered a cause for removal. A board member or officer may be removed from office by a simple majority vote (51%) of the Executive Committee members present in the meeting. Reasons for removal must be presented to the accused party in writing, and the accused party must be given an opportunity for self-defense in person or in writing prior to any such board action.

Salaries and compensation

Members of the Board of Directors and Officers of the Executive Committee may not receive any financial compensation for services provided to the organization.

Monetary powers

The EC shall designate a bank or trust company in which the money or securities of the organization shall be deposited. They shall designate the manner in which the funds of the organization are to be expended. The treasurer shall provide an annual financial report to the members at the time of annual general meeting. The treasurer with the help of assistant treasurer will maintain and update daily expenses and incomes of the organization and present to the regular executive meetings and the AGM. The treasurer and the president will regulate the bank account. The president shall have the authority to spend up to five hundred dollars (\$500) for the good cause of the organization and submit to the executive meeting for its approval.

Article IV: Function of Executive Committee & Officers

Executive Committee

The Executive Committee shall consist of 15 members: The President, Executive Vice-President, Vice-President, General Secretary, Joint Secretary, Treasurer, Joint Treasurer, and eight Executive Members.

A) President:

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Executive Committee and the Board of Directors. The President shall see that all directives or resolutions of the Executive Committee and the Board of Directors are acted upon. The President shall direct the affairs of the organization and shall have the general powers of supervision and management usually vested in the office of the President of a non-profit corporation under the Membership Corporation Law of the State of New York. The President shall be an automatic member of all committees and shall oversee all administrative functions performed on behalf of the organization.

B) Executive Vice-President (EVP):

The Executive Vice-President shall have the power to exercise all powers and functions of the President in the event the President is unable to serve. The Executive Vice-President will preside at meetings of the Board of Directors in the absence of the President. EVP will work to promote BDA programs and policies.

C) Vice President (VP):

The VP will assist Executive VP and chair the meetings in the absence of EVP. VP will work to promote BDA programs and policies.

D) General Secretary (GS):

The General Secretary shall attend all meetings of the organization; Executive Committee, the Board of Directors, Advisory Council, and Committees and as deemed necessary by the EC and shall record the minutes. An electronic copy of each meeting minutes shall be forwarded to the Officers of the Executive Committee, Board of Directors, Various Committees, and the General Assembly (GA) members. GS will maintain all kinds of records and assist President to carry out daily functions of the organization.

E) Joint Secretary (JS):

The Joint Secretary will assist the GS to carry out daily functions of the executive committee and the Board of Directors and act as a liaison for the GS and implement and monitor the activities in the absence of GS.

F) Treasurer:

The Treasurer shall chair the Finance Committee and oversee all financial activities in accordance with the guidelines and directives set forth by the organization. On at least an annual basis, the Treasurer shall prepare and present to the Executive Committee and the Board of Directors a summary of the organization's financial status, including estimates of

expenditures and revenues for the succeeding fiscal year. The Treasurer shall complete tax returns filings for the organization. The Treasurer shall also perform all duties that are the incident to the Office of Treasurer of a non-profit corporation under the Membership Corporation Law of the State of New York. The Treasurer shall oversee all financial activities performed on behalf of the organization.

G) Joint Treasurer (JT):

The JT will assist the Treasurer to maintain the records of all expenses and revenues as well as do necessary functions to help treasurer; and work as a Treasurer in his/her absence.

H) Executive Members (EM):

Executive Members will help execute the programs of the organization in coordination with the Officers described above and conduct additional assignment(s) as per decision of the executive committee.

Article V: Meeting of the Board of Directors

Regular meetings

The Board of Directors shall hold at least two regular meetings annually; one of it can be the General Assembly. The Executive Committee shall establish the date, time and agenda for each meeting. Each board member shall be provided written notification at least seven business days prior to the meeting. The Executive Committee shall hold at least one bi-monthly meeting, generally via conference call. However, the President can call meetings as s/he deems necessary to hold and promote norms and values of the organization.

Voting and Quorum

A majority (51%) of the Officers of the Executive Committee must participate in a meeting to constitute a quorum. At any meeting at which a quorum exists, all voting shall be by a majority vote unless otherwise stipulated by these bylaws. In the event of a tie vote, the President shall have the power to determine the outcome. Voting by board members participating in a meeting via teleconference or video conference will be permitted. A quorum of the meeting shall be considered to be eight of the fifteen members of the Executive Committee for the purpose of conducting the corporation's regular business. Decisions shall be made by the consensus and all actions shall be reported to the Executive Committee and the Board of Directors within seven business days.

Article VI: General Assembly (GA) and Special Meeting

General Assembly (GA)

General assembly essentially comprises executive committee, state Coordinators, advisory council, various committees, and members of the organization. This meeting of the organization shall be held at specified date, time, and place to be designated by the Executive Committee. General Assembly shall meet once every year. GA meeting is called by the President. The GA approves, annual budget, additional matters put-forth by the EC, and

amendment of the Bylaws proposed by the EC. Written notification of the date, time, and location of the meeting shall be sent to all entities as mentioned above at least two months prior to the meeting. A majority vote (51%) of the members who are present at the GA shall be required to pass a motion presented for a vote.

Special Meetings

If necessary, the President of the organization may call special meeting of the members of the organization at any time. Each member shall receive written, email or phone call notification of the date, time, place, and agenda of the special meeting at least seven business days prior to the meeting.

Article VII: Committees

The President of the Executive Committee shall appoint as necessary ad hoc committees to carry out any specific functions for the organization. Any good standing member, a current officer of the Executive Committee or the State Coordinators of the Board of Directors shall chair each committee. Each committee shall be charged with such duties as dictated by the bylaws and/or policies of the corporation or as determined by the EC.

Article VIII: Formation of Area/City/Town Coordinators

The President of the Executive Committee shall appoint as necessary Area/City/Town Coordinators in each state in consultation with the State Coordinators/Representative to carry out any specific functions for the organization. All Area/City/Town Coordinators shall be nominated or elected from the pool of good standing members. All Area/City/Town Coordinators shall be charged with such duties as dictated by the bylaws and/or policies of the organization or as determined by the President.

Article IX: Election Commission

The Executive Committee will form an Election Commission of three persons to carry out a fair election in a democratic procedure for both Executive Committee and State Coordinators. The President will initiate formation of election commission and seek consent and advice of the Executive Committee.

A. The election commission shall include three members (Chair and two commissioners) and is responsible for the overall election process.

B. Nominations for any positions shall be made in writing to the Election Commission.

C. Officers of Executive Committee will be elected by confidential ballots during the General Assembly of the BDA via online or in person ballot.

D. General election shall be held for fifteen positions: President, Executive Vice President, Vice President, General Secretary, Joint Secretary, Treasurer, Joint Treasurer, and 8 executive members.

- E. The members of individual states shall elect State Coordinators (SC) and the members of the State Coordination Committee. The election commission shall advise to conduct the overall election process.
- F. Candidate for the President position shall have served at least one term in the BDA.
- G. Individuals interested to vote for election must be eligible members.
- H. The Executive Committee shall notify all members for renewal and registration at least three month in advance.

Article X: Fiscal Year

The fiscal year of the organization shall be July 1st to June 30th.

Article XI: Amendments

The Executive Committee should propose the General Assembly for consideration for the amendments to the bylaws in writing. The proposed amendments shall also be presented to all the members at least fifteen business days prior to the date of the GA. Decision of adoption of proposed amendments shall be made by a two third majority of the members present at the GA.

Article XII: Conflicts of Interests

Any member of the executive committee and Board of Directors of BDA who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Committee or Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

Article XIII: Liquidation or Dissolution

In the event of liquidation or dissolution of the organization, no liquidating dividends or dividends in distribution of property owned by the organization shall be declared or paid to officers, or members of the organization or any private individual, but, rather, such property shall be transferred to such charitable, scientific or educational organizations, as specified by the government of the state of New York.

Article XIV: Impeachment Provision

Any member of Board of Directors may be impeached by two third majority of Executive Committee and it shall be approved by GA.

Article XV: Adoption of Bylaws

These bylaws were approved by the executive committee meeting held in 09/28/2014 and was presented to the AGM on January 18, 2015 and passed/approved unanimously with a

change under article XI Amendment ‘a two third majority’ of the members present in the AGM rather than 51% stated and approved by the EC.

Appendix

1. **Logo:**

2.



The logo of the organization comprises

A symbol of dropping red blood, tapering upside and rounded bottom with a flag of the USA inside it on dark blue back ground with text Blood Donors of America and BDA on the bottom.

3. Certificate of Membership

Certificate of Membership

Let it be know by this certificate that

.....

is here by a life member/general member/honorary member

in good standing of the

Blood Donors of America (BDA)

This certificate confirms that he/she successfully meets all membership requirements of the organization.

BDA Membership #: BDA-0000 Member Since: -----

President

General Secretary

4. Allegiance

We faithfully serve this humanitarian lifesaving organization by donating a pint of blood to the needy person.