



ORG-100
AMERICAN SOCIETY OF TRANSPLANTATION BYLAWS

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ARTICLE I - GENERAL

SECTION 1. The name of this corporation shall be The American Society of Transplantation (henceforth known as the Society).

SECTION 2. The powers of the Society and of its Councilors (as defined herein) and Members (as defined herein) and all matters concerning the conduct and regulation of the affairs of the Society shall be subject to the provisions set forth in the Articles of Incorporation and in these Bylaws.

ARTICLE II - PURPOSES

SECTION 1. The purposes of the Society shall be:

To promote and encourage education and research with respect to the science and clinical practice of organ and tissue transplantation and immunology.

To provide a forum for the exchange of scientific information related to the science and clinical practice of organ and tissue transplantation and immunology.

To provide for physicians, surgeons, scientists and other allied health professionals interested in the science and clinical practice of organ/tissue transplantation and immunology, an effective, unified and authoritative voice in dealing with other governmental, medical, professional and private agencies and organizations.

To advocate for the field of transplantation and patients and to enhance patient care.

SECTION 2. The Society shall collaborate with existing public and private organizations to promote and encourage education and research in the science and clinical practice of organ and tissue transplantation and assist in the coordination of efforts or the formulation of programs by physicians, surgeons, scientists, and transplant professionals which will provide maximal efficiency and optimal benefit to recipients of tissue or organ 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. If the Society should be dissolved, the Council shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of the assets of the Society exclusively for the purposes of the Society, or contribute them to such organization or organizations organized and operated exclusively for charitable, educational 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).

SECTION 5. No activities may be conducted by the Society, its officers or Members, which are not permitted to be carried on:

by a corporation exempt from Federal income tax under Section (501) (c) (3) of the Internal Revenue Code of 1954 (or successor regulation), or

by a corporation, contributions to which are deductible under Section (170) (c) (2) of the Internal Revenue Code of 1954 (or successor regulation), or

by a corporation incorporated pursuant to the provision of the Non-Profit Corporation Law of the State of Iowa.

ARTICLE III - MEMBERSHIP

SECTION 1. There shall be five categories of membership: Full Members, Trainee Members, International Members, Emeritus Members, and Honorary Members (collectively, the "Members"). All persons who apply for Full, International, or Trainee membership and who are found to possess all necessary credentials and qualifications shall be granted such membership in a timely manner, effective upon notice to such person.

SECTION 2. Full membership shall be available to any individual residing within the United States, Canada, or Mexico who is actively engaged in the science and clinical practice of organ and tissue transplantation. Physicians and surgeons who are Full Members shall have primary Board certification by one of the American Boards or their international equivalents.

SECTION 3. Subject to Article VIII of these Bylaws and the Society's conflict of interest policy which may be adopted and amended by the Council from time to time, Full Members who are current in their dues shall be eligible to hold office on the Council, serve on committees and vote on all matters brought before the general membership.

SECTION 4. International Members shall have the same qualifications as Full Members except that International Members shall be residents of countries other than the United States, Canada and Mexico. An International Member who is current in their dues shall have the privileges of voting and may serve on committees and hold office on the Council as a Councilor-at-Large.

SECTION 5. Full or International Members who have attained the age of 65 years and retired from practice in the field of transplantation medicine or immunology may request by letter to the Secretary to be advanced to Emeritus membership. Emeritus Members shall not have the right to vote or hold office on the Council but may serve on committees. Emeritus Members shall be exempt from payment of annual membership dues.

SECTION 6. Honorary Members shall be individuals with a distinguished record in transplantation irrespective of professional discipline. It is anticipated that relatively few individuals will qualify for Honorary membership. Nominees for Honorary membership must be approved by a two-thirds vote of the Council. Honorary Members shall not have the right to vote or hold office on the Council and shall be exempt from payment of annual membership dues.

SECTION 7. Trainee membership shall be limited to individuals who are enrolled in predoctoral or postdoctoral training programs relevant to the science and clinical practice of organ and tissue transplantation and individuals who have completed their training but have not yet qualified for Full or International membership. Each applicant for Trainee membership shall submit a membership application, along with a letter from such individual's Program Director, if still in training, confirming the candidate's status as a trainee, the nature of the training program and estimated year of completion. No individual may remain in this category for more than eight years without further written documentation of their ongoing trainee status. Trainee Members who have paid their membership dues shall have the privilege of voting and may serve on committees but may not hold office on the Council

SECTION 8. Any membership can be terminated by the Council for conduct, which in the sole judgment of the Council is injurious to the interests or welfare of the Society, including failure to pay dues. Prior to terminating any Member's membership, such Member shall be given written notice (by first class or certified mail) of the proposed termination and the reason therefor at least fifteen days prior to the effective date of the expulsion. Such Member shall be afforded an opportunity to be heard, orally or in writing, by the Council at least five days before the effective date of the termination.

SECTION 9. 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 pursuant to Article XIII of these bylaws to all Members of the Society not more than sixty nor less than thirty days before the meeting. At the annual meeting of the Members, the President-Elect, Secretary, Treasurer, and Councilors-at-Large (see Articles IV and V) of the Society shall be elected as set forth in Articles IV and V of these bylaws, and such other business as may properly come before the meeting shall be transacted. The agenda for annual meetings shall be determined by the Council.

SECTION 10. For any matter requiring the approval of the Members, the number of Members voting on such matter (whether such Members vote (i) in person at a meeting or (ii) in writing) shall constitute a quorum necessary for transaction of the business of such matter, provided that such number of Full Members, International Members, and Trainee Members (collectively, the "Voting Members") voting on such matter constitutes not less than 1% of the total number of Voting Members of the Society. Candidates nominated to office shall be elected by a plurality of the Voting Members voting. Amendment of these bylaws shall require a two-thirds majority of Voting Members voting as set forth in Article XI of these bylaws. Except as otherwise set forth in these bylaws, action of the membership on all other matters shall require a simple majority of the Voting Members voting.

ARTICLE IV - BOARD OF DIRECTORS (COUNCIL)

SECTION 1. The business and property of the Society shall be managed by a Board of Directors who shall be designated the Council of the Society (the "Council", and each director, a "Councilor").

SECTION 2. The Council shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer of the Society (each as defined in Article V of these bylaws, and collectively, the "Executive Committee") together with nine Councilors-at-Large. The Executive Committee and Councilors-at-Large shall serve without compensation.

SECTION 3. The President, President-Elect, Immediate Past President, Secretary, and Treasurer of the Society shall hold their same respective offices within the Council. They shall be elected to office as described in Article V of these bylaws.

SECTION 4. Councilors-at-Large must be active Members in good standing at the time of their nomination and election and during their term of office.

SECTION 5. Councilors-at-Large shall serve for three year terms and until their successors are elected. The terms of the nine Councilors-at-Large shall be staggered to end at one year intervals, with three Councilors-at-Large elected per year.

SECTION 6. Vacancies amongst the Councilors-at-Large which may occur for any reason shall be filled by a successor appointed by a majority of the Council. Such an appointee shall serve for the remainder of the unexpired term.

SECTION 7. Councilors-at-Large may not succeed themselves without interruption unless they have served less than a full three year term. Under no circumstances may they serve uninterruptedly for six years.

SECTION 8. Regular meetings of the Council shall be held annually during the annual meeting of the Society. Special meetings of the Council may be held at any time or place upon the call of the President or of any three Councilors. Notice of meetings shall be given and must be delivered to each Councilor pursuant to Article XIII of these bylaws not less than fourteen days before such meeting. Meetings may be held at any time or place and without notice if all Councilors are present, or if those not present waive notice thereof in writing, either before or after the meeting. Written notice may be transmitted electronically pursuant to Article XIV of these bylaws.

SECTION 9. A majority of the Council shall constitute a quorum for the transaction of business. Except as set forth in Article IV, Section 10 of these bylaws, actions requiring a vote of the Council shall be approved upon a majority vote of such quorum of the Council.

SECTION 10. An action required or permitted to be taken at any meeting of the Council or of any Committee thereof (See Article VI) may be taken without a meeting if, following written notice of the proposed action to all members of the Council or Committee, each member of the Council or Committee consent thereto in writing. All written consents shall be filed with the minutes of the Council or Committee, as the case may be.

ARTICLE V - OFFICERS

SECTION 1. The officers of the Society shall include the President, President-Elect, Immediate Past President, Secretary, and Treasurer, all of whom must be Full Members in good standing at the time of their election and during the terms of their offices. They shall be elected by the general membership as prescribed by these bylaws. The President, President-Elect, Immediate Past President, Secretary, and Treasurer shall comprise the Executive Committee and shall be responsible for general supervision of the Society's daily business affairs.

SECTION 2. The President shall be chief executive officer of the Society. Subject to the direction of the Council, he or she 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 he or she may be assigned by the Council.

SECTION 3. The President-Elect shall succeed to the office of President upon completion by the President of his or her term in office, or upon any earlier vacancy in the office of the President. In

the absence of the President, the President-Elect shall preside at meetings of the Council or membership, and shall perform all the duties incident to the office of first or executive vice-president of a corporation.

SECTION 4. The Immediate Past President shall serve as an advisor and consultant to the President.

SECTION 5. The Secretary shall keep minutes of all meetings of the Council and of the membership of the Society, shall see that all notices are duly given in accordance with the provisions of law and these bylaws, and shall keep the membership records of the Society and be custodian of all contracts, assignments and other legal documents and records. In general, the Secretary shall perform all the duties incident to the office of Secretary of a corporation.

SECTION 6. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and authorized disbursements of the Society, 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, 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 duties incident to the office of Treasurer of a corporation.

SECTION 7. The Council may appoint such other officers to have the authority and perform the duties as prescribed by the Council from time to time. Such officer appointed by the Council may, but is not required to, be a Member of the Society. Any two or more offices may be held by the same person. An officer of the Society may also be an employee of the Society.

SECTION 8. A new President-Elect shall be elected at the annual meeting of the membership each year. At the end of his or her first year in office the President-Elect shall succeed automatically to the Presidency, and at the end of his or her second year, to the position of Immediate Past President. Thus a person elected to the position of President-Elect shall be an officer and a Councilor for three years.

SECTION 9. A new Secretary will be elected in odd numbered years by the membership at the annual meeting and shall serve for two years.

SECTION 10. A new Treasurer will be elected by the membership in even numbered years at the annual meeting and shall serve for two years.

SECTION 11. A President-Elect, Secretary, or Treasurer elected at an annual meeting shall assume office immediately at the end of the meeting at which he or she is elected, and the incumbent President-Elect and President shall be advanced to President and Immediate Past President, respectively, at the same time.

SECTION 12. Vacancies among the officers of the Society which may occur for any reason shall be filled as follows:

1. Vacancy of the Immediate Past Presidency: A temporary fourth Councilor-at-Large shall be appointed by a majority of the Council to service until the next annual meeting of the membership, at which time the position shall be filled by succession of the retiring President.
2. Vacancy of the Presidency: The President-Elect shall succeed immediately to the Presidency, and a temporary fourth Councilor-at-Large shall be elected as in Article V, Section 12.1 above to serve until the next annual meeting. At that same time the new President shall continue in the Presidency in his or her own right for one year, and a new President-Elect shall be elected.
3. Vacancy of the President-Elect: One of the members of Council shall be elected by a majority of the Council to fill this position. A President-Elect elected in this way shall succeed to the Presidency and Immediate Past Presidency as if he or she had been elected by the general membership, in order to assure continuity among the officers of the Society. The position of Councilor-at-Large, vacated by the election of one of them to the Presidency-Elect, shall be filled as in Article IV, Section 6 above.
4. Vacancy of the Secretary: One of the Councilors-at-Large shall be elected by a majority of the Council to fill this post for the remainder of the unexpired term. The vacated position of Councilor-at-Large shall then be filled as in Article IV, Section 6 above.
5. Vacancy of the Treasurer: One of the Councilors-at-Large shall be elected by a majority of the Council to fill this post for the remainder of the unexpired term. The vacated position of Councilor-at-Large shall then be filled as in Article IV, Section 6 above.
6. Vacancy of officer positions created by the Council: The Council may appoint a successor to fill any vacated position created pursuant to Article V, Section 7 above.

ARTICLE VI - COMMITTEES

SECTION 1. Committees may be created by the Council or as set forth in these bylaws. Committees created by any other means shall not be recognized as representing the Society.

SECTION 2. Each Committee shall consist of at least one Council member and such other Full, International, Trainee or Emeritus Members of the Society as selected by the Council. All Committee members shall serve at the pleasure of the Council. The term of appointment and committee structure shall be prescribed by the Council. Committees shall consist of sufficient numbers of persons to fulfill the mandates of the Council.

SECTION 3. Minutes shall be kept of all Committee meetings.

SECTION 4. Except where otherwise stipulated by the Council, positive actions of all committees shall be taken by a simple majority of such committee's members present and voting, and any number of such committee's members greater than one-third of the committee's total membership shall constitute a quorum, or, for committees with total committee membership fewer than nine

members, three committee members shall constitute a quorum. Actions of all committees shall be subject to review and approval by the Council.

ARTICLE VII - NON-DISCRIMINATION

There shall be no discrimination on the basis of race, color, religion, gender, gender expression, national origin (ancestry), age, disability, sexual orientation, marital status, family status, socioeconomic status, military status, or other protected classifications in any of the Society's activities or operations. These activities include, but are not limited to, eligibility for membership, committee assignments or office, hiring and firing of staff, selection of volunteers and vendors, and provisions of services. The Society is committed to providing an inclusive and welcoming environment for all members, staff, transplant community members, volunteers, subcontractors, vendors, and clients.

ARTICLE VIII - CONFLICTS OF INTEREST

SECTION 1. No Executive Committee member, Councilor-at-Large, or committee member shall vote on any matter that would involve him/her in a conflict of interest.

SECTION 2. Whenever an Executive Committee member, Councilor-at-Large, or committee member has cause to believe that a matter to be voted on would involve him or herself in a conflict or possible conflict of interest, he or she shall announce the conflict or possible conflict of interest and shall abstain from voting on the matter.

SECTION 3. Any other member of the Council, committee or membership may raise a question of conflict of interest or possible conflict of interest with respect to any officer, Councilor or committee member present. The question of whether an actual conflict of interest exists shall be decided by a majority vote of the body involved in the matter--the Council or a committee. Decisions of committees on conflicts of interest are subject to review by the Council and shall be matters of permanent record.

SECTION 4. No contract or other transaction between the Society or any other corporation shall be affected or invalidated by the fact that any one or more of the Councilors is or are interested, or is a director or officer, or are directors or officers, of such other corporation, and any Councilor or Councilors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of the Society, or in which the Society is interested; and no contract, act or transaction of the Society with any person or persons, firm or association shall be affected or invalidated by the fact that any Councilor or Councilors is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a Councilor is hereby relieved of any liability that might otherwise exist from contracting with the Society for the benefit of himself or any firm or corporation which he may be in any way interested.

ARTICLE IX - REMOVAL OF DELINQUENT OFFICERS/COMMITTEE MEMBERS

SECTION 1. Any Executive Committee member of this Society, Councilor-at-Large, or member of a committee who shall miss three consecutive properly called meetings of the Council or of a committee without a substantive reason shall be considered to have submitted a letter of resignation from the Council or such committee. The vacated position shall be filled as stipulated in Articles IV, V, or VI of these bylaws, as applicable. In case of dispute as to whether absence has been excused by a substantive reason, the issue shall be resolved by a majority vote of the Council or such committee concerned.

SECTION 2. Any officer appointed by the Council pursuant to Article V, Section 7 of these bylaws may be removed at any time by a majority vote of the Council with or without cause. The vacated position may be filled as stipulated in Article V, Section 12.6 of these bylaws.

ARTICLE X - DUES AND AUDIT

SECTION 1. Dues shall be assigned annually according to type of membership. A portion of the dues may be assigned to pay for publications of or provided by the Society. Any changes in the amount of dues are to be approved by the Council.

SECTION 2. Emeritus and Honorary Members shall be assessed no dues except for any portion assigned to payment for publications of or provided by the Society. Emeritus and Honorary Members shall be given the option of paying no dues at all if they do not wish to receive publications of or provided by the Society.

SECTION 3. An audit of the Society's financial status shall be performed yearly by a committee of the Council, and the results of this audit shall be presented by the Treasurer to the membership at the annual meeting.

SECTION 4. The Society's fiscal year shall be January 1 - December 31.

ARTICLE XI - AMENDMENT OF BYLAWS

These bylaws may be amended, repealed, or altered in whole or in part. Amendments to the bylaws may be proposed to the membership by the Council, or may originate from a committee or the membership. In the latter case, notice of the proposed amendment must be proposed in writing to the Council by five Full or International Members of the Society at least ninety days prior to an annual meeting. In either case, written notice of the proposed amendment, including a copy of the proposed amendment, shall be delivered to the last recorded address of each Member at least thirty days prior to the date of the annual meeting. The proposed amendment shall be adopted upon the approval of a two-thirds majority of Voting Members voting on such proposed amendment. Voting Members may vote on the proposed amendment by either (i) secret ballot delivered to every Voting Member, provided that such Voting Members' votes are delivered to the Society within thirty days of Voting Members' receipt of such secret ballot, or (ii) in person at the annual meeting, notices of which shall contain an announcement of the proposed amendment. Proposed amendments may be transmitted electronically to the last recorded electronic mail address ("Email Address") of each Voting Member, which shall constitute written notice.

ARTICLE XII - INDEMNIFICATION OF LIABILITY FOR OFFICERS AND DIRECTORS

A Councilor, officer, employee, or Member of the Society is not liable on the Society's debts nor obligations and a Councilor, officer, Member, or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Society, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

ARTICLE XIII – NOTICE

Written notice delivered pursuant to these bylaws, if in a comprehensible form, is effective at the earliest of: (i) the date the mailed notice or electronic mail is received; (ii) five days after the mailed notice's deposit in the United States mail, if mailed postpaid and correctly addressed; and (iii) the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE XIV – ELECTRONIC VOTING

SECTION 1. Notwithstanding any article or section to the contrary, a written ballot may be delivered and a vote may be cast on that ballot by electronic transmission by such Voting Member entitled to vote for any action which may be taken at any annual, regular, or special meeting. An electronic transmission of a written ballot shall contain or be accompanied by information indicating that a Member, a Member's agent, or a Member's attorney authorized the electronic transmission of the ballot. Approval by electronic submission of ballots pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required by Article III, Section 10 of these bylaws, and the number of approvals equals or exceeds the number of votes required to approve the matter as required by Article III, Section 10 of these bylaws.

SECTION 2: Notwithstanding any article or section to the contrary, any action by the Council or a committee requiring the casting of a vote may be accomplished through an electronic transmission of a written ballot as described in Article XIV, Section 1 of these bylaws. Such electronic transmissions of written ballots may also be utilized for all election processes described herein.

Adopted December 1982

Amended May 28, 1996

Amended May 22, 1985

Amended May 11, 1998

Amended June 1, 1988

Amended December 1, 1998

Amended May 28, 1991

Amended April 29, 1999

Amended May 18, 1993

Amended May 5, 2000

Amended May 16, 1995

Amended May 8, 2001

Amended April 29, 2002

Amended June 3, 2003

Amended May 18, 2004

Amended May 24, 2005

Amended July 24, 2006

Amended May 7, 2007

Amended June 1, 2009

Amended May 2, 2011

Amended June 4, 2012

Amended May 20, 2013

Amended July 29, 2014

Amended May 1, 2017

Amended June 4, 2018

Amended June 3, 2019

Last Amended June 4, 2021

Deepali Kumar, MD, MSc, FRCPC, FAST
AST Secretary