

## BY-LAWS OF THE TRANSPLANTATION SOCIETY

By-laws unanimously approved by Council by email in July 2012; approved and confirmed by vote by a majority members voting in March-April 2013.

### ARTICLE I – GENERAL

**SECTION 1.** The name of this non-profit corporation shall be The Transplantation Society (henceforth known as the Society)

**SECTION 2.** The Transplantation Society shall provide international leadership in the science, education, ethics and practice of transplantation.

### ARTICLE II – OFFICES

**SECTION 1.** The registered office of the Society shall be located in the City of Dover, County of Kent, State of Delaware, USA, and a registered agent in charge thereof shall be appointed by Council. The Society may also have offices at such places, within or without the State of Delaware, as the Council may from time to time determine or the business of the Society may require.

**SECTION 2** The Society shall have a permanent Central Office, of which the location from time to time and its responsibilities and activities shall all be at the discretion of Council. The Central Office shall be the custodian of all contracts, assignments and other legal documents and records and of the corporate seal of the Society. The Central Office shall report to the Council or to a committee or committees of the Society, as the Council may require.

### ARTICLE III – SEAL

The Council may adopt a seal for the Society in such form as it deems appropriate.

### ARTICLE IV – MEMBERSHIP

**SECTION 1.** There shall be five categories of membership: Full Members, Trainee Members, Emeritus Members, Associate Members and Honorary Members.

i. Full members shall be physicians, surgeons, scientists or other specialists, who are actively engaged in the science or clinical practice of organ, cell and tissue transplantation. Physicians and surgeons shall have advanced training or equivalent experience in the science and practice of organ and tissue transplantation. Non-physicians, including coordinators, statisticians, and policy makers who hold a doctoral degree, a Bachelor's degree, or equivalent relevant certification must have professional experience in the field of transplantation with continuing and active involvement in clinical medicine or research, or transplantation public policy as determined by the Membership Committee.

ii. Trainee members shall include individuals enrolled in pre- or postdoctoral training programs relevant to the science and clinical practice of organ, cell and tissue transplantation, and individuals who have completed their training but have not yet qualified for full membership. No individual may remain in this category more than eight years. Trainee members may not vote or hold office on the Council but may serve on committees.

iii. Emeritus members shall be full members who have attained the age of 65 years or have retired from practice in the field of transplantation and who formally request 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.

iv. Associate members shall include individuals who have demonstrated a sustained and continued interest in the field of transplantation but who do not qualify for full or trainee membership. These individuals may not vote, hold office, or serve on committees but will have all other societal privileges. Associate members would include, for example, representatives from the pharmaceutical industry.

v. Honorary Members shall be invited to become honorary members by the Council of the Society and shall be individuals with a distinguished record in transplantation irrespective of professional discipline. 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 2.** A person may apply to become a Member by submitting a completed application along with the necessary documentation and the written recommendation of two Members. Persons still in training who are applying for Trainee Membership must submit a letter from the Program Director confirming the candidate's status as a trainee, the nature of the training program and estimated year of completion. The Council by a vote of a majority of its members shall approve and elect Members.

**SECTION 3.** Every Member shall have the right to attend and participate in Business Meetings of the Members of the Society. The privileges of Members with regard to participation in scientific sessions of the International Congresses, the submissions of papers and other matters shall be established by the Council. All Members shall pay dues in such amounts and for such periods as the Council shall from time to time determine. The Council may in determining dues take into consideration special circumstances or place of residence of Members. Any Member who fails to pay dues for two consecutive years may be removed from the Society at the Council meeting following the end of the second year for which payment has not been received. Members delinquent in dues are not allowed to vote or hold office, and must address all TTS dues in arrear prior to being restored to full active membership.

**SECTION 4.** Any Membership can be terminated by the Council for conduct which in the sole judgment of the Council is injurious to the interests and welfare of the Society. Such termination shall require a two-thirds vote of the Council after the member in question is afforded an opportunity to appear before the Council and appeal for continuance of Membership.

## **ARTICLE V – BUSINESS MEETINGS OF MEMBERS**

**SECTION 1.** These meetings shall be held at such time and place as shall be determined at the prior meeting, or failing such determination, at such time and place as the Council may fix. Business meetings will take place during the Society's biennial International-Congresses, except under exceptional circumstances when the Council may choose to hold a meeting at some other time by notification of the membership 60 days in advance.

At every biennial meeting of members, in addition to any other business that may be transacted, the report of Council, the financial statements of the Society for the two preceding years and the reports of the accountants thereon shall be presented to the members. In addition, the notice of meeting and agenda shall include the election of members to the Council as provided for in ARTICLE VIII below and the appointment of accountants of the Society.

**SECTION 2.** Except as otherwise provided by law or by the Certificate of Incorporation, the presence in person at any meeting of 50 voting Members shall constitute a quorum for the transaction of business. If a quorum is present at the beginning of the meeting a quorum shall be deemed throughout the meeting for all purposes. At any meeting at which a quorum is present, a majority of the votes properly cast upon any question shall decide the question, except in any case where a larger vote is required by law, the Certificate of Incorporation, these by-laws or otherwise.

**SECTION 3.** Each voting Member shall be entitled to one vote upon each question submitted to a

vote of the Members. Members entitled to vote at a meeting must do so in person, or by signed ballot in a form approved for the purpose, but not by proxy.

**SECTION 4.** The President, or in his/her absence a Vice President, or in his/her absence, a chairman selected by the Members present, shall preside at meetings of the Members. The Secretary shall keep the records of any meeting of Members. In the absence of the Secretary, the presiding officer may appoint a secretary pro tem.

**SECTION 5.** At least 3 months, but not more than 8 months before any meeting of Members, the Secretary shall forward to each voting Member ballots by means of which such Member may vote, along with such other materials as the Council or the President shall designate. The deadline for casting of ballots will not be less than 2 months from the date they were sent. Such ballots and other materials may be sent electronically. The results of any ballots will be presented to the subsequent Business Meeting of Members or distributed.

## **ARTICLE VI- COUNCIL AND OFFICERS**

**SECTION 1.** The business and property of the Society shall be conducted and managed by a Board of Directors which shall be designated the Council of the Society.

**SECTION 2.** The Council shall consist of twenty persons of whom eight shall be Officers comprising a President, a Past President, a President-Elect, a Vice-President, a Secretary, a Senior Treasurer and a Junior Treasurer, the Director of Medical Affairs (as defined in Section 23, who shall be the sole appointed and non-voting member of Council) and twelve Councilors-at-large representing North America, Latin America, Europe, Asia, Africa/Middle East, and Oceania. Each region shall be represented by at least one Councilor-at-large, but the number from any one region shall not exceed the proportion of members in good standing from that region in the Society. Each member of the Council shall be a full Member of the Society in good standing at the time of his/her nomination, election and during his/her term in office. Officers of the Society shall be elected from among those Members who have served one full term on the Council. Councilors-at-large shall be elected from all Members of the Society in the manner provided in these by-laws.

**SECTION 3.** The President, President-Elect and Past President shall serve for 2 years in each position and until their successors are installed in office, which shall occur as the last item of business at the meeting of Members at which the results of the election ballots for their successors are announced. They may not serve again in these positions. The Vice President, the Secretary, and the Treasurers shall normally serve for 4 years, until the end of the meeting of Members at which the results of the election ballots for their successors are announced. They may not succeed themselves in a consecutive term. Councilors at large shall serve for 4 years and until their successors are installed in office, which shall occur as the last item of business at the meeting of members at which the results of the election ballots for their successors are announced. They may not succeed themselves in a consecutive term.

**SECTION 4.** A vacancy in the Council may be filled at the discretion of the remaining members of the Council until a ballot of all Members can conveniently be held. In the case of a Secretary or Treasurer, the successor elected in these circumstances may succeed himself/herself even though he/she has served a fractional term prior to his/her election.

**SECTION 5.** The President shall be chief executive officer of the Society. Subject to the directions of the Council, he/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 may be assigned to him/her by the Council. The President shall be the Chairman of the Council. Succeeding Presidents shall never reside in the same Global Region designated by The Transplantation Society.

**SECTION 6.** The President Elect shall succeed to the office of President upon completion by the President of his/her term in office or upon any earlier vacancy in the office of the President. The

President Elect shall have and exercise such powers and shall perform such duties as from time to time may be conferred upon or assigned to him/her by the Council, or as may be delegated to him/her by the President.

**SECTION 7.** The Immediate-Past-President shall assume this position on completion of his/her term as President, and shall serve as an advisor and consultant to the President.

**SECTION 8.** The Secretary shall be responsible for: the minutes of all meetings of the Council; ensuring that all notices are duly given in accordance with the provisions of law and these by-laws; keeping the membership records of the Society and lists of the membership of committees of the Council and the Society, which lists shall be available on request to the Members; and in general, shall perform all duties incident to the office of a secretary of a corporation, and such other duties as from time to time may be assigned to him/her by the Council. The secretary shall be considered the secretary of the corporation for all purposes relating to the filing in the State of Delaware of any report, certificate, or document of the corporation.

**SECTION 9.** The Treasurers shall have charge and be responsible for all funds, securities, receipts and authorized disbursements of the Society, and shall deposit, or cause to be deposited, in the name of the Society, all Monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Council. They 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 shall submit financial statements compiled by independent public accountants chosen by the Council to the Council and Members at each regular meeting of Members. In general, they shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as from time to time may be assigned to them by Council.

**SECTION 10.** Historian. The Historian shall serve as the reference source for all past practices and policies of the Society since its inception, and will be responsible for collecting, storing and organizing all available archives of the Society. Upon completion of their terms of office, elected officers will make available to the Historian for permanent filing all available minutes, financial records, relevant correspondence and other relevant data and policy statements developed during their tenure. As commissioned by Council at periodic intervals, the Historian may be required to review policy statements, changes in Society regulations and other activities of the Society, for presentation or publication. At the pleasure of the Council, the Historian will be responsible for establishing a narrative written record of the deliberations of the Society and of the various stages of its evolution since the beginning of the Society in 1966. Biographical data and other information regarding all Officers and Councilors who have served the Society since its inception, including photographs, will be a part of the permanent records of the Society. Information will also be gathered on a permanent basis on all individuals honored by the Society, and on all Symposia and Congresses held by the Society. At the request of Council, the Historian will be responsible for preparing and distributing the standard format of the stationary used by the Society and for storing and exhibiting the Society emblem(s) and all other memorabilia including Council and Congress records and photographs. In the interest of continuity in maintaining the permanent archives of the Society, and in the recording of all transactions and deliberations of the Society, the Historian shall be elected by the Council for a period of 6 years and may succeed himself or herself.

**SECTION 11.** Councilors and elected officers of the Society shall not receive compensation for their services.

**SECTION 12.** Any Council member may resign his/her office by giving written notice to the President. Resignations shall be effective at the time specified upon receipt by the President. Members of the Council may be removed for cause by a vote of two thirds of the Council members then in office or by vote of a majority of the Members.

**SECTION 13.** Regular meetings of the Council shall be held at such times and such places as may from time to time be fixed by resolution of the Council. In general, it is anticipated that the Council will meet annually. Special meetings of the Council may be held at any time or place upon the call of the

President or of any four Council members. Notice of meetings shall be given in writing and forwarded to each Councilor not less than 14 days before such meeting. Meetings may be held at any time and place without notice if all the Councilors are present or if those not present shall, before or after the meeting, waive notice thereof. Council members may participate in a meeting of the Council by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**SECTION 14.** Any action required or permitted to be taken at any meeting of the Council or of any committee thereof may be taken without a meeting if a majority of the members of the Council or committee consent thereto in writing following written notice of the proposed action to all members of the Council or committee. All written consents and any dissenting views shall be filed with the minutes of proceedings of the Council or committee as the case may be.

**SECTION 15.** A majority of the Council shall constitute a quorum for the transaction of business.

**SECTION 16.** No councilor or officer of the Society shall be liable to the Society for the acts, receipts, neglects or defaults of any other councilor or officer or employee or agent or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same results in a transaction from which he derived improper personal benefit or which results from acts or omissions not in good faith, intentional misconduct or knowing violation of law or due to his failure to exercise the powers and to discharge the duties of his office honestly, in good faith with a view to the best interests of the Society, provided that nothing herein contained shall relieve a councilor or officer from the duty to act in accordance with applicable law or relieve him from liability under applicable law. The councilors and officers of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Council of the Society.

**SECTION 17.** Subject to applicable law, except in respect of an action by or on behalf of the Society to procure a judgment in its favour, the Society shall indemnify a councilor or officer of the Society, a former councilor or officer of the Society and his heirs and legal representatives, against all costs, charges and expenses, including a fine or an amount paid to settle an action or satisfy a judgment, reasonably incurred by him (including attorneys' fees, disbursements and costs) in respect of any civil, criminal, administrative or investigative action or proceeding to which he is made a party by reason of being or having been a director, councilor, officer or agent (as the case may be) of the Society, if:

- a. he acted honestly and in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Society; and
- b. in the case of a criminal, administrative or investigative action or proceeding that is enforced by a monetary penalty, he had no reasonable cause for believing that his conduct was unlawful.

**SECTION 18.** The Society shall, subject to the approval of a court of law having jurisdiction, indemnify a person referred to in Section 17 in respect of an action by or on behalf of the Society to procure a judgment in its favour, to which he is made a party by reason of being or having been a director, councilor, officer, or agent (as the case may be) of the Society, against all costs, charges and expenses reasonably incurred by him in connection with such action if he fulfills the conditions set out in subparagraphs (a) and (b) of Section 16.

**SECTION 19.** Notwithstanding anything in Sections 16 and 17 above, a person referred to in Section

17 shall be entitled to indemnity from the Society in respect of all costs, charges and expenses reasonably incurred by him in connection with the defense of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a councillor, director, officer or agent (as the case may be) of the Society, if the person seeking indemnity: was substantially successful on the merits of his defense to the action or proceeding; and fulfills the conditions set out in subparagraphs (a) and (b) of Section 16.

**SECTION 20.** In addition to the foregoing and with respect to a person referred to in Section 16, the Society shall also indemnify such person in such other circumstances as applicable law permits (but in such case, subject to the approval of the Councilors of the Society to do so, by majority vote at a Council meeting) or requires.

**SECTION 21.** In determining whether or not a person referred to in Section 16 meets the applicable standard of conduct to permit the application of the indemnities provided by sections 16, 17, 18, 19 and 20, the majority vote of other Councilors not party to such action, suit or proceeding shall be sufficient, subject always to the judgment of a court of law having jurisdiction. For purposes of such determination, lack of good faith shall not be presumed as a result of a settlement agreed to or no contest plea entered by a person referred to in Section 17.

**SECTION 22.** Nothing in the preceding Sections 16 to 21 inclusive shall limit the right of any person entitled to indemnity, to claim indemnity apart from the provisions of those Sections.

**SECTION 23.** There may be a Director of Medical Affairs of the Society appointed by Council from time to time who shall be an *ex officio* but non-voting councillor and also an Officer of the Society. The Director of Medical affairs would be entitled to attend and express views at all meetings of the Council and of any Society committee. The Director of Medical Affairs would be generally responsible for the day-to-day management and administration of the Society's activities and interests, with duties and responsibilities set out in writing and as directed from time to time by the President. The Director of Medical Affairs would be supervised by and report to the President and Council, as appropriate. As a Society Councillor and Officer, the Director of Medical Affairs would be entitled to the full benefit of the provisions of Sections 16 to 21 inclusive of this Article VI.

## **ARTICLE VII - COMMITTEES**

The Officers of the Society shall comprise the Executive Committee of the Council and will be responsible for general supervision of the Society's daily business affairs. The Council shall appoint committees either as standing or special committees from time to time to do such things and have such powers and serve upon such terms as the resolution establishing the committee shall provide. These committees will normally be responsible for organization of the Society's biennial Congress and other symposia, review of bylaws, nomination of additional Officers and Councilors, (if required under Article VIII) consideration of ethical issues, communications, education, awards and other matters. Minutes shall be kept of all Committee meetings and shall be submitted to the Executive Committee for approval and a copy provided to all Councilors. Except where otherwise stipulated by the President, actions of all committees shall be taken by a simple majority of the members present and voting, and any number of members greater than one-half of the total committee membership shall constitute a quorum. Actions of all committees shall be subject to review and approval by the Council.

## **ARTICLE VIII - ELECTIONS**

At least 6 months but not greater than 12 months before each regular meeting of Members, the Secretary shall send to each Member a notice stating the offices among the elected Officers and the Councilors-at-large to be filled by elections. A person may be nominated if his/her name is submitted by a writing or writings signed by at least three Members and accompanied by a five line summary of his or her curriculum vitae as well as a written acceptance to stand for election. A member in good standing may nominate himself or herself. The Council shall make additional nominations of

appropriately qualified members to ensure that there is at least one nominee for each vacancy among the elected Officers and Councilors-at-large. The Secretary shall arrange a ballot of all Members to fill the vacancies, as prescribed in these by-laws.

#### **ARTICLE IX - BALLOTS**

In these By-Laws, wherever reference is made to "ballots", this shall be interpreted as including paper and/or electronic ballots.

#### **ARTICLE X - SECTIONS**

Formally constituted associations, organizations or societies whose aims are integral to the Society may upon application to the Council and upon such terms as it shall deem appropriate be designated by the Council as Sections of the Society. The Council may authorize the execution of an agreement with such associations recognizing such designation and containing such other terms as it shall approve.

#### **ARTICLE XI - AFFILIATED ASSOCIATIONS**

Formally constituted associations, organizations or societies whose aims are consistent with the wider goals of the Society may upon application to the Council and upon such terms as it shall deem appropriate be designated by the Council as Affiliated Associations. The Council may authorize the execution of an agreement with such associations recognizing such designation and containing such other terms, as it shall approve.

#### **ARTICLE XII - EXECUTION OF DOCUMENTS BY THE CORPORATION**

**SECTION 1.** All cheques and drafts drawn upon the Society's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations, and other instruments for the payment of money, shall be signed by such Officer or Officers, agent or agents, as shall be thereunto authorized from time to time by the Council, which may in its discretion authorize any such signature to be facsimile.

**SECTION 2.** Except as otherwise provided in Section 1 of this Article X, all contracts, agreements, endorsements, assignments, transfers, stock powers, or other instruments shall be signed by two of the following people: the President, the President Elect, Director of Medical Affairs, the Secretary or a Treasurer; provided, however, that the Council may in its discretion, require any or all of such instruments to be signed by only one such Officer, or may permit any or all such instruments to be signed by such other agent or agents as it shall thereunto authorize from time to time.

#### **ARTICLE XIII - WAIVERS OF NOTICE**

Whenever any notice is required to be given by law, or under the provisions of the Certificate of Incorporation or of these by-laws, such notice may be waived in a writing signed by the person or persons entitled to such notice, or by his/her attorney or attorneys thereunto authorized, whether before or after the event or action to which such notice relates.

#### **ARTICLE XIV - FISCAL YEAR**

The fiscal year of the Society shall end on such date as the Council may by resolution specify and the Council may by resolution change such date for future years at any time or from time to time.

**ARTICLE XV - AMENDMENTS**

A majority of voting Members voting either in person or by ballot may alter, amend or repeal these by-laws and adopt new by-laws. An amendment must be proposed in writing by 10 Members and submitted to the President. The President shall submit the proposed amendment to the Council. A statement of the Council's recommendations and a reasonably short statement setting forward the substance of and the reasons for the proposed change by those proposing the amendment shall be included in the presentations at its Business Meeting or in the ballot of all Members.