

Article 1: General

SECTION 1. The American Society of Transplant Surgeons (henceforth known as the Society) shall be incorporated in the State of Oregon as a nonprofit scientific corporation. The powers of the corporation and of its directors and members and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to the provisions set forth in the articles of Incorporation and by these Bylaws.

SECTION 2. The Council (Article III) may adopt a seal and/or logo for the Society in such form as it deems appropriate.

Article 2: Purposes

SECTION 1. The Society shall promote and encourage education and research with respect to organ and tissue transplantation so as to facilitate progress in the saving of lives and/or enhancing the quality of lives of patients afflicted with end stage organ failure.

SECTION 2. The Society shall collaborate with existing public and private organizations to promote and encourage education and research in Transplantation and will participate and assist in the coordination of efforts or formulation of programs by all surgeons, physicians, scientists, agencies and health personnel which will provide maximal efficiency and optimal benefit to recipients of transplants.

SECTION 3. The Society will receive, use, hold and apply funds, gifts, bequests and endowments or the proceeds thereof to any of the purposes described herein.

SECTION 4. Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Council shall determine.

Article 3: Board of Directors (Council)

SECTION 1. The business and property of the Society shall be conducted by a Board of Directors who shall be designated the Council of the Society.

SECTION 2. The Council shall consist of nine Councilors-at-Large, President, President-Elect, two most recent Past Presidents, Secretary and Treasurer, as these offices are defined in Article V of these Bylaws.

SECTION 3. Councilors-at-Large shall serve without compensation and shall be elected as described below.

SECTION 4. The officers of the Society shall hold the same office within the Council and shall have been elected to office as described in Article V of these Bylaws.

SECTION 5. Councilors-at-Large must be active regular members in good standing at the time of their nomination, election and during their term of office.

SECTION 6. Councilors-at-Large, other than the initial councilors, shall serve for three years and until their successors are elected and qualified.

SECTION 7. Councilors-at-Large shall be divided into three classes of three each with the terms of the classes staggered at one year intervals. At the first annual meeting of the Membership of the Society following adoption of these Bylaws, one Councilor-at-Large will have their current term extended by one year. One Councilor-at-Large will be elected to serve a two year term. Three Councilors-at-Large will be elected to serve a three year term. At all subsequent meetings 3 Councilors-at-Large will be elected for a three year term.

SECTION 8. Councilors-at-Large may not succeed themselves without interruption unless they have served less than the three year term. Under no circumstances may they serve uninterruptedly for six years.

SECTION 9. Vacancies in the Council which may occur for any reason shall be filled by a successor appointed by a majority of the Council. Such an appointee shall serve until the next regular meeting of the Membership when a successor shall be elected to fill such office for any remaining term which may exist.

SECTION 10. Special meetings of the Council may be held at any time or place upon the call of the President or of any three Council members. Regular meetings shall be held annually immediately preceding the annual meeting of the Society. Notice of meetings shall be given by mail or electronically to each Councilor not less than seven days before such meetings. Meetings may be held at anytime and place without notice if all Councilors are present or if those not present shall, in writing, before or after the meeting waive notice thereof. Councilors may waive notice by attendance in person or

telephonically at a meeting.

SECTION 11. A majority of the Council shall constitute a quorum for the transaction of business. Presence at a meeting may be in person or telephonically.

SECTION 12. An action required or permitted to be taken at any meeting of the Council or of any committee thereof, may be taken without a meeting if a majority of the members of the Council or committee consent thereto in writing or by conference telephone call confirmed by written minutes submitted to the Society's Secretary, following written notice of the proposed action to all members of the Council or committee. All written consents and any dissenting views shall be filed with the minutes of the Council or committee as the case may be.

SECTION 13. The ASTS Executive Committee consists of six officers which are the current ASTS President, President Elect, Secretary, Treasurer, Immediate Past President and Past President. The Executive Committee may take action on behalf of the Council between Council meetings. Such action will be confirmed by written minutes submitted to the Society's Secretary and affirmed by the council at its next meeting.

Article 4: Membership

SECTION 1. The Membership of the Society shall consist of those individuals who were on the membership roll of the Society at the conclusion of its first meeting on May 23, 1975. They will be designated, Charter Members. All future members must be elected to membership as prescribed below.

SECTION 2. There shall be five categories of membership: Regular Members, Senior Members, Honorary Members, Associate Members, and Trainee Members.

SECTION 3. Regular Membership: Regular membership shall be limited to surgeons, physicians and scientists who are actively engaged in transplantation. Surgeons shall be certified by American Boards and have completed transplantation training in a program approved by the Society or, if recommended by the Membership and Workforce Committee, membership shall be granted for equivalent experience. Physicians shall have American Board Certification, or if recommended by Membership and Workforce Committee, membership shall be granted for equivalent experience. Physicians shall have current active involvement as a staff member of a clinical transplant team. Non-physician scientists shall hold a doctoral degree (PhD, PharmD or DVM) and have demonstrated a committed interest in transplantation.

SECTION 4. Senior Members will not serve as Officers or on Committees of the Society but will participate in all other functions of the Society. Senior Members will be those who submit a request in writing to the Membership and Workforce Committee to become Senior Members. Senior Members may attend annual meetings, may have a vote, and will have a reduction in dues as determined by the Membership and Workforce Committee.

SECTION 5. Honorary Membership will be awarded to a person for a significant discovery or contribution of a focused body of work in the area of transplantation, immunobiology, or experimental and/or clinical transplantation. Recipients of Honorary Membership should not, but may, be members of the American Society of Transplant Surgeons. Only members of the American Society of Transplant Surgeons may nominate one or more individuals for Honorary Membership with two additional member endorsers. The letter of nomination should explain in detail how the individual qualifies for this distinction. In addition, a curriculum vitae and reprints of the nominee's three most important references should be included. Unanimous approval by the Membership and Workforce Committee and Council of the American Society of Transplant Surgeons is required for the candidate, as is a two-thirds vote of acceptance by the membership present at the annual meeting. No more than one Honorary Member per year shall be elected and the Honorary Member should be presented at the next American Society of Transplant Surgeons Annual Meeting to be officially elected. Honorary Members will not have the privilege of voting or holding office.

SECTION 6. Associate members shall include transplant administrators, advanced transplant providers and other allied health professionals directly involved in the care of transplant patients. Associate members must be sponsored by an Associate, Regular, or Senior member of the ASTS. An associate member may participate as a liaison on each ASTS committee and may have liaison representation on the ASTS Council. An Associate member will have voting privileges.

SECTION 7. Trainee members shall include transplant fellows, medical students, residents, master's and doctoral students and post-doctoral fellows with an interest in transplantation. Trainee membership shall be gained by submission of a membership application. A Trainee member may participate as a liaison on each ASTS committee and on the ASTS Council. A Trainee member will not have voting privileges. Transplant fellows will be transitioned to Regular Membership after satisfactory completion of their fellowship. Doctoral and post-doctoral fellows may be transitioned upon recommendation of the Membership and Workforce Committee.

SECTION 8. Regular members shall be eligible to hold office in the Society and may vote for election of officers and on all matters brought before the general membership. Regular membership shall be gained by submission of a membership application and sponsorship by one Regular and/or Senior member of the Society with approval of the Membership and Workforce Committee except for those transitioning from trainee membership.

SECTION 9. Regular and Associate membership applications shall be reviewed by a standing committee as described in Article VI.

SECTION 10. Any membership can be terminated by the Council for conduct which in the sole judgment of the Council is injurious to the interests and welfare of the Society. Such termination shall require a two-thirds vote of the Ethics Committee, a two-thirds vote of the Membership Committee, and a two-thirds vote of the Council, after the member in question is afforded an opportunity to appear before the Ethics Committee, the Membership Committee and the Council and appeal for continuance of membership.

SECTION 11. An annual meeting of the members of the Society shall be held at an hour and place to be fixed by the Council. Written notice of the meeting shall be sent to all members of the Society not less than 30 days before the meeting. This meeting shall be conducted according to Roberts Rules of Order. At the annual meeting of the members all business as may properly come before the meeting shall be transacted by the membership. The agenda for the annual meeting shall be drawn up by the Council.

SECTION 12. Members may not vote by proxy.

SECTION 13. At any meeting of the members, properly called and noticed as required herein the number of persons appearing for said meeting shall constitute the quorum necessary for the transaction of the business of the meeting. Affirmation action of the membership on all matters shall consist of a majority of the members present voting in favor.

Article 5: Officers

SECTION 1. The elected officers of the Society shall consist of a President, a President-Elect, a Secretary and Treasurer, all of whom must be active regular members in good standing at the time of their election and during the terms of their offices. They shall be elected by a simple majority vote of the eligible voting membership as prescribed in the

ASTS policies and procedures for Officer and Councilor Nominations and Elections.

SECTION 2. All officers shall serve without compensation.

SECTION 3. The President shall be chief executive officer of the Society and will serve for only one year. Subject to the directions of the Council, s/he shall have and exercise direct charge of and general supervision over the business and affairs of the Society and shall perform all duties incident to the office of a president of a corporation, and such other duties as from time to time may be assigned by the Council. The first President of the Society shall be Dr. T. Starzl.

SECTION 4. The President-Elect shall succeed to the office of President upon completion by the President of the term in office or upon any earlier vacancy in the office of the President. The first President-Elect shall be Dr. F. Belzer.

SECTION 5. The Secretary shall be responsible for keeping the minutes of all meetings of the Council and of the membership of the Society and shall serve for three years; and shall see that all notices are duly given in accordance with the provisions of the law and these Bylaws; and shall oversee the keeping the membership records of the Society and be custodian of all contracts, assignments, and other legal documents and records. In general, the Secretary shall be responsible for all duties incident to the office of a Secretary of a corporation.

SECTION 6. The Treasurer shall also have charge of and be responsible for all funds, securities, receipts, and authorized disbursements of the Society and shall deposit, or cause to be deposited, in the name of the Society, all money or other valuable effects in such banks, or other depositories as shall from time to time be selected by the Council. The Treasurer shall serve for three years and shall render to the President and to the Council, whenever requested, an account of the financial condition of the Society; and shall in any event report annually to the Council and membership and shall submit financial statements certified by any group of individuals chosen by the Council. In general, the Treasurer shall perform all the duties incident to the office of a Treasurer of a corporation.

SECTION 7. An audit of the Society's financial status shall be performed by an independent professional auditor yearly and the results of this audit reported to the membership at the annual meeting.

SECTION 8. The Historian shall be appointed by the President with the advice and approval of the Council for a term of four years, and subject to re-appointment by the

President every four years. The Historian will be a non-voting member of the Council. The Historian will also act as an Archivist and maintain all documents and memorabilia associated with the establishment and function of the American Society of Transplant Surgeons on a continuing basis. The Historian will provide the council with an annual report of the proceedings of the Society in a narrative form with emphasis on historical highlights, including personal, social, and scientific events. The Historian will be directly responsible to the President in his/her functions.

SECTION 9. The Society shall be administered and managed by an Executive Director selected by and directly responsible to the Council. He/She shall be a non-elected, non-voting officer of the Society. The Executive Director shall perform such duties as may be specified by the Council and outlined in the employment contract.

SECTION 10. The Society shall indemnify the officers, directors, committee members and staff for acts undertaken within the scope of their authority in order to protect against personal liability.

Article 6: Committees

SECTION 1. Committees may be designated by the Council, by resolution, to function on behalf of the Council in a manner provided in the aforementioned resolution or resolutions or as prescribed in these Bylaws. Committees constituted by any other means shall not be recognized as representing the Society.

SECTION 2. Each committee shall have a chair and co-chair named by the President of the Society who will make appointments to committees except when committee composition is prescribed by these Bylaws. Committee members will serve for three years and appointments shall be staggered to allow for ongoing rotation of committee members.

SECTION 3. A written report of key committee recommendations shall be submitted to the Council for approval during convened council and committee chair meetings.

SECTION 4. There shall be a Membership and Workforce Committee consisting of 12 members, each to serve three years.

SECTION 5. There shall be a Nominating Committee consisting of the President, President-Elect, two most recent Past Presidents, and the six most senior Councilors-at-Large. Each committee member must adhere to an expanded conflict of interest policy

that precludes a voting member of the committee from casting a vote for him/her self and/or casting a vote for/against a candidate from the same institution. The committee will review the nominations from the general membership and put forward a ballot to eligible voting members that contains six candidates for the three councilor positions and three names for the secretary or treasurer position. Upon successfully completing his/her term, the secretary or treasurer will be considered the primary candidate for the president-elect position and the single candidate on the ballot. On the year when no secretary or treasurer is to be elected, a competitive ballot with three names for the president-elect position will be put forward to the membership.

SECTION 6. There shall be a Committee on Bylaws consisting of nine members, each to serve three years.

SECTION 7: There shall be a Finance Committee consisting of the Treasurer and up to 5 additional members.