

## **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 VI

### OFFICERS

- 6.1 Officers.** The Principal Officers of the OPTN shall be a President, Vice President, Vice President of Patient and Donor Affairs, Treasurer, and Secretary. They shall be elected by the Transplant Hospital Members, OPO Members, Histocompatibility Laboratory Member Electors, Public Organization Member Electors, Medical/Scientific Member Electors, and Individual Member Electors at the annual meeting of Members and shall assume the duties of their respective positions immediately following the conclusion of the last regular meeting of the Board of Directors prior to July 1 of each calendar year. The Assistant Officers shall be one or more Assistant Treasurers and one or more Assistant Secretaries, who shall be elected from time to time by the Board of Directors upon nomination by the President. The Principal Officers shall serve for a term of one year, except for the Secretary and Treasurer, who shall have staggered terms with one another and shall serve for a term of two years, and except for the Vice President of Patient and Donor Affairs who shall serve for a term of two years. No person may hold more than one position at the same time, except that the Treasurer shall also serve as an Assistant Secretary. All Principal Officers shall serve without compensation.
- 6.2 Removal from Position.** Any Principal Officer may be removed with or without cause at any regular or special meeting of the Board of Directors called for that purpose, by a vote of two-thirds of the Directors present at a meeting at which a quorum is present. The Board of Directors shall elect a successor to a removed Principal Officer, to serve until the next annual meeting of Members. Assistant Treasurers and Assistant Secretaries may be removed by the Board of Directors or the Executive Committee with or without cause.
- 6.3 Resignation.** A Principal Officer may resign at any time by delivering a resignation in writing to the Executive Director. The Board of Directors shall elect a successor at its next meeting, to serve until the next annual meeting of Members.
- 6.4 President.** The President shall preside at all meetings of the Members and Directors. He/she shall not succeed himself/herself in office.
- 6.5 Vice President.** The Vice President shall be the President-Elect of the OPTN and shall serve as chair of the Membership and Professional Standards Committee. The Vice President shall perform all duties incumbent upon the President during the President's absence, and shall perform such other duties as the By-Laws may provide or the Board of Directors may prescribe.
- 6.6 Vice President of Patient & Donor Affairs.** The Vice President of Patient & Donor Affairs shall represent the interests of patients, donors, and patient and donor family members to the Board of Directors.
- 6.7 Treasurer.** The Treasurer shall regularly review the finances of the OPTN, shall serve as Chair of the Finance Committee and shall report to the Board of Directors regarding the financial condition of the OPTN at such times as the Board may request. The Treasurer shall cause an annual report and audit of the OPTN to be made, and shall deliver copies thereof to the Directors and Executive Director.
- 6.8 Secretary.** The Secretary shall attend all meetings of the Members and Board of Directors, and keep the minutes of the business transacted at such meetings. Whenever the signature of the Secretary of the OPTN is required on any document, the Treasurer or Executive Director shall have authority to sign in place of the Secretary.
- 6.9 Assistant Secretaries.** One or more Assistant Secretaries may perform all duties incumbent upon the Secretary during his/her absence.
- 6.10 Other Duties.** In addition to the foregoing specially enumerated duties and powers, the several Principal Officers of the OPTN shall be charged with such other duties and shall have such other powers as may be delegated to them by the Board of Directors or as may be imposed upon them by law.

**6.11 Conflicts of Interest.** It is the policy of the OPTN to avoid conflicts of interest and the appearance of conflicts of interest. The Officers of the OPTN shall deal with potential conflicts of interest in the manner set forth in Article 2.9 of these Bylaws.

