

- BYLAWS -

NORTH AMERICAN TRANSPLANT COORDINATORS ORGANIZATION

The organization shall be known as the North American Transplant Coordinators Organization (henceforth referred to in this document as NATCO).

NATCO shall be incorporated in the State of Texas as a non-profit educational corporation. The powers of the corporation and its directors and members concerning the conduct and regulation of the affairs of the corporation shall be subject to the provisions set forth in the Articles of Incorporation and by these Bylaws.

I. MEMBERSHIP

There shall be five categories of membership: Practitioner, Colleague, Patron, Benefactor and Emeritus.

A. PRACTITIONER

Practitioners certified by ABTC and/or

1. Clinician Practitioner

- a. Clinical Practitioner: Professionals whose primary responsibilities are directly involved with coordinating the multi-disciplinary approach in the evaluation, treatment and facilitation of the transplant process, research and the follow-up care of those individuals and families receiving organ and/or tissue transplants.
- b. Procurement Practitioner: Professionals whose primary responsibilities are directly involved with coordinating the multi-disciplinary approach for the evaluation, management, recovery and allocation of organs and/or tissue for transplantation.

2. Non-Clinician Practitioner

- a. Individuals whose primary responsibilities are directly involved with donation and transplantation who do not otherwise qualify under Clinician Practitioner, Colleague, Patron, Benefactor or Emeritus status. Refer to the Policy and Procedure Manual for specific examples.

3. Practitioner Benefits

- a. May vote in all general elections.
- b. May hold elected office, including President, President-Elect, Immediate Past President, Secretary, Treasurer, and Councilor at Large.

- c. May chair a committee, workgroup or be a member of any standing committee.
 - d. Additional benefits of Practitioner membership are described in the Policy and Procedure Manual.
- B. COLLEAGUE
 - 1. Individuals who do not meet the definition of Practitioner member, but whose interests or efforts can be construed as beneficial to NATCO.
 - 2. Colleague Benefits
 - a. May vote in all general elections
 - b. May chair a committee, workgroup or be a member of any standing committee.
 - c. Additional benefits of Colleague membership are described in the Policy and Procedure Manual.
- C. PATRON
 - 1. Any individual, corporation, society, institution, partnership or foundation whose interests or efforts can be construed as beneficial to NATCO. This status requires a minimum contribution of \$10,000 annually. Any gift that is restricted or conditional must have the approval of the Board of Directors.
 - 2. Patron Benefits
 - a. May serve as a member of designated committees or workgroups.
 - b. Additional benefits of Patron membership are described in the Policy and Procedure Manual.
- D. BENEFACTOR
 - 1. Any individual, society, institution, partnership or foundation whose interests or efforts can be construed as beneficial to NATCO. This status requires a minimum contribution of \$25,000 annually. Any gift that is restricted or conditional must have the approval of the Board of Directors.
 - 2. Benefactor Benefits
 - a. May serve as a member of designated committees or workgroups.
 - b. Additional benefits of Benefactor membership are described in the Policy and Procedure Manual.

E. EMERITUS

1. Eligibility:
 - a. Any individual must be a member for five or more years, retired and over the age of 55. Retired will mean “not currently working in a full-time position.”
 - b. A member who is 62 years old, still working and has been a member for 10 years or more.
2. Requirements:
 - a. Applicants will be required to furnish their dates of birth for verification.
 - b. Emeritus status will be current for one year.
 - c. Emeritus status must be renewed annually.
3. Benefits:
 - a. May vote in all general elections
 - b. May chair a committee, workgroup or be a member of any standing committee.
 - c. An annual membership fee will be \$50 annually.
 - d. A \$100 reduction in annual meeting registration fee.
 - e. Open to all types of memberships within NATCO.

F. The Board of Directors shall approve the guidelines by which applicants for membership are considered.

G. Each membership is personal and non-transferable.

II. GOVERNANCE

A. The Board of Directors shall be the governing body of NATCO. The Board of Directors shall have the final determination of all fiscal, administrative and education matters. The Board of Directors may delegate to workgroups and standing committees specific responsibilities unless prescribed otherwise in these Bylaws.

1. The Board of Directors shall be comprised of President, President Elect, Secretary, Treasurer, no less than five and no more than eight elected Councilors at Large, and Immediate Past President. All members of the Board of Directors shall serve without compensation.
2. All members of the Board of Directors shall serve for a term of two years, or as stated otherwise in this document. Councilors shall be allowed to serve for no more than two consecutive two-year terms in the same position.
3. All members of the Board of Directors shall be voting members and each member of the Board of Directors, shall have one vote on the Board and

must be present to cast such vote. In all matters, majority vote shall prevail. A majority of the Board shall constitute a quorum and shall be required for the transaction of business at all meetings of the Board of Directors.

4. All meetings of the Board of Directors shall be open to the membership of NATCO.

- B. Robert's Rules of Order (newly revised) shall govern the conduct of business of NATCO in all cases in which they are applicable and are not in conflict with these Bylaws, the Articles of Incorporation, or other policies or rules of this organization. The parliamentarian may be appointed or retained by the Board of Directors for any meeting of the NATCO membership or Board of Directors.

- C. For the Annual Business Meeting, 10% of the Practitioner, Colleague and Emeritus status members registered and in attendance at the Annual Business Meeting shall constitute a quorum for the conduct of business.

III. BOARD OF DIRECTORS

The members of the Board of Directors shall have the following duties:

- A. **PRESIDENT:** The President shall be the Chief Executive Officer and the spokesperson for NATCO. The President is an ex-officio member of any and all workgroups and standing committees. The President shall appoint all workgroup and standing committee chairpersons in accordance with Article V and establish any Ad Hoc committees. The President shall have all rights and privileges consistent with the office of President. The President shall serve for a term of one year. The President shall represent NATCO on the UNOS Board of Directors.

- B. **PRESIDENT-ELECT:** The President-Elect shall succeed to the office of President upon the completion of the President's term of office or upon an earlier vacancy in the office of the President, except as elsewhere noted in these Bylaws. The President-Elect shall assume all of the duties and responsibilities of the President in the President's absence or in the President's inability to fulfill the duties of office, such inability to be determined by the Board of Directors and reported to the general membership for approval within 21 days of such action. The President-Elect is an ex-officio member of any and all workgroups and standing committees. The President-Elect shall have all of the rights and privileges consistent with the office of President-Elect. The President-Elect shall serve for a term of one year.

- C. **SECRETARY:** The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership of NATCO; shall see that all notices are duly given in accordance with the provisions of these Bylaws and shall be custodian of

all contracts, assignments and other legal documents and records. The Secretary shall be responsible for filing all required corporate reports and papers. The Secretary shall be responsible for disseminating to the full membership the transaction of all business conducted at the Annual Meeting. The Secretary will be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms. The two-year term of office will become effective with the 1994-1995 Board of Directors election. The Secretary shall have all of the rights and privileges consistent with the office of Secretary.

- D. **TREASURER:** The Treasurer shall be responsible for keeping an account of all monies received, all assets and payment of all federally insured banks(s), trust company(s) and/or savings and loan association(s) as approved by the Board of Directors. The Treasurer will present a financial report at all meetings of the Board of Directors, at the Annual Meeting and at any other time when called upon by the President. The Treasurer will present the proposed budget for adoption by the Board of Directors. The Treasurer shall be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms. The Treasurer shall have all of the rights and privileges consistent with the office of Treasurer.
- E. **COUNCILORS:** The elected Councilors at Large shall have rights and privileges of members of the Board of Directors and shall perform any duties determined by the President. They will be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms.
- F. **IMMEDIATE PAST PRESIDENT:** The Immediate Past President shall serve on the Board of Directors as a senior member to lend expertise to the current President, shall serve as a member of the Nominations and Elections Committee and shall perform any other duties determined by the President. The Immediate Past President shall serve for a term of one year.
- G. **Removal from the Board of Directors**
 - 1. Any person elected to the Board of Directors may be removed with cause by a majority vote, with the exception of the Board member in question, of the Board of Directors. Such person shall be notified in writing by certified mail, return receipt requested.
 - 2. The member of the Board shall be given full opportunity for redress of grievances. Such person shall be invited to appear at a hearing before the Board of Directors only after notification of such hearing has been presented in writing and transmitted via certified mail, return receipt requested, not less than 30 days prior to the hearing. The member of the Board may alternately reply in writing.

3. Any person removed from the Board of Directors by majority vote due to unprofessional behavior shall be permanently ineligible to serve on future NATCO boards.

IV. ELECTIONS

- A. Not less than 90 days prior to the Annual Meeting, Practitioner, Colleague and Emeritus members in good standing will receive the slate of candidates as proposed by the Nominations and Elections Committee.
 1. All elections shall be determined by a plurality of the votes cast. In the event of a tie, a run-off election shall be held.
 2. The manner of the ballot and conditions to assure proper control shall be determined by the Nominations and Elections Committee and approved by the Board of Directors.
- B. The newly elected members of the Board of Directors shall assume their respective offices upon the conclusion of the Annual Meeting.
- C. A practitioner member may be a candidate for election to the position of President-Elect, Secretary or Treasurer if the person has served on the Board of Directors within five years prior to the year of nomination. A Practitioner member may be a candidate for the position of President-Elect, Secretary or Treasurer if he/she has been a member of NATCO for five (5) consecutive years as of December 31 immediately prior to the election.
- D. A Practitioner member may be a candidate for Councilor at Large if he/she has been a member of NATCO for at least three (3) consecutive years as of December 31 immediately prior to the election. In addition, the individual must have served as a committee or workgroup chairperson.
- E. The Board will adhere to the following process to fill a vacancy on the Board of Directors:
 1. If the office of President becomes vacant, the President Elect shall fulfill the balance of the unexpired term, and will then continue on as President for the term in which he/she was elected.
 2. If the President-Elect is unable to take office as President a special election must be held to ensure the position is filled through the election process.
 3. If any position becomes vacant for any reason, the position be filled or remain vacant as outlined in the Policy and Procedure Manual.

V. COMMITTEES

- A. There shall be the following standing committees:
1) Ethics, 2) Hospital Development Committee, 3) Procurement Committee, 4) Tissue Committee 5) Family Care and Consent Committee, 6) Thoracic Committee, 7) Liver/Intestine Committee, 8) Kidney/Pancreas Committee, 9) Living Donor Committee, 10) Nominations and Elections, 11) Public Policy and 12) Research

The following committees will consist of volunteer NATCO members that practice in the described area and will be called on to supply expertise or volunteers for NATCO education meetings or other Board projects or initiatives.

1. ETHICS COMMITTEE

The **Ethics Committee** establishes and maintains a process to research ethical issues in donation and transplantation and participates in forums for discussion and understanding of ethical principles. The Ethics Committee will also create new position statements and review current position statements on various topics important to NATCO membership.

2. HOSPITAL DEVELOPMENT COMMITTEE

The **Hospital Development** Committee will be responsible for providing content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the hospital development professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

3. PROCUREMENT COMMITTEE

The **Procurement Committee** will be responsible for providing content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying

the educational needs of the NATCO membership, establishing and developing the standards of practice of the procurement professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

4. TISSUE COMMITTEE

The **Tissue Committee** will be responsible for providing content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the procurement professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

5. FAMILY CARE AND CONSENT COMMITTEE

The **Family Care and Consent** Committee will be responsible for providing content expertise to the President, the Board of Directors, other committees and the NATCO membership. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the strategic initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the family care and consent professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

6. THORACIC COMMITTEE

The **Thoracic Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the thoracic transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

7. LIVER/INTESTINE COMMITTEE

The **Liver/Intestine Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The committee will be responsible to provide content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The Committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the liver/intestine transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

8. KIDNEY/PANCREAS COMMITTEE

The **Kidney/Pancreas Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the kidney/pancreas transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the organ donation and transplantation community.

9. LIVING DONOR COMMITTEE

The **Living Donor Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The Committee will be responsible to provide content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the living donor transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the President to legislative, regulatory and policy development in the donation and transplantation community.

10. NOMINATIONS AND ELECTIONS COMMITTEE:

The **Nominations and Elections Committee** will identify and recommend to the Board the slate of candidates for elected office by identifying NATCO members who are qualified to lead the organization in accordance with guidelines approved by the Board of Directors.

11. PUBLIC POLICY COMMITTEE

The **Public Policy Committee** will work with the Immediate Past President, the Past President and the Washington Representative to set legislative priorities, and to communicate these initiatives to the membership and to facilitate membership participation and active support of these legislative initiatives. The Public Policy Committee will also create position statements on various topics important to NATCO membership.

12. RESEARCH COMMITTEE

This committee will develop and publish appropriate guidelines for presentation of scientific data provided by NATCO members. This committee will review abstracts submitted for the annual meeting for grant and/or research awards. They may conduct research and/or direct surveys on behalf of the membership and ultimately maintain results for publication. The Research Committee will develop educational materials and tools to facilitate the membership participation and contribution to related research.

- B. Committees and workgroups necessary to conduct the business of the organization may be added or deleted by the President at any time, with the Board of Directors' (BOD) approval. Projects identified by the BOD will be assigned a Chair and associated members or Project Leader and associated team.

VI. MEETINGS

- A. There shall be an Annual Business Meeting of NATCO. Written notification of this meeting shall be mailed to the full membership not less than 90 days prior to the designated meeting. The Board of Directors is responsible for the formulation of the agenda and other arrangements and preparation necessary for the hosting of the Annual Business Meeting. This meeting shall be held during the Annual Meeting of NATCO.

- B. There shall be three meetings of the Board of Directors annually. The time and place of such meeting shall be determined by the Board of Directors and will be communicated to the membership.

VII. BUDGET

- A. The chairpersons of each workgroup and standing committee shall assist in the development of a budget with the Treasurer.
- B. The Treasurer shall transmit to the Board of Directors the recommended budget for the coming fiscal year 60 days before the end of the calendar year.
- C. Upon receipt of the recommended budget, the Board of Directors shall review the recommended budget and, after considering it as deemed necessary and appropriate, approve a budget for the coming fiscal year. Such approval must occur no later than December 1 prior to the start of the fiscal year.

VIII. DUES, REGISTRATION FEES AND ASSESSMENTS

- A. The Board of Directors shall establish policies and procedures regarding the annual membership dues. Such policies may include but not be limited to the establishment of late fees, reinstatement fees, partial year dues and application fees.
- B. Registration fees for the Annual Meeting shall be approved by the Board of Directors, upon recommendation of the Treasurer.

IX. APPROVAL, ADOPTION AND AMENDMENT OF BYLAWS

- A. A proposal for Bylaws amendment may be submitted by any Practitioner, Colleague or Emeritus member in writing to the Board of Directors. Such amendment will be presented to the Board of Directors and then to the entire membership for a vote.
- B. The following process will be followed when making any Bylaws change:
 - The amendment will be presented to Practitioner, Colleague and Emeritus members at least 90 days prior to voting, the first 60 days of which will be open for discussion electronically and at the Annual Business Meeting
 - Members will have access to the comments regarding proposed amendments from the business meeting and from the general discussion period prior to voting. The voting period will end 30 days after the Annual Business Meeting.

- Approval under this paragraph shall require a majority vote (greater than 50%) of active membership, who respond within 30 days of the Annual Business Meeting.
- C. In the event that a Bylaws amendment is requested more than three months before the next Annual Business Meeting, discussion can take place through electronic or written means only. Voting will end 30 days after the voting period is declared open. All other regulations will remain the same.
- D. Bylaws amendments become effective immediately upon approval unless otherwise included as a part of the statement.
- X. Additional documentation stated in the above text may be obtained from the NATCO Executive Office:
- A. Policy and Procedure Manual as stated in Section 1.A.2.a
 - B. Roberts Rules of Order as stated in Section II.B
 - C. Articles of Incorporation as stated in Section II.B
 - D. A copy of the Annual Budget as stated in Section VII
- XI. MISCELLANEOUS
- A. The fiscal year of NATCO shall commence on January 1 of each year.
 - B. The official seal of NATCO shall be: (seal)
 - C. The Board of Directors of NATCO shall approve the official logo of NATCO.
 - D. There shall be a complete review of the Bylaws every five years.
 - E. There shall be a complete review of the public policy statements every two years.
 - F. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such a manner and to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended) as the Board of Directors shall determine.

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