

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 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.

ARTICLE V

EXECUTIVE DIRECTOR

- 5.1 Position.** The Board of Directors shall employ a full time, salaried Executive Director, who shall assist and be responsible to the President and shall serve as the chief administrator of the Corporation. The Executive Director shall coordinate the activities of the Permanent Standing Committees and shall maintain the current list of names and addresses of the Directors and Members. Subject to review by the Treasurer, the Executive Director shall keep the books of account of the Corporation which shall be open at all times to any Director.
- 5.2 Term.** The Executive Director serves for such term as may be determined by the Board of Directors and may be re-appointed to successive terms at the discretion of the Board.
- 5.3 Conflicts of Interest.** It is the policy of the Corporation to avoid conflicts of interest and the appearance of conflicts of interest. The Executive Director is required to disclose positions or activities that might provide him/her with personal or financial interests in the outcomes of matters affecting the Corporation, thereby posing a potential conflict of interest with duties of the Executive Director and to act accordingly.

ARTICLE VI

OFFICERS

- 6.1 Officers.** The principal Officers of the Corporation shall be a President, Vice President, Vice President of Patient and Donor Affairs, Treasurer, and Secretary. Such principal Officers 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 offices 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 Treasurer and Secretary, 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 office at the same time, except that the Treasurer shall also serve as an Assistant Secretary. Election as President shall constitute appointments as Chairman of the Board of Directors. All principal Officers shall serve without compensation.
- 6.2 Removal from Position.** “Any 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 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.** An Officer may resign at any time by delivering a resignation in writing to the Executive Director. The Board of Directors shall elect a successor as its next meeting, to serve until the next annual meeting of Member
- 6.4 President.** The President shall be the Chief Executive Officer of the Corporation. Subject to the supervision of the Board of Directors, he or she shall have general charge and control of the affairs of the Corporation. The President shall preside at all meetings of the Members and Directors. The President shall not succeed himself or herself in office.
- 6.5 Vice President.** The Vice President shall be the President-Elect of the Corporation 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 or 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 have general control of the finances of the Corporation, shall serve as Chair of the Finance Committee, and shall report to the Board of Directors of the financial condition of the Corporation at such times as the Board may request. The Treasurer shall cause an annual report and audit of the Corporation 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 of the Board of Directors and keep the minutes of the business transacted at such meetings. Whenever the signature of the Secretary of the Corporation is required on any document, the Treasurer or Executive Director shall have authority to sign in

place of the Secretary.

- 6.9 Assistant Secretaries.** An Assistant Secretary may perform all duties incumbent upon the Secretary during his or her absence.
- 6.10 Other Duties.** In addition to the foregoing specially enumerated duties and powers, the several Officers of the Corporation 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 Corporation to avoid conflicts of interest and the appearance of conflicts of interest. The Officers of the Corporation shall deal with potential conflicts of interest in the manner set forth in Article 2.9 of these Bylaws.

ARTICLE VII

PERMANENT STANDING COMMITTEES

7.1 Enumeration of Committees. The Corporation shall have Permanent Standing Committees on Communications, Data Advisory, Ethics, Finance, Histocompatibility, Kidney and Pancreas Transplantation, Liver and Intestinal Organ Transplantation, Membership and Professional Standards, Minority Affairs, Organ Availability, Organ Procurement Organization, Patient Affairs, Pediatric Transplantation, Thoracic Organ Transplantation, Transplant Administrators, and Transplant Coordinators. These Committees shall provide initial review and analysis of proposed policies and initiatives based upon their unique perspectives and expertise and after collection and consideration of such information as they deem appropriate, prior to presentation to the Board of Directors. Their role in developing policies and standards is further defined in Appendix C of these Bylaws; other initiatives include matters within their respective charges relevant to the field of organ procurement and transplantation. The Committees are advisory to the Board of Directors, which is responsible for final decisions of UNOS. Committees also may be advisory to one another in cases in which Committee perspective/expertise overlap. In such cases, Committees shall be encouraged to assess proposals jointly before presentation to the Board of Directors, presenting either common recommendations or reasons for continued disagreement.

7.2 Composition & Term. The members of a Permanent Standing Committee shall be nominated by the Directors and appointed by the President, for terms of two years, except for the Patient Affairs, Ethics and Transplant Administrators Committees, whose members will serve for terms of three years. Committee terms shall begin immediately following the conclusion of the last regular meeting of the Board of Directors prior to July 1 of each calendar year. The President may appoint up to one-half of the members of a Permanent Standing Committee to a one-year term in order to achieve a staggered rotation. Committee members may be appointed to full successive terms, including, for example, to allow members to continue work with which they have been involved in some unique manner without interruption. Committee members generally are appointed only to one Committee at a time but may be appointed to multiple Committees to improve communication between Committees by providing cross-representation or as otherwise determined appropriate for administration of UNOS by the President.

Regional Representation. Each geographic region (as defined in Article IX of these Bylaws) shall be represented on each Standing Committee. Nominations for regional representatives shall be presented by the Regional Councillors to the President. Tissue typing laboratories in each region will elect a representative to serve on the Histocompatibility Committee, and histocompatibility laboratories will also elect the vice chair to serve on the Histocompatibility Committee. The Regional Councillor/Director will be notified of the selection and the Regional Councillor/Director will make the nomination to the President.

Transplant Professional and Patient, Donor, Family Member Representation. Standing Committees shall include representation by OPOs, Transplant Hospitals, and transplant coordinators, and each Standing Committee shall include at least one transplant candidate, transplant recipient, organ donor, or family member. Nominations for these positions shall be solicited throughout the year from Regional Councillors, the Principal Officers, members of the Board of Directors (including, without limitation, members who are transplant patients, transplant candidates, organ donors, and family members), other Committee members, government representatives, and the general community. Selection of possible candidates from the list of nominations shall be discussed with the President and, if deemed appropriate, the Chair of the applicable Standing Committee, and final nominations presented to the President.

Standing Committees shall, to the extent practicable, include minority and gender representation reflecting the diversity of the population of transplant candidates, transplant recipients, organ donors, and family

members served by UNOS.

- 7.3 Committee Chairs.** The President, with approval of the Board of Directors, shall appoint for two year terms the Chair of each Permanent Standing Committee, except for the Chair of the Patient Affairs and Ethics Committees who will serve for three year terms; however, the terms of approximately one-half of the Chairs of Permanent Standing Committees shall expire each year and the President may appoint one or more Committee Chairs for a one-year term in order to achieve a staggered rotation. The Treasurer of the Corporation shall be the Chair of the Finance Committee and the Vice-President (President-Elect) shall be Chair of the Membership and Professional Standards Committee. Committee Chairs may be appointed to successive terms. Each Committee Chair shall keep the Executive Director informed of the activities of their respective Committee and shall report to the Board of Directors at such times as the Board may require.
- 7.4 Meetings.** Permanent Standing Committees shall meet at such times and on such schedules as determined by the Board of Directors. Portions of meetings of the Permanent Standing Committees convened to address activities of UNOS shall be open to the members with the exception of discussions involving confidential matters, which shall be reserved for closed sessions as appropriate and consistent with applicable laws and regulations. Such confidential matters include UNOS member admission, credentialing, monitoring, or disciplinary matters and matters involving individuals' privacy where disclosure would constitute a clearly unwarranted invasion of personal privacy.
- 7.5 Conflicts of Interest.** It is the policy of the Corporation to avoid conflicts of interest and the appearance of conflicts of interest. The Permanent Standing Committees shall deal with potential conflicts of interest in the manner set forth in Article 2.9 of these Bylaws.

ARTICLE VIII

MISCELLANEOUS

- 8.1 Fiscal Year.** The fiscal year of the Corporation, unless otherwise fixed by the Board of Directors, shall extend from October 1-September 30.
- 8.2 Obligations.** The Board of Directors may authorize the Officers of the Corporation and Executive Director to borrow money and to give notes, bonds or other obligations of the Corporation therefor under such rules, regulations and limitations as the Board may from time to time adopt. The Board of Directors may authorize any Officer or agent of the Corporation to execute or endorse checks, drafts, and other similar obligations under such rules, regulations or limitations as it may from time to time adopt.
- 8.3 Certification of Records.** Any action taken by the Members or Board of Directors at any meeting may be certified by the Secretary, by the Executive Director or by the Officer or Director keeping the records or presiding at such meeting. Any such certificate shall be conclusive evidence for all purposes that the action certified was taken.
- 8.4 Corporate Seal.** The seal of the Corporation shall be circular in shape with the name of the Corporation around the circumference thereof, and the word "Seal" in the center thereof, an impression of which is affixed to this section of the By-Laws of the Corporation.
- 8.5 International Associates.** International Associates shall be organizations active in the field of human organ transplantation incorporated outside of the United States and shall have purposes and a scope of activities similar to those of UNOS. These organizations should be officially accredited by their government(s) and their medical societies.
- 8.5.1** In countries with no national network or national organization the principal transplant hospital may apply for International Associate status.
- 8.5.2** International Associates shall provide the following information to UNOS every two years; 1) their relationship to their government(s); 2) their standing with the appropriate medical societies; 3) the names of their member transplant hospitals and programs; 4) by organ the number of organs procured and transplanted within their country or service area; 5) the number of patients being followed by their participating programs by organ who were transplanted within the U.S.A. and those U.S.A. residents transplanted within their service area.
- 8.6 Indemnification.** Directors and Officers of UNOS shall be indemnified as of right to the fullest extent now or hereafter permitted by law, including but not limited to all provisions of Article 9 of Chapter 10 of Title 13.1 of the Code of Virginia 1950, as amended, in connection with any actual or threatened civil, criminal, administrative, arbitrate or investigative action, suit or proceeding (whether brought by or in the name of UNOS or otherwise) arising out of their services to UNOS, including, without limitation, any services rendered on behalf of the OPTN pursuant to Section 2.11 hereof. Persons who are not Directors or Officers of UNOS may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of UNOS. UNOS may purchase and maintain insurance to protect itself and any such Director, Officer or other person against any liability asserted against him and incurred by him in respect of such service whether or not UNOS would have the power to indemnify him against such liability by law or under the provisions of this paragraph. The provisions of this paragraph shall be applicable to actions, suits or proceedings commenced after the adoption hereof, and to Directors, Officers and such other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors

and administrators of the Directors, Officers and other persons referred to in this paragraph. Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding whether civil, criminal, administrative, arbitrative or investigative, may, if authorized at any time by the Board of Directors, be paid by UNOS in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, or other person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by UNOS as provided, in the case of Officers and Directors, in this provision, or as authorized, in the case of other persons, by the Board of Directors pursuant to this provision. UNOS shall pay the costs of such insurance and indemnification for expenses and fees that are properly payable under the OPTN Contract as a cost of the OPTN from the OPTN Fund.

ARTICLE IX

REGIONS

9.1 Regional Structure. The 11 Regions provide a mechanism for sharing ideas and other information within a smaller than national forum to benefit from the various and unique perspectives across the country on matters affecting organ procurement and transplantation. The Members of the Corporation belong to the Region in which their principal office or residence is located. The Regions are defined as follows:

- Region 1 - Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
- Region 2 - Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Northern Virginia, West Virginia
- Region 3 - Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Puerto Rico
- Region 4 - Oklahoma, Texas
- Region 5 - Arizona, California, Nevada, New Mexico, Utah
- Region 6 - Alaska, Hawaii, Idaho, Montana, Oregon, Washington
- Region 7 - Illinois, Minnesota, North Dakota, South Dakota, Wisconsin
- Region 8 - Colorado, Iowa, Kansas, Missouri, Nebraska, Wyoming
- Region 9 - New York
- Region 10 - Indiana, Michigan, Ohio
- Region 11 - Kentucky, North Carolina, South Carolina, Tennessee, Virginia

Each Region shall hold at least two meetings per year. The purpose of these meetings is to exchange information, discuss and comment upon issues distributed for public comment under UNOS processes for policy development, vote for Regional Councillors and Associate Regional Councillors, and address such other matters as may be of interest to the Region. Positions developed at the Regional level are considered further at the national level through the national Permanent Standing Committees, which include representatives from each of the Regions, and then the Board of Directors, which includes the Regional Councillor elected from each of the Regions.

9.2 Regional Review Boards (RRBs). Regional Review Boards (RRBs) for transplantation of organs may be formed for each Region by direction of the appropriate reviewing Committees and Board of Directors. The purpose of the RRBs shall be to provide peer review of professional conduct regarding the listing of transplant candidates at the higher levels of medical urgency and/or to serve other peer review functions as may be determined appropriate by the Board of Directors. RRBs shall follow standard UNOS policy in conducting these functions unless otherwise approved by the Board of Directors. RRBs shall be organ-specific and should consist of a representative from each Transplant Hospital within a Region that includes a program designated for the relevant organ, non-physician members, and a representative of the public. In the event that size of the RRB becomes problematic using this composition guideline, Regions may consider a rotation schedule for representation from organ-specific transplant programs. Additional guidelines regarding RRB organization and operation may be established by the appropriate reviewing Committees and Board of Directors. Each RRB shall have the discretion to administer its operations in a manner that serves the purposes determined by the Board of Directors under conditions that prevail in the Region; provided, however, that no RRB shall engage in prospective review of listing urgency status (as contrasted with retrospective review), without specific direction in UNOS policies or unless otherwise authorized by the Board of Directors.

ARTICLE X

AMENDMENT OF BY-LAWS

- 10.1 Voting Requirements.** An Amendment to the By-Laws shall require the favorable vote of a majority of all of the Directors; however, any such Amendment shall be automatically repealed, with prospective effect only, if it is not confirmed by majority vote of a quorum present at the next annual meeting of Members.
- 10.2 Notice.** Notice of any meeting at which an amendment to the By-Laws is proposed shall be sent by mail to each Director at the address on file with the Executive Director no fewer than 10 nor more than 60 days before the date of the meeting, accompanied by a copy of the proposed amendment.

ARTICLE XI

DISSOLUTION

- 11.1 Distribution of Assets.** In the event of the liquidation or dissolution of the Corporation, the assets and property of the Corporation shall be distributed to charitable, scientific, educational or other tax exempt organizations as set forth in the Articles of Incorporation.

ARTICLE XII

ADOPTION OF POLICIES

- 12.1 Adoption of Policies.** After their adoption by the Board of Directors, the Policies of the Corporation regarding its various areas of operations shall from time to time be incorporated as a part of these By-Laws by Amendment to the By-Laws. Policies shall be distributed to the Members on request and on a periodic basis and shall be binding upon the Members after adoption by the Board of Directors and written notice to the Members, whether or not such Policies have also been incorporated as Amendments to these By-Laws.
- 12.2 Incorporation of Policies.** The following UNOS Policies are effective as of the dates set forth and are incorporated into these By-Laws:
- 1.0 Member Rights and Obligations - June 25, 2004
 - 2.0 Organ Procurement Standards - June 25, 2004
 - 3.0 Organ Distribution – June 25, 2004
 - 4.0 AIDS Policy – June 25, 2004
 - 5.0 Standardized Packaging for Human Organs and Tissues – June 25, 2004
 - 6.0 Transplantation of Foreign Nationals – June 25, 2004
 - 7.0 Data Submission Requirements – June 25, 2004
 - 8.0 Travel Expense and Reimbursement – June 25, 2004
 - 9.0 Release of Information – June 25, 2004
 - 10.0 Access to Scientific Data – June 25, 2004