

ORGAN PROCUREMENT AND TRANSPLANTATION NETWORK (OPTN)

BYLAWS

These Bylaws govern the structure and operation of the Organ Procurement and Transplantation Network (OPTN). By accepting membership in the OPTN, each Member agrees to comply with all applicable provisions of the National Organ Transplant Act, as amended, 42 U.S.C. 273 *et seq.*; OPTN Final Rule, 42 CFR Part 121; these Bylaws; and OPTN policies as in effect from time to time. The OPTN will conduct ongoing and periodic reviews and evaluations of each Member OPO and Transplant Hospital for compliance with the OPTN Final Rule and OPTN policies. All OPTN Members are subject to review and evaluation for compliance with OPTN policies. All such compliance monitoring is performed using processes and protocols developed by the OPTN Contractor in accordance with the contract with the Department of Health and Human Services (HHS), Health Resources and Services Administration (HRSA), to operate the OPTN (OPTN Contract).

ARTICLE IV

EXECUTIVE COMMITTEE

- 4.1 Composition.** There shall be an Executive Committee that is composed of no more than twelve individuals selected from the membership of the Board of Directors. These individuals include the following designated members: the President, who shall serve as the Chair of the Executive Committee; Immediate Past President; the Vice-President; the Vice-President of Patient and Donor Affairs; the Secretary; the Treasurer who shall also serve as the Finance Committee Chair; and the Board's Minority Transplant Professional representative. There shall be no more than five additional members of the Executive Committee whose qualifications and experience, when considered in connection with the qualifications and experience of the seven designated members, will assure that the Executive Committee will be composed of approximately 50% physicians or surgeons directly involved in transplantation and no fewer than one member each from the following four category representatives: (1) organ procurement organization representative, (2) transplant coordinator representative, (3) histocompatibility representative, and (4) general public, patient or voluntary health organization representative who may also serve as the Vice President of Patient and Donor Affairs. The composition of the Executive Committee shall further assure that at least one representative from the general public and 25% transplant candidates, transplant recipients, organ donors, and family members are included. The Executive Director, Project Officer for the OPTN Contract, and Director of the Division of Transplantation, within HHS, or their respective designee(s), shall serve *ex-officio* but shall not have a vote.
- 4.2 Selection Procedure.** Members of the Executive Committee who do not serve on the Committee by virtue of their positions as Officers of the Board of Directors shall be elected by a vote of the Board members who comprise the category they will represent. For election of physicians and surgeons directly involved in transplantation, this would include an election by the physicians and surgeons who serve on the Board of Directors.
- 4.3 Term.** Executive Committee members shall serve terms of one year, except for those members who serve by virtue of their positions as Officers. The terms of Officers who serve on the Executive Committee shall equal their terms as Officers on the Board of Directors.
- 4.4 Authority and Meetings.** The Executive Committee meets and considers issues and actions, as directed by the President, in the interim between meetings of the Board of Directors. Its purpose is to continue the work of the Board without the necessity of convening the entire Board of Directors as well as to provide advice to the Board. Final actions of the Executive Committee have the same force and effect as those taken by the full Board of Directors, unless the Executive Committee is specifically limited with respect to this authority as determined by the Board in its discretion. Interim actions by the Executive Committee are effective until the next meeting of the Board and subject to confirmation of such actions by the full Board. The President has discretion to defer matters until they can be considered by the full Board, with or without initial deliberation by the Executive Committee, to avoid potential for conflicting resolutions or as otherwise deemed appropriate by the President.
- 4.5 Conflicts of Interest.** It is the policy of the OPTN to avoid conflicts of interest and the appearance of conflicts of interest. The Executive Committee shall deal with conflicts of interest in the manner set forth in Article 2.9 of these Bylaws.

