

1 BYLAWS OF THE
2 THE ACCREDITATION COMMITTEE - PERFUSION EDUCATION
3 (AC-PE)

4 Adopted 1990
5 Revised 1999
6 Revised 2004

7 ARTICLE 1

8 NAME

9 This corporation, a not-for-profit corporation under the laws of the state of Colorado shall be known
10 as "The Accreditation Committee - Perfusion Education" (AC-PE). As used in these bylaws, the
11 terms "cardiovascular perfusion technology" and "extracorporeal technology" are synonymous.
12 Professionals practicing this technology are known as perfusionists or extracorporeal circulation
13 technologists or cardiovascular perfusionists.

14
15 ARTICLE 2

16 PURPOSE

17 The purpose of the corporation is to review and evaluate educational programs in the field of
18 cardiovascular perfusion which apply for accreditation. The corporation shall recommend to the
19 Commission on Accreditation of Allied Health Education Programs an accreditation status based
20 upon its review and evaluation of each such program. The corporation shall also formulate, review,
21 and from time to time revise as appropriate, those educational standards used to evaluate programs
22 of cardiovascular perfusion.

23

1 ARTICLE 3

2 OFFICES

3 The corporation shall have and continuously maintain a registered office and a registered agent who
4 is identical with such registered office, and may have offices within or without the state of Colorado
5 as the Board of Directors may from time to time determine.

6
7 ARTICLE 4

8 BOARD OF DIRECTORS

9 SECTION 4.1 COMPOSITION AND NUMBER.

10 The sponsoring organizations of the Corporation are the American Academy of Cardiovascular
11 Perfusion, the American Association for Thoracic Surgery, the American Board of Cardiovascular
12 Perfusion, the Society of Cardiovascular Anesthesiologists, the American Society of Extracorporeal
13 Technology, the Perfusion Program Directors' Council, and the Society of Thoracic Surgeons. The
14 number of Directors shall be fourteen (14). Directors need not be residents of Colorado. Two
15 Directors will be appointed by each of the sponsoring organizations and shall serve three-year
16 renewable terms. All Directors must be natural persons eighteen (18) years of age or older. Any
17 additional qualifications for the Directors will be made solely at the discretion of the sponsoring
18 organizations appointing such Director.

19

20 SECTION 4.2. GENERAL POWERS.

21 The affairs of the corporation shall be managed by its Board of Directors. Service on the Board of
22 Directors of the AC-PE means service toward the goals and objectives of the organization in

1 maintaining and improving standards and quality of education in cardiovascular perfusion. When
2 acting as members of the Board of the AC-PE, each person undertakes to advance these causes and
3 the service of these causes. It is recognized that in all matters other than accreditation actions
4 members of the Board enjoy their responsibility and authority by virtue of appointment by such
5 sponsoring organization, whereas, in all matters dealing with accreditation actions members of the
6 Board of Directors act independently of the appointing organizations and owe their loyalty to the
7 AC-PE in order to preserve and create a constantly higher level of education in cardiovascular
8 perfusion.

9

10 SECTION 4.3. TENURE.

11 a. Term.

12 The term of office will be three years. There shall be no limit on the number of terms a
13 Director may serve.

14

15 b. Removal.

16 A director may be removed by unanimous vote of the remaining Directors then serving for
17 failure to perform required duties, or for such cause stated in a written notice to such
18 Director.

19

20 c. Resignation.

21 Any Director may resign by submitting written notice of such resignation to the Board of
22 Directors and to the organization or society appointing him/her to the Board of Directors.

1 Unless otherwise set forth in the notice, any resignation shall be effective upon submission
2 of the written notice to the corporation.

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4 d. Additional Directors.

5 If the Board of Directors deems it necessary and desirable that other societies or
6 organizations interested in the educational process of cardiovascular perfusion be
7 represented on the Board of Directors, these Bylaws may be amended to increase the number
8 of Directors and to authorize the appropriate society or organization to select and appoint
9 Directors.

10
11 SECTION 4.4. REGULAR MEETINGS.

12 A regular annual meeting of the Board of Directors shall be held without other notice than this
13 Bylaw, at such time and place, either within or without the state of Colorado, as the Board of
14 Directors shall designate. The first meeting of the calendar year of the Board of Directors shall be
15 considered the regular annual meeting of the Board. The Board of Directors may provide by
16 resolution the time and place, either within or without the state of Colorado, for the holding of
17 additional regular meetings of the Board of Directors without other notice than such resolution.

18
19 SECTION 4.5. SPECIAL MEETINGS.

20 a. Special meetings of the Board of Directors may be called by or at the request of the
21 Chairman or any three Directors. The person or persons authorized to call special meetings
22 of the Board may fix any place, either within or without the state of Colorado, as the place

1 for holding any special meeting of the Board called by them.

2

3 b. Notice of any special meeting of the Board of Directors shall be delivered at least five (5)
4 working days previously thereto by written notice delivered personally or sent by certified
5 "overnight" mail or by electronic notification to each Director at his/her address shown by
6 the records of the corporation. If mailed, such notice shall be deemed to be delivered when
7 deposited in the United States mail in a sealed "overnight" envelope so addressed, with
8 postage thereon prepaid. Any director may waive notice of any meeting. The attendance of
9 a Director at any meeting shall constitute a waiver of notice of such meeting, except where a
10 Director attends a meeting for the express purpose of objecting to the transaction of any
11 business because the meeting is not lawfully called or convened. Neither the business to be
12 transacted at, nor the purpose of, any regular or special meeting of the Board need be
13 specified in the notice or waiver of notice of such meeting, unless specifically required by
14 law or these Bylaws.

15

16 SECTION 4.6. QUORUM.

17 A simple majority of the members of the board of directors shall constitute a quorum for the
18 transaction of business at any meeting of the Board, provided, that if less than a majority of
19 Directors are present at said meeting, a majority of the Directors present may adjourn the meeting
20 from time to time without further notice.

1 SECTION 4.7. MANNER OF ACTING.

2 a. The act of a majority of the Directors then serving shall be necessary to constitute an act of
3 the Board of Directors, except where otherwise provided by the law or these Bylaws.

4

5 b. No member of the Board of Directors removed for cause will possess a vote on any actions
6 of the Board of Directors.

7

8 SECTION 4.8. ACTION WITHOUT A MEETING.

9 Any action which is required by law or the Articles of Incorporation of the corporation or these
10 Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at
11 a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting
12 forth the action taken, shall be signed by all of the Directors entitled to vote with respect to the
13 subject matter thereof. Any such consent signed by all of the Directors shall have the same force
14 and effect as an unanimous vote at a duly called meeting of the Board of Directors.

15

16 SECTION 4.9. MEETING BY CONFERENCE CALL.

17 Any action which is required by law or the Articles of Incorporation of the corporation or these
18 Bylaws to be taken at a meeting of the Board of Directors may be taken through the use of a
19 conference telephone or other communications equipment by means of which all persons
20 participating in the meeting can communicate with each other. Participation in such a meeting shall
21 constitute attendance and presence in person at the meeting of the persons so participating.

22

1 SECTION 4.10. VACANCIES.

2 A vacancy on the Board of Directors, caused by resignation, death, removal or other reason other
3 than expiration of the term of the Director, shall be filled by the organization which has appointed
4 the predecessor member. Selection and appointment shall be made for the unexpired term of said
5 vacancy.

6

7 SECTION 4.11. COMPENSATION.

8 All Directors of the corporation shall serve without pay, but may be reimbursed by the corporation
9 for expenses of attendance at official meetings of the Board of Directors. They may also, by vote of
10 the Board of Directors, be reimbursed by the corporation for other authorized expenses in
11 connection with the business of the corporation.

12

13 ARTICLE 5

14 OFFICERS

15 SECTION 5.1. OFFICERS.

16 The officers of the corporation shall be a Chairman, a Secretary/Treasurer, and other such officers as
17 may be elected in accordance with the provisions of the Article. The Board of Directors may elect
18 or appoint such other officers as it shall deem desirable, such officers to have the authority to
19 perform the duties prescribed, from time to time, by the Board of Directors. No person may hold
20 more than one office. All officers must be chosen from the Board of Directors, and only persons
21 serving as Directors shall be eligible to hold such offices.

22

1 SECTION 5.2. ELECTION AND TERM OF OFFICE.

2 The officers of the corporation shall be elected annually by the Board of Directors at the regular
3 annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled
4 at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall
5 have been duly elected and shall have qualified.

6

7 SECTION 5.3. REMOVAL.

8 An officer or agent elected or appointed by the Board of Directors may be removed by the Board of
9 Directors whenever in its judgment the best interests of the corporation would be served thereby, but
10 such removal shall be without prejudice to the contract rights, if any, of the person so removed.
11 Removal shall be by two-thirds vote of the Directors then serving.

12

13 SECTION 5.4. VACANCIES.

14 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may
15 be filled by the Board of Directors for the unexpired portion of the term.

16

17 SECTION 5.5. CHAIRMAN.

18 The Chairman shall preside at the meetings of the Board of Directors. The Chairman shall be
19 empowered to sign with the Executive Director, Secretary/Treasurer. or any other office or agent
20 designated by the Board of Directors, any debts, mortgages, bonds, contracts, or any other
21 instruments which the Board of Directors has authorized to be executed, and in general, shall
22 perform all duties incident to the office of Chairman.

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2 SECTION 5.6. VICE CHAIRMAN.

3 The Vice-Chairman, if so elected by the Board of Directors, shall in the absence of the Chairman, or
4 in the event of the Chairman's inability or refusal to act, perform the duties of the Chairman.

5

6 SECTION 5.7. SECRETARY/TREASURER.

7 The Secretary/Treasurer shall keep accurate minutes and records of meetings of the Board of
8 Directors and its activities and shall act as custodian of the corporate seal and records.

9 The Secretary/Treasurer shall also be the custodian of the corporations' funds and financial records
10 and shall cause such audits and financial reports to be compiled as deemed advisable by the Board of
11 Directors. Copies of such audits shall be mailed to each Director.

12

13 ARTICLE 6

13

14 EXECUTIVE DIRECTOR

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15 The Board of Directors may appoint an Executive Director. The Executive Director shall be a direct
16 employee or an employee of a management firm selected by the Board of Directors. The Executive
17 Director serves at the pleasure of the Board of Directors and can be removed by two-thirds vote of
18 the Board of Directors serving if the Executive Director is an employee of the AC-PE. Contractual
19 agreements made to the Executive Director shall be voided if removal is for criminal activity of the
20 Executive Director. Subject to approval, and upon the instructions of the Board of Directors, the
21 Executive Director shall act as administrative officer for the corporation. The duties and authorities
22 of the Executive Director shall be defined by the Board of Directors.

1 ARTICLE 7

2 COMMITTEES

3 The Board of Directors shall appoint such committees, as it deems advisable to study and report
4 recommendations to the Board of Directors. Duties, powers and other terms and procedures relative
5 to committees shall be defined by the Board and shall be consistent with the Articles of
6 Incorporation and the Bylaws.

7
8 ARTICLE 8

9 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

10 SECTION 8.1. CONTRACTS.

11 The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in
12 addition to the officers so authorized by these Bylaws, to enter into any contract or execute and
13 deliver any instrument in the name of and on the behalf of the corporation and such authority may be
14 general or confined to specific instances.

15
16 SECTION 8.2. CHECKS, DRAFTS, ETC.

17 All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness
18 issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of
19 the corporation in such a manner as shall be determined by resolution of the Board of Directors. In
20 the absence of such determination by the Board of Directors, such instruments shall be signed by the
21 Secretary/Treasurer and countersigned by the Chairman or any Vice Chairman of the corporation.

22 SECTION 8.3. DEPOSITS.

1 All funds of the corporation shall be deposited from time to time to the credit of the corporation in
2 such banks; trust companies or other depositories as the Board of Directors may select.

3

4 SECTION 8.4. GIFTS.

5 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or
6 device for the general purposes or any special purpose of the corporation.

7

8 SECTION 8.5. BONDING.

9 Trust or surety bonds may be furnished for the Officers, Directors, or employees of the Corporation
10 as directed by and in an amount determined by the Board of Directors at the expense of the
11 corporation.

12

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ARTICLE 9

14

BOOKS AND RECORDS

15 The corporation shall keep correct and complete books and records of account and shall also keep
16 minutes of the proceedings of its members, Board of Directors and committees having any of the
17 authority of the Board of Directors, and shall keep at the registered or principal office a record
18 giving names and addresses of the Directors entitled to vote. All books and records of the
19 corporation may be inspected by any Director, or his/her agent or attorney for any proper purpose at
20 any reasonable time.

21

22

ARTICLE 10

1 FISCAL YEAR

2 The fiscal year of the corporation shall begin on the first day of January and end on the last day of
3 December in each year.

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5 ARTICLE 11

6 WAIVER OF NOTICE

7 Whenever any notice whatever is required to be given under the provisions of the Colorado Revised
8 Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of
9 the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice,
10 whether before or after the time stated therein, shall be deemed equivalent to the giving of such
11 notice.

12
13 ARTICLE 12

14 REGISTRATION

15 The Board of Directors may prescribe rules and regulations for the registration of educational
16 programs in cardiovascular perfusion technology, as it deems appropriate and prescribe and accept a
17 fee for such registration.

1 ARTICLE 13

2 CONFLICT OF INTEREST

3 No Director shall be involved in any action or decision of the Board of Directors related to any
4 cardiovascular perfusion technology education program with which the director is personally or
5 professionally associated. All directors shall act separate and independent from their sponsoring
6 organizations when taking any actions or decisions related to any education programs. If a conflict
7 of interest in a program under consideration is questioned by any Director, upon a majority vote of
8 the remaining Directors, the Director in question shall be prohibited from any action, discussion or
9 decision on said program.

10
11 ARTICLE 14

12 INDEMNIFICATION

13 SECTION 14.1 The corporation shall indemnify any person who was or is a party, or is
14 threatened to be made a party to any threatened, pending or completed action, suit or proceeding,
15 whether civil, criminal, administrative or investigative (other than an action by or in the right of the
16 corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of
17 the corporation, or who is or was serving at the request of the of the corporation as a Director,
18 officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,
19 against expenses (including attorney's fees), judgments, fines and amounts paid in settlement
20 actually or reasonably incurred by such person in connection with such action, suit or proceeding, if
21 such person acted in good faith and in a manner he or she believed to be in, or not opposed to, the
22 best interests of the corporation, and with respect to any criminal action or proceeding, had no

1 reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or
2 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its
3 equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a
4 manner which he or she reasonably believed to be in or not opposed to the best interests of the
5 corporation, or with respect to any criminal action or proceeding, that the person had reasonable
6 cause to believe that his or her conduct was unlawful.

7

8 SECTION 14.2 The corporation may indemnify any person who was or is a party, or is
9 threatened to be made a party to any threatened, pending or completed action or suit by or in the
10 right of the corporation to procure a judgment in its favor by reason of the fact that such a person is
11 or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of
12 the corporation as a Director, officer, employee or agent of another corporation, partnership, joint
13 venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably
14 incurred by such person in connection with the defense or settlement of such action or suit, if such
15 person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to,
16 the best interests of the corporation, provided that no indemnification shall be made in respect of any
17 claim, issue or matter as to which such a person shall have been adjudged to be liable for negligence
18 or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent
19 that the court in which such action or suit was brought shall determine upon application that, despite
20 the adjudication of liability, but in view of all the circumstances of the cases, such person is fairly
21 and reasonably entitled to indemnity for such expenses as the court shall deem proper.

22 SECTION 14.3 To the extent that a Director, officer, employee or agent of the corporation

1 has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding
2 referred to in sections 14.1 and 14.2, or in defense of any claim, issue or matter therein, such person
3 shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by
4 such person in connection therewith.

5

6 SECTION 14.4 Any indemnification under sections 14.1 and 14.2 (unless ordered by a court)
7 shall be made by the corporation only as authorized in the specific case, upon a determination that
8 indemnification of the Director, officer, employee or agent is proper in the circumstances because he
9 or she has met the applicable standard of conduct set forth in sections 14.1 or 14.2. Such
10 determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting
11 of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not
12 obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent
13 legal counsel in a written opinion.

14

15 SECTION 14.5 Expenses incurred in defending a civil or criminal action, suit or proceeding
16 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding,
17 as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on
18 behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be
19 determined that he or she is entitled to be indemnified by the corporation as authorized in this
20 Article.

21

22 SECTION 14.6 The indemnification provided by this Article shall not be deemed exclusive

1 of other rights to which those seeking indemnification may be entitled under any agreement, vote of
2 disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action
3 in another capacity while holding such office, and shall continue as to a person who has ceased to be
4 a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and
5 administrators of such a person.

6

7 SECTION 14.7 The corporation may purchase and maintain insurance on behalf of any
8 person who is or was a Director, officer, employee or agent of the corporation, or who is or was
9 serving at the request of the corporation as a Director, officer, employee or agent of another
10 corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against
11 such person and incurred by such person in any such capacity, or arising out of his or her status as
12 such, whether or not the corporation would have the power to indemnify such person against such
13 liability under the provisions of this Article.

14

15 SECTION 14.8 For purposes of this section, references to "the corporation" shall include, in
16 addition to the surviving corporation, any merging corporation (including any corporation having
17 merged with a merging corporation) absorbed in a merger which, if its separate existence had
18 continued, would have had the power and authority to indemnify its Directors, officers, employees
19 or agents so that any person who was a Director, officer, employee or agent of such merging
20 corporation, or was serving at the request of such merging corporation as a Director, officer,
21 employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall
22 stand in the same position under the provisions of this Article with respect to the surviving

1 corporation as such person would have with respect to such merging corporation if its separate
2 existence had continued.

3

4 SECTION 14.9 For purposes of this Article, reference to "other enterprises" shall include
5 employee benefit plans; references to "fines" shall include any excise taxes assessed on a person
6 with respect to an employee benefit plan; and references to "serving at the request of the
7 corporation" shall include any service as a Director, officer, employee or agent of the corporation
8 imposes duties on, or involves services by such Director, officer, employee or agent with respect to
9 an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in
10 a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries
11 of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best
12 interests of the corporation" as referred to in this Article.

13

14

ARTICLE 15

15

RESPONSIBILITY OF ACTS, OMISSIONS, AND LIABILITIES

16 Neither the Commission on Accreditation of Allied Health Education Programs (CAAHEP) nor any
17 other societies or organizations that may become qualified and authorized to select and appoint
18 Directors to the Board of Directors, shall in any manner or thing whatever be held or deemed
19 responsible or liable for any act, omission, or liability of the corporation, its Board or individual
20 Directors, officers or any of them.

21

22

ARTICLE 16

1 PARLIAMENTARY AUTHORITY

2 The proceedings of the corporation, unless otherwise stated in these Bylaws, shall be conducted in
3 accordance with Robert's Rules of Order, newly revised.

4
5 ARTICLE 17

6 DISSOLUTION

7 Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision
8 for the payment of all its liabilities, dispose of all its assets exclusively for the purposes of the
9 corporation, in such manner and to such organization or organizations organized and operated
10 exclusively for charitable, educational and/or scientific purposes as shall at the time qualify as an
11 exempt organization or organizations under section 501 (c)(3) of the Code as the Board of Directors
12 shall determine. Any such assets not so disposed of shall be dispersed of by the court of general
13 jurisdiction of the county in which the principal office of the corporation is then located, exclusively
14 for such purposes or to such organization or organizations, as the said court shall determine, which
15 are organized and operated exclusively for such purposes.

16
17 ARTICLE 18

18 AMENDMENTS TO BYLAWS

19 Amendments to the Bylaws of this corporation shall be submitted to the Board of Directors and may
20 be adopted by a two-thirds vote of the Directors then serving, at any regular meeting or at any
21 special meeting, provided that at least 30 days written notice is given of intention to amend the
22 Bylaws at such meeting.