

# **Latin American Bone Marrow Transplantation Group (LABMT)**

## **Bylaws**

**based on the Worldwide Network for Blood and Marrow Transplantation Bylaws (Version 3 - amended/ approved February 20, 2011)**

### ARTICLE I

The name of this group is: Latin American Bone Marrow Transplantation Group (LABMT)

### ARTICLE II

#### **Incorporation**

The LABMT (herein referred to as the group) is a non-profit organization for educational, scientific and philanthropic purposes under Brazilian laws located at Rua Hadock Lobo, 72 room 407 – Estácio – Rio de Janeiro – RJ – Brasil, 22.260-132, Phone +5521 2273-8390, shared with the Brazilian Bone Marrow Transplant Society - Sociedade Brasileira de Transplante de Medula Óssea (SBTMO).

### ARTICLE III

#### **Mission**

Promote excellence in hematopoietic stem cell transplantation (HSCT), stem cell donation, cellular therapy (CT) and accreditation in Latin America through collaboration of existing national and international societies using coordination, communication and advocacy. The purpose of this cooperation is to engage exclusively in charitable, scientific, and educational activities and endeavors including specifically, but not limited to, promoting and fostering, among the many scientific and clinical disciplines, the exchange and diffusion of information and ideas relating to SCT and CT and encouraging investigations on these matters. The focus of the Group is to collaboratively advance the field of HSCT and CT while not pre-empting the activities of its member societies.

### ARTICLE IV

#### **Membership**

The members of the Group are:

a) Voting Members: organizations involved in stem cell donation, HSCT and CT, which fit into one or more of the following categories:

- Professional and scientific national societies;
- Outcomes registries with national data collections;
- Organizations with scope in the areas of accreditation, standard-setting, quality systems and regulatory compliance/harmonization;
- Societies with an educational mission relevant to HSCT and CT.

b) Non-voting Members: organizations or individuals involved in HSCT and CT that are not affiliated with a member organization and that do not meet requirements for voting membership, but are deemed to represent a relevant community. This should fit one or more of the following categories:

- Regional or local Societies;
- HSCT centers or physicians from countries without an organized HSCT or Hematology Society;
- Regulatory Agencies;
- Individuals with specific expertise, considered by the board as important to the group and to its mission;
- Private Companies with activities or products relevant to HSCT or Cellular Therapy.

There shall be one appointed individual and one alternate represent each organization. Each Latin-American country can have only one vote, that represent the simple majority of the votes of the voting members within that country.

Applications for membership are submitted in writing to the Board, which will vote on whether to award voting or non-voting member status to the applicant at the next scheduled Board meeting occurring less than four weeks after the application is received. A simple majority vote is required for awarding membership.

ARTICLE V  
**The Board**

The Board shall consist of:

- a) One representative from each voting society and one alternate and shall consist of not less than six persons. The voting society will designate which representative is primary and which is the alternate. Board Members (representatives and alternates) are appointed by their parent society to a four-year term that may be renewed. The alternate representative shall only exercise the vote of the voting organization if the primary representative is absent. Each country has one vote, which shall be the majority of the votes within the country, even if it is represented by more than one voting organization.
- b) Committee chairs of the LABMT. Committee chairs are non-voting Board members.
- c) When a voting member is elected to the Executive Committee, another representative should be nominated to the Board by the Member Society within 4 weeks.

Board meetings are open to all individuals actively involved in the HSCT and CT field and held two or more times per year. Meetings may include executive sessions restricted to Board members when consideration of membership applications, removal of officers or other issues where it is deemed that confidentiality of individuals and/or organizations must be protected or as otherwise in the best interests of the organization as determined by majority vote.

ARTICLE VI  
**Officers**

All officers must be representatives of voting members of the board. The organization shall indicate another representative and alternate. There shall be no more than two officers from the same Latin American country. All officers are voting members.

The Board elects the officers: a) President, b) Vice-President, and c) Secretary d) Treasurer, who, together with the President-elect and Past-President constitute the Executive Committee from among voting directors of the Board.

**Duties of the officers:** The duties of all officers and committees will be as specified in the house rules. The Executive Committee meets at least quarterly.

**President:** The President shall preside at all meetings of the Network and shall serve as chair of the Executive Committee, be an ex officio, non-voting member of all committees, and perform all other duties required by customary usage. Unless otherwise provided in the Bylaws, the President, with the approval of the Executive Committee shall appoint an individual from a voting society to fill interim vacancies on any standing committee or special committee. The order of succession to the Presidency, in case of need, is President- Elect or Past-President, Vice President, Secretary/Treasurer.

**President elect:** The President-Elect is a member of the Executive Committee. The President-Elect initiates such preparatory measures as are implied by this office, and shall also perform such other duties as may be assigned from time to time by the Executive Committee or the President.

**Vice-president:** The Vice President will perform the duties of the President in the absence or incapacity of the President, will become President if the office of the President becomes vacant, and will perform such other duties as may be assigned to him/her by the Executive Committee or President. If a vacancy should occur in the office of Vice President, the group will elect a Vice President at the next meeting in addition to the other Officers.

**Secretary:** The Secretary shall oversee the maintenance of a permanent record of the meetings and the transactions of the Executive Committee and the Network including any reports that may be required under applicable federal, state, or local law. If the office of Secretary becomes vacant, the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the unexpired term.

**Treasurer:** The Treasurer shall have oversight of the budget of the group, and under the direction of the Executive Committee, shall oversee the expenditures of the group. The Treasurer will make an annual report of the income and expenses and a detailed statement of the financial condition of the group. The Treasurer will oversee the development and presentation of the budgets of the group. The Treasurer shall also perform all other duties incident to the office of Treasurer.

**Term of Office:** The President serves a single two-year term as President. The President serves a one-year term as President-Elect before becoming President and a one-year term as Past-President upon completion of his/her term as President. Succession of the President-Elect to President shall be automatic. The Vice-President and Secretary/Treasurer may serve three consecutive terms of two years in each such office. All Officers are elected by the Board.

**Nominations and Election:** The Voting Societies will be asked to appoint suitable candidates for each vacant office and for Committee Chairs. Ballots will be distributed to all Board Members and the Executive Committee by electronic mail. One person will be elected to each office by vote of a plurality of those voting. Election results will be ratified by the Board at the next annual business meeting and posted on the website.

**Indemnification:** The Network shall to the extent legally permissible indemnify each of its Officers and Board Directors against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding, asserted or threatened while in office or thereafter, by reason of having been such a Officer with respect to any matters as to which he/she acted in good faith in the reasonable belief that the action was in the best interests of the Network. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any Officer may be entitled.

## ARTICLE VII

### **Executive Committee**

**Membership:** The Executive Committee shall consist of the President, who shall serve as chair, the Past-President, President-Elect, the Vice President, the Secretary, Treasurer and the standing Committee Chairs. Interim vacancies occurring on the Executive Committee shall be filled by individuals recommended by the President among the voting representatives and approved by the Executive Committee. The appointee shall serve until the next annual business meeting of the group. The president of an Executive Committee cannot serve simultaneously as a Board member.

**Functions:** The Executive Committee may act on behalf of the Board in between meetings of the Board and shall manage the affairs of the group and shall perform all such acts as are necessary to fulfill such functions or as are required or permitted by the Bylaws. The Executive Committee passes on questions of policy, receives reports of committees and approves or disapproves their recommendations, and provides advice and approval or disapproval to the President, Past-President/President-Elect in regard to committee and chair appointments. It is empowered to enter into contracts and authorize expenditures necessary for the group. The Committee may delegate its authority to enter into contracts and approve expenditures to the Officers or employees of the group subject to such guidelines as the Committee may adopt from time to time.

**Meetings:** The Executive Committee shall hold at least two regular meetings a year. The time and place for such meetings is to be determined by the President. Special meetings may be called at any time by the President or any two voting members of the Committee. Written notice of any meeting of the Executive Committee shall be E-mailed to each member of the Committee at least five days before the meeting. Three voting members of the Committee present shall constitute a quorum for the transaction of business. The act of a majority of the voting members of the Committee present at a meeting at which there is a quorum shall be the act of the Committee.

**Removal of Officers and Elected Committee Members:** The Board may institute consideration of removal of officers or committee members. If, after investigation, the Board determines that removal is justified, the Officer shall be notified and given the opportunity to appeal the decision. A two-thirds vote of the Board is required to remove the Officer or Chairs of the standing committees. Officers may be removed for whatever reasons the

Board deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the Network, conduct that reflects poorly on the Network and/or failure to comply with the Network's conflict of interest policy.

**Authority and Responsibility of the Officers:** The Officers may act in place and stead of the Executive Committee between Executive Committee meetings on all matters. Actions of the Officers shall be reported to the Executive Committee by mail, e-mail, or at the next Executive Committee meeting.

**Quorum – Call of Meetings:** A majority of the Officers shall constitute a quorum at any meeting of the Officers. The President shall call such meetings of the Officers as the business of the group may require.

## ARTICLE VIII

### Committees

The group shall have standing committees and special committees as necessary. The majority of the members of a committee present shall constitute a quorum for conducting the business of the committee. The Chair is appointed by the board to a 3-year term among voting representatives.

**Standing committees:** Standing committees serve on a continuing basis from year to year. Committee functions shall be determined by the Executive Committee and shall be outlined in an Executive Committee document. Standing committees shall recommend to the Executive Committee policies, programs, or actions in the areas of the committee's responsibility and implement those policies, programs, and actions approved by the Executive Committee. They generally shall have the power to accomplish the functions specified by the Executive Committee.

There shall be at least five committees:

- a) Committee for Transplant Center/Recipient Issues – that will be responsible for annual transplant activity survey
- b) Committee for Donor Issues
- c) Committee for Graft Processing Issues
- d) Committee for Accreditation
- e) Committee for Dissemination and Education– that will be responsible for an annual meeting that should be simultaneous to other national HSCT meeting

The Board may establish such additional standing committees and committee functions as are deemed necessary for the advancement of the Network or the field of hematology and may also dissolve standing committees as it deems appropriate.

The members of the standing committees, unless otherwise specified herein or by the Board, shall be appointed by the Board. Committee memberships shall be for a three-year term (unless otherwise specified herein) and members are limited to serving two consecutive terms. The members of the standing committees, unless otherwise specified herein or by the Board, may be removed by the President with the approval of the Board at any time.

The President, Past-President, President-Elect, and Vice President are ex officio, members of all standing committees.

The Board shall determine the number of members for each standing committee and the terms of membership (including extension of appointment). Information on committee membership shall be contained in an Executive Committee document.

The Chairs of standing committees, unless otherwise specified herein or by the Board, shall be appointed by the President among the voting members with the advice and approval of the Board to take office following the course of the annual meeting at which the President-Elect is installed as President. Chairs of the standing committees, unless otherwise specified herein or by the Board, may be removed by the President with the advice and approval of the Board under the same rules as removal of Officers.

**Special Committees:**

Special committees exist on a continuing or time limited basis as determined by the Board; in any event, membership on these committees is for a limited duration and the committees have a single, focused activity or set of activities. Special committees shall be established as necessary by the Board which shall outline their functions in an Executive Committee document. Special committees shall recommend actions in the areas of the committee's responsibilities. The Board may dissolve special committees as deemed appropriate.

The members and chairs of the special committees, unless otherwise specified herein or by the Board, shall be appointed by the Board to take office at a time designated by the Board. The number of members and the term of membership for each special committee shall be determined by the Board and such information shall be contained in a Board document.

**Removal of Committee Chairs and Members:** Members and chairs of committees may be removed by a two thirds majority vote of the Board. Any member may ask the Board to consider removal of a committee chair or member and the Board may initiate removal itself. Committee chairs and members may be removed for whatever reasons the Board deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the network and failure to comply with the group's conflict of interest policy.

**ARTICLE IX  
Meetings**

**Annual Meeting:** The group shall designate one of its business meetings each year as the annual, in person meeting. The meeting shall be held at times and places to be determined by the Executive Committee. The Board meets by teleconference on a quarterly basis.

**Special Meetings:** A special meeting of the Network may be held in any year on the call of the President at the request of the Board.

**Notice:** A written or printed notice of the business meetings shall be mailed to each member at least two months prior to such meetings. In the case of special meetings, at least thirty days notice of the meeting shall be mailed to every member, with an explanation of the purpose for which the meeting was called.

**Procedure:** The business meetings and other meetings of the Network shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the business meeting of the Network shall submit this business in writing to the Secretary/Treasurer at least two weeks prior to the meeting. Under usual circumstances, such business items will be reviewed by the Executive Committee or an appropriate committee before any action is taken by the Board at the business meeting. The Executive Committee shall have the final decision as to which items appear on the agenda. Any member wishing to bring new or old business before a business meeting of the Network that has not been placed on the agenda by the Executive Committee may do so under suspension of the rules. Rules of procedure may be suspended at any meeting by a vote of two-thirds of the voting members present. However, rules may not be suspended for consideration of new or old business unless the President is notified 48-hours prior to the beginning of the meeting that such a request is to be made and the membership is notified early in the meeting of the nature of the new or old business to be discussed under suspension of the rules if voted.

**ARTICLE X  
Amendments**

These Bylaws may be amended at any annual meeting of the members. Amendments to the Bylaws may be proposed in writing to the Executive Committee by four members, and must be submitted at least ninety days prior to the annual meeting. In addition, the Executive Committee may initiate proposed amendments to the Bylaws. The proposed amendments, together with the Executive Committee's recommendation, shall be mailed to each member of the Network at least thirty days before the annual meeting at which it is to be considered. To be adopted, an amendment must be approved by at least two thirds of the voting members present and voting at the annual meeting.

## **ARTICLE XI**

### **Termination of LABMT**

The corporation shall be without capital stock. No dividends shall be paid and no part of the income or net earnings of the corporation shall be distributed to or inure to the benefit of its members or Officers as such or any private individual. In the event of liquidation or dissolution of the corporation, no liquidating dividends or dividends in distribution of the property owned by the corporation shall be declared or paid to members or Officers of the corporation or any private individual, but, rather, such property shall be transferred to such charitable scientific or educational organizations, corporations or associations exempt of the Internal Revenue Code, as the members of the corporation shall determine or its legal administrators, after its dissolution, shall direct.

### **Summary**

**Board** - 1 representative and 1 alternate from each member society (1 vote per country)

- Meets three or more times/year
- Officers (elected by Board) President Vice-President Secretary/Treasurer Officers have conference calls monthly
- Ex-Officio (non-voting) Board Members are the four committee chairs Board
- Meetings are Open

**Officers** - Elected by the Board to a 2-year term;

- President
- Vice-President
- Secretary
- Treasurer

**Executive Committee** –Meets at least twice a year

- Officers
- Past-President
- President-Elect
- Committee Chairs

**Standing Committees** - Chair appointed by the Board to a 3-year term

- Committee for Transplant Center/Recipient Issues - responsible for annual transplant activity survey
- Committee for Donor Issues
- Committee for Graft Processing Issues
- Committee for Accreditation
- Committee for Dissemination and Education - responsible for an annual meeting that should be simultaneous to other national HSCT meeting