APPENDIX A TO BY-LAWS

UNITED NETWORK FOR ORGAN SHARING

Interviews And Hearings

3.01A Definition of "Adverse"

(1) Recommendations or Actions: Subject to Section 3.01A(4) below, the following recommendations or actions shall, if deemed adverse pursuant to Section 3.01A(2) below, entitle the applicant or member affected thereby to a hearing:

(a) Rejection of initial membership or rejection of designation as a transplant program;

(b) Probation;

(c) Initial declaration of membership "Not in Good Standing" and subsequent determinations not to restore the Member to unrestricted membership status.

(d) Suspension of membership privileges either directly or after a period of probation;

(e) Termination of membership, either directly or after a period of probation or suspension.

(f) Any other action specified in Section 121.10(c) of the OPTN Final Rule, 42 CFR § 121.10(c).

(2) When Deemed Adverse: A recommendation or action listed in Section 3.01A(1) above shall be deemed adverse only when it has been:

(a) Recommended by the MPSC or, in the case of rejection of initial membership or rejection of designation as a transplant program, recommended by a Subcommittee of the MPSC; or

(b) Taken by the Board of Directors contrary to a favorable recommendation by the MPSC under circumstances where no right to a hearing existed; or

(c) Taken by the Board of Directors on its own initiative without benefit of a prior recommendation by the MPSC.

(3) Interviews: When. the MPSC or MPSC-PCSC is considering making an adverse recommendation concerning an applicant or a Member or issuing a warning, letter of admonition, or letter of reprimand, or when an organ-specific committee refers a matter to the MPSC/MPSC-PCSC with a recommendation that the MPSC consider such an action under Section 2.05A above, the applicant or Member shall be entitled to an interview before the MPSC or the MPSC-PCSC. The interview shall not constitute a hearing, shall be preliminary in nature, and shall not be conducted according to the procedural rules provided with respect to hearings. The applicant or Member shall be informed of the general nature of the circumstances and may present information relevant thereto. A summary record of such interview shall promptly be made by the MPSC and a copy promptly provided to the applicant or Member who was granted the interview. Notwithstanding the foregoing, upon determination by the Board of Directors based on available evidence that an alleged violation of UNOS requirements poses a substantial and imminent threat to the quality of patient care, the Board may take appropriate action even if the Member has not had the opportunity for an interview and/or other procedural rights described below.

(4) Right to a Hearing: An applicant or Member shall have the right to one hearing proceeding, and subsequent appellate review, with respect to any application for membership application for designation as a transplant program, or request for corrective action to enforce membership

requirements in which an adverse recommendation or action is taken. The hearing may be requested upon the first to occur of the adverse recommendations or actions listed on Section 3.01A(1) above or, if waived at such time by the applicant's or member's failure to request a hearing within the time and in the manner specified in Section 3.03A below, upon any subsequent adverse recommendation or action arising out of the same application for membership, application for designation as a transplant program, or request for corrective action to enforce membership requirements. Notwithstanding the foregoing, upon determination by the Board of Directors based on available evidence that an alleged violation of UNOS requirements poses a substantial and imminent threat to the quality of patient care, the Board may take appropriate action even if the Member has not had the opportunity for a hearing and/or subsequent appellate review.

3.02A Hearings

(1) Parties: The parties to a hearing shall be the applicant or Member against whom an adverse recommendation or action has been taken and the MPSC or the Board of Directors, i.e., the body whose adverse recommendation or action is at issue.

(2) Notice of Adverse Recommendation or Action: An applicant or Member against whom an adverse recommendation or action has been taken shall promptly be given notice of such action by registered or certified mail, return receipt requested. Such notice shall:

(a) Briefly advise the applicant or Member of the nature of the adverse recommendation or action and the grounds therefor; and

(b) Advise the applicant or Member of the right to a hearing pursuant to the provisions of these Bylaws; and

(c) Specify the number of days following the date of receipt of notice within which a request for a hearing must be submitted; and

(d) State that the failure to request a hearing within the specified time period shall constitute a waiver of rights to a hearing and to any appellate review of the matter; and

(e) State that all materials about the applicant or Member that were generated by or submitted to the MPSC or the Board, as the case may be, prior to that body's adverse recommendation or action, shall be made available to the applicant or Member, upon request, for inspection and copying; and

(f) State that upon UNOS' receipt of the hearing request, the applicant or Member will be notified of the date, time and place of the hearing.

(3) Request for Hearing: An applicant or member shall have 14 days following his receipt of a notice to file a written request for a hearing. If the applicant or Member wishes to be represented at the hearing by an attorney, the request for hearing shall include a statement to that effect and identify by name and business address the attorney who will represent the applicant or Member. Such requests shall be delivered to the Chair of the MPSC or the Executive Director either in person or by certified or registered mail.

(4) Waiver by Failure to Request a Hearing: An applicant or Member who fails to request a hearing within the time and in the manner specified waives any right to such a hearing or any appellate review to which he might otherwise have been entitled. Such waiver in connection with:

(a) An adverse action by the Board of Directors shall constitute acceptance of that action, which shall thereupon become effective as the final decision by the Board;

(b) An adverse recommendation by the MPSC shall constitute acceptance of that recommendation, which shall thereupon become and remain effective pending the final decision of the Board of Directors.

(5) Notice of Hearing: Upon receipt of a timely request for a hearing, notification of the time, place, and date of the hearing shall be sent to the applicant or Member by certified mail at least 7 days prior to the hearing.

(6) Statement of Issues: The notice of hearing described in Section 3.02A(5) above shall contain a concise statement of the issues raised by the adverse recommendation or action which is the subject of the hearing.

(7) Appointment of Hearing Committees:

(a) By MPSC: A hearing occasioned by an adverse MPSC recommendation shall be conducted by a Hearing Committee appointed by the Chair of the MPSC and composed of three (3) members of the MPSC or in the discretion of the Chair, shall be composed of those MPSC members who are in attendance at a regular or special MPSC meeting and are not disqualified under Section 3.02A(8) below.

(b) By Board of Directors: A hearing occasioned by an adverse action of the Board of Directors shall be conducted by a Hearing Committee appointed by the Chair of the Board of Directors and composed of three (3) Directors. One of the appointees shall be designated as Chair.

(8) Service on Hearing Committee: A MPSC or Board of Directors member shall be disqualified from serving on a Hearing Committee if he/she has been personally and directly involved in compiling evidence for UNOS on the matter at issue.

(9) Appearance and Representation: Appearance by the applicant or Member who requested the hearing shall be required. An applicant or Member who fails without good cause to appear and proceed at such hearing shall be deemed to have waived his rights to such a hearing or any appellate review to which he might otherwise have been entitled. The applicant or Member may be represented by an attorney at any hearing or at any appellate review proceeding. The MPSC or the Board of Directors shall be allowed representation by an attorney.

(10) Presiding Officer: The Chair of the Hearing Committee shall be the Presiding Officer. The Presiding Officer shall regulate the course of the hearing to assure that all participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence, and to conduct such cross-examination as may be required for a full and true disclosure of the facts. He/she shall determine the order of procedure during the hearing and shall make all rulings on interpretation or construction of UNOS' Articles of Incorporation, Bylaws and other relevant documents; on procedure; and on the admissibility of evidence. He/she shall provide for the exclusion of irrelevant, immaterial or unduly repetitious evidence.

(11) Rights of Parties: During a hearing, each of the parties shall have the right, subject to the Presiding Officer's rulings, to:

(a) Call and examine witnesses;

(b) Introduce exhibits;

(c) Cross-examine any witness on any matter relevant to the issue;

(d) Impeach any witness;

(e) Rebut any evidence.

If the applicant or member who requested the hearing does not testify in his own behalf, he may be called and examined as if under cross-examination.

(12) Procedure and Evidence: The hearing need not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be admitted, regardless of the admissibility of such evidence in a court of law. Each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue, and such memoranda shall become part of the hearing record. The Presiding Officer may, but shall not be required to, order that oral evidence be taken only on oath or affirmation administered by any person designated by him and entitled to notarize documents in the state where the hearing is held.

(13) Official Notice: In reaching a decision, the Hearing Committee may take official notice, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter relating to the issues under consideration and of any facts that may be judicially noticed by the courts of the state where the hearing is held. Parties present at the hearing shall be informed of the matters to be thus noticed and those matters shall be noted in the hearing record. Any party shall be given opportunity, on timely request, to request that a matter be officially noticed and to refute the officially noticed matters by evidence or by written or oral presentation of authority, the manner of such refutation to be determined by the Hearing Committee. The committee shall also be entitled to consider all other information that can be considered, pursuant to these Bylaws, in connection with applications for membership, applications for designation as a transplant program, or requests for corrective action.

(14) Burden of Proof: The body whose adverse recommendation or action occasioned the hearing shall have the initial obligation to present evidence in support thereof, including an explanation of the action or recommendation and why it was taken. The applicant or Member who requested the hearing shall then have the burden of proving and persuading, by clear and convincing evidence, that the adverse recommendation or action lacks any substantial factual basis or that such basis or the conclusions drawn therefrom are either arbitrary, unreasonable, or capricious.

(15) Record of Hearing: A record of the hearing shall be kept that is of sufficient accuracy to permit an informed and valid judgment to be made by any group that may later be called upon to review the record and render an appellate recommendation or decision in the matter. The Hearing Committee and the applicant or Member shall, by mutual agreement, select the method to be used for making the record such as court reporter, electronic recording unit, detailed transcription, or minutes of the proceedings. In the absence of mutual agreement, a court reporter shall be in attendance and shall prepare a written transcript. All exhibits admitted into evidence at the hearing and all memoranda submitted to the Hearing Committee before, during or after the hearing, shall be incorporated in the record.

(16) Postponement: Request for postponement of a hearing shall be granted by the Hearing Committee only upon a showing of good cause and only if the request therefor is made as soon as is reasonably practicable.

(17) Presence of Hearing Committee Members and Vote: A majority of the Hearing Committee must be present throughout the hearing and deliberations. If a Committee member is absent from any part of the proceedings, he shall not be permitted to participate in the Committee's deliberations or the decision.

(18) Recesses and Adjournment: The Hearing Committee may recess the hearing and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Committee shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon conclusion of its deliberations, the hearing shall be declared finally adjourned.

(19) Hearing Committee Report: Following preparation of the hearing record, the Hearing Committee shall make a written report of its findings and recommendations in the matter and shall forward the same, together with the hearing record and all other documentation considered by it, to the body whose adverse recommendation or action occasioned the hearing. At the same time, a copy of the Hearing Committee Report shall be forwarded to the applicant or member. All findings and recommendations by the Hearing Committee shall be supported by reference to the hearing record. The Presiding Officer may extend the time for making the Hearing Committee's written report in his discretion by giving written notice to the participants.

(20) Action on Hearing Committee Report: Following receipt of the report of the Hearing Committee, the MPSC or the Board of Directors, as the case may be, shall consider the same and affirm, modify or reverse its recommendation or action in the matter. It shall transmit a concise statement of the result and the reasons therefor, together with the hearing record, the report of the Hearing Committee and all other documentation considered, to the Executive Director.

(21) Notice: The Executive Director, or his/her designee shall promptly send a copy of the result to the applicant or Member by registered or certified mail, return receipt requested. A copy of the result also shall be forwarded to the MPSC and /or to the Board of Directors in the event the applicant or Member exercises its rights to appellate review under Section 3.03A of the Bylaws. The applicant or Member may request that a copy of the hearing record and related documentation, be furnished at the applicant's or Member's expense.

(22) Effect of Favorable Result:

(a) Adopted by the Board of Directors: If the Board of Directors' action is favorable to the applicant or Member, such action shall become the final decision of the Board and the matter shall be considered finally closed.

(b) Adopted by the MPSC: If the MPSC's action is favorable to the applicant or Member, the Executive Director shall promptly forward it, together with all supporting documentation, to the Board of Directors for its final action. The Board shall take action thereon by adopting or rejecting the MPSC's action in whole or in part, or by referring the matter back to the MPSC for further consideration. Any such referral back shall state the reasons therefor, set a limit within which a subsequent recommendation to the Board must be made, and may include a directive that an additional hearing be conducted to clarify issues that are in doubt. After receipt of such subsequent recommendation and any new evidence in the matter, the Board shall take final action. The Executive Director shall promptly send the applicant or Member notice by registered or certified mail, return receipt requested, informing him of each action taken. Favorable action shall become the final decision of the Board of Directors, and the matter shall be considered finally closed. If the Board's action is adverse, the special notice shall inform the applicant or member of his right to request an appellate review by the Board of Directors as provided.

(23) Effect of Adverse Result: If the result of the MPSC or of the Board of Directors continues to be adverse to the applicant or member, the notice sent to him by registered or certified mail, return receipt requested, shall inform him of his right to request an appellate review by the Board of Directors as provided in Section 3.03A below.

3.03A Appellate Review

(1) Request for Appellate Review: An applicant or Member shall have 14 days following his receipt of notice that a hearing resulted in adverse action to file a written request for appellate review. Such request shall be delivered to the Executive Director either in person or by certified or registered mail and may include a request for a copy of the report and record of the Hearing Committee and all other material, favorable or unfavorable, if not previously forwarded, that was considered in making the adverse action or result. The applicant or Member may be represented during the appellate review

by an attorney. If the applicant or Member wishes to be so represented, the request for appellate review shall include a statement to that effect and identify by name and business address the attorney who will represent the applicant or Member. Notwithstanding the foregoing, upon determination by the Board of Directors based on available evidence that an alleged violation of UNOS requirements poses a substantial and imminent threat to the quality of patient care, the Board may take appropriate action even if the Member has not had the opportunity for an appellate review.

(2) Waiver by Failure to Request Appellate Review: An applicant or Member who fails to request an appellate review within the time and manner specified in Section 3.03A(1) above waives any right to such review.

(3) Notice of Time and Place for Appellate Review: Upon receipt of a timely request for appellate review, the Executive Director shall deliver such request to the Board of Directors. As soon as practicable, the Board shall schedule and arrange for an appellate review, which shall be not less than 30 days from the date of receipt of the appellate review request. At least 25 days prior to the appellate review, the Executive Director shall send the applicant or Member notice of the time, place and date of the review by registered or certified mail, return receipt requested. The time for the appellate review may be extended by the Appellate Review Body for good cause and if the request therefor is made as soon as is reasonably practicable.

(4) Appellate Review Body: The appellate review shall be conducted by the Board as a whole.

(5) Nature of Proceedings: The proceedings by the review body shall be in the nature of an appellate review based upon the record of the hearing before the Hearing Committee, that committee's report, and all subsequent results and actions thereon. The Appellate Review Body shall also consider any written or oral statements submitted by the applicant or Member, and its representative(s), if any, and any written or oral statements by the MPSC or the Board of Directors and any of their members, individually.

(6) Written Statements: The applicant or Member seeking the review may submit a written statement detailing the findings of fact, conclusions and procedural matters with which he disagrees, and the reasons for such disagreement. This written statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be submitted to the Appellate Review Body through the Executive Director or his/her designee at least 15 days prior to the scheduled date of the appellate review, except if such time limit is waived by the Appellate Review Body. A written statement in reply may be submitted by the MPSC or by the Board of Directors, and if submitted, the Executive Director or his/her designee, shall provide a copy thereof to the applicant or Member at least 5 days prior to the scheduled date of the appellate review.

(7) Presiding Officer: The Chair of the Appellate Review Body shall be the Presiding Officer. He/she shall determine the order of procedure during the review, make all required rulings, and maintain decorum.

(8) Oral Statement: The Appellate Review Body, in its sole discretion, may allow the parties or their representatives to personally appear and make oral statements in favor of their positions. Any party or representative so appearing shall be required to answer questions put to him/her by any member of the Appellate Review Body.

(9) Consideration of New or Additional Matters: An applicant or Member may introduce at the appellate review matters or evidence related to steps taken after the conclusion of the original hearing to bring the applicant or Member into full compliance with membership qualifications or requirements. Other new or additional matters or evidence not raised or presented during the original hearing or in the hearing report and not otherwise reflected in the record shall be introduced at the appellate review only in the discretion of the Appellate Review Body, following an explanation by the party requesting the consideration of such matter or evidence as to why it was not presented earlier. In the discretion of the Appellate Review Body, new or additional matters or evidence permitted to be

introduced at the appellate review may, but need not, be referred back to the Hearing Committee in accordance with Section 3.03A(13) below.

(10) Powers: The Appellate Review Body shall have all the powers granted to the Hearing Committee, and such additional powers as are reasonably appropriate to the discharge of its responsibilities.

(11) Presence of Members and Vote: A majority of the Appellate Review Body must be present throughout the review and deliberations. If a member of the Review Body is absent from any part of the proceedings, he/she shall not be permitted to participate in the deliberations or the decision.

(12) Recesses and Adjournment: The Appellate Review Body may recess the review proceedings and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon the conclusion of oral statements, if allowed, the appellate review shall be closed. The Appellate Review Body shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusions of those deliberations, the appellate review shall be declared finally adjourned.

(13) Action Taken: The Appellate Review Body may recommend affirmation, modification or reversal the adverse result or action taken by the MPSC or by the Board or, in its discretion, may refer the matter back to the Hearing Committee for further review and recommendation to be returned to it in accordance with its instructions. After receipt of such recommendations after referral, the Appellate Review Body shall make its decision as provided in this section.

(14) Conclusion: The appellate review shall not be deemed to be concluded until all of the procedural steps provided herein have been completed or waived.