

OPTN/UNOS Policy Notice - Rewrite of Bylaws Article II: Board of Directors

Sponsoring Committee: Executive
Policy/Bylaws Affected: Bylaws Article II: Board of Directors, Article III:
Nominating Committee, Article IV: Executive
Committee, Article VI: Officers, and Article IX:
Regions
Public Comment: January 23, 2017 - March 24, 2017
Effective Date: September 1, 2017

Problem Statement

The Executive Committee requested these changes to the OPTN Bylaws to address multiple issues:

- The process for nominating and electing Board members is spread out among different sections of the Bylaws, making it difficult for members of the transplant community to determine how voting Directors (officers, regional councillors, and at-large representatives) are chosen.
- Conflicting language regarding the Board's ability to extend a voting Director's term.
- No established, transparent, and consistent process for filling vacancies on or removing Directors from the Board of Directors, the Executive Committee, and the Nominating Committee.
- Officers can only hold one position at a time. This does not provide for any flexibility in instances where an officer vacancy occurs and there is a need for one individual to fulfill the responsibilities of two officers.
- Missing the requirement that regional or associate councillors reside or be employed in the region they represent throughout the length of their term.

Summary of Changes

The updated Bylaws will achieve the following:

- Clarifies that the maximum number of Board members (42) applies to voting Directors and the OPTN Executive Director and that two HHS representatives are not included in that count.
- Clarifies that the voting Directors approve the final slate of nominees for the national ballot of the Board of Directors with a majority vote of those present at the meeting.
- Clarifies that the Nominating Committee recommends a slate of officers and at-large directors, and that regions elect an associate councillor who subsequently becomes the nominee for regional councillor (except in rare cases of regional or associate councillor vacancies).
- Allows an officer to serve in more than one position for the unexpired term of another officer vacancy.
- States that if a vacancy occurs in the office of the president, the vice president will become the president and serve the unexpired portion of the previous president's term, plus the normal one-year term.
- Adds language to require that the regional councillor and associate councillor reside or be employed in the region they represent throughout the entirety of their term in these roles.
- Clarifies that individual members serving on OPTN/UNOS Committees who are not affiliated with a transplant hospital, OPO, or histocompatibility laboratory have regional voting privileges.

- Clarifies the Board’s options for extending a term and the voting threshold required to do so. In the case of a regional councillor vacancy, the Board will have the option to extend the current regional councillor for up to a year, appoint the associate councilor to serve for three years, or fill the vacancy with a new Director to serve for the unexpired portion of the Director’s term.
- Makes consistent the voting Directors’ authority to fill vacancies and remove voting Directors, and clarify the voting threshold that applies to each action.
- Adds language to clarify how vacancies will be filled on the Executive and Nominating Committees.

What Members Need to Do

OPTN members should familiarize themselves with the changes; members who print copies of the Bylaws should print updated versions.

Affected Policy Language

Proposed new language is underlined (example) and language that is proposed for removal is struck through (~~example~~).

1 **Article II: Board of Directors**

2 **2.1 Composition**

3 The Board of Directors must have at least 34 but not more than 42 voting Directors.

4
5 The following serve *ex-officio* and do not have a vote on the Board of Directors:

- 6
7 ■ The Executive Director
- 8 ■ The U.S. Department of Health and Human Services (HHS) Project Officer for the OPTN Contract
- 9 and the Director of the Division of Transplantation, or representatives they designate

10
11 All voting Directors serve on the Board without compensation.

12 13 **A. Officers**

14 The OPTN Board of Directors includes the following officers:

- 15
16 1. President
- 17 2. Vice president
- 18 3. Vice president of patient and donor affairs
- 19 4. Treasurer
- 20 5. Secretary

21
22 Additional officers may include one or more assistant treasurers and assistant secretaries, who

23 are periodically nominated by the president and elected by the Board of Directors.

24
25 Officers may only hold one position on the Board at a time, except when an officer is appointed

26 by the Board in an additional officer role to fill a vacancy for the unexpired term of another officer.

27
28 Officers must perform their duties according to *Article VI: Officers*.

29

30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74

B. Regional Councillors

The Board must include regional councillors who are representatives chosen by the voting members and member electors of each of the 11 geographic regions in the United States. The regional councillor serves as the region’s representative on the Board of Directors. If the regional councillor is absent from a Board of Directors meeting, the associate councillor may represent the region in place of the councillor, but the associate councillor does not have a vote. The councillor from each region is responsible, along with the president and the Executive Director, for coordinating regional activities to transact the business of the OPTN.

C. At-Large Directors

The Board must ensure that At-Large Directors represent the following categories:

- Transplant physicians and surgeons. Approximately 50 percent of the voting Directors will be surgeons or physicians directly involved in organ transplantation or donation.
- Non-physician transplant professionals, including transplant coordinators and individuals representing organ procurement organizations (OPOs) and transplant hospitals.
- Histocompatibility professionals.
- Individuals served by the OPTN, including transplant candidates, recipients, organ donors and their family members. At least 25 percent of the Directors will come from this category. These members should represent the minority and gender diversity of this population.
- Voluntary health organization representatives.
- At least one pediatric specialist.
- Non-transplant professionals, including professionals from law, theology, ethics, health care financing, public health, social and behavioral sciences, and labor and management unrelated to health care.

Directors representing transplant candidates, recipients, donors, and family members are required to certify that they are not employees of, or do not act on behalf of, OPOs, transplant hospitals, voluntary health organizations, transplant coordinators, histocompatibility professionals, or other non-physician transplant professionals. The Board of Directors may, however, waive this requirement for as many as 50 percent of these Directors.

The immediate past president of the OPTN Board of Directors is a member of the Board for a one-year term following the term as president.

2.2 Election

The voting Directors must approve by majority vote of those present a slate of nominees to be included on the national ballot for the annual meeting. All voting Directors are elected by vote of OPTN members with voting privileges and member electors. The OPTN members and member electors vote, either in person or by proxy, at the annual meeting when a quorum is present. Voting Directors may also be elected at any special meeting of the members if the Board of Directors is being expanded, or if a Director must be replaced for any reason.

Each OPTN member and member elector has only one vote for each Director position.

75 **A. Election of Officers**

76 The president and vice president are elected by vote of OPTN members each year. The treasurer
77 is elected in odd-numbered years. The secretary and the Vice President of Patient and Donor
78 Affairs are elected in even-numbered years. For more information, see *Article VI: Officers.*
79

80 **B. Election of Regional Councillors**

81 Each OPTN region must elect an associate councillor, according to *Article 9.4: Regional*
82 *Elections.* Unless otherwise determined by the nominating region, the associate councillor will
83 subsequently become the region's nominee for regional councillor. The regional councillor
84 nominee will be included on the national ballot of candidates for the Board of Directors.
85

86 **C. Election of At-Large Directors**

87 Members with voting privileges and member electors will elect At-Large Directors by majority vote
88 at the annual meeting.

89

90 **2.3 Terms**

91 All Director terms begin on July 1 following the annual meeting to elect the Board of Directors.
92

92

93 **A. Officer Terms**

94 The president and vice-president serve one-year terms. The president and vice-president may
95 not serve consecutive terms, except in the case of a vacancy in the office of president. If the vice
96 president becomes president due to a vacancy, the vice president will be eligible for one
97 succeeding one-year term as president.
98

98

99 The treasurer, secretary, and the vice president of patient and donor affairs serve two-year terms.
100 These officers may serve consecutive terms.
101

101

102 The Board of Directors may not extend the term of an officer.
103

103

104 **B. Regional Councillor Terms**

105 Regional councillors serve for a term of two years. Regional councillors must reside or be
106 employed in the region they represent at all times during their term.
107

107

108 Regional councillors cannot serve consecutive terms in the regional councillor role, except when
109 appointed by a majority of voting Directors to serve for up to one year before or after their term as
110 regional councillor to fill a vacancy in their respective region.
111

111

112 **C. At-Large Director Terms**

113 At-Large Directors will serve for a term of two years, with exceptions as noted below.
114

114

115 These At-Large Directors serve three-year terms:
116

116

117 ■ Transplant candidates.

118 ■ Transplant recipients.

119 ■ Organ donors.

- 120 ▪ Family members of transplant candidates, recipients or organ donors.
- 121 ▪ Representatives of voluntary health organizations.
- 122 ▪ Representatives of the general public.

123
124 The Board of Directors may extend the term of an At-Large Director for one year, by majority vote
125 of all voting directors present at the meeting. An At-Large Director's term may not be extended
126 more than two consecutive times.

127
128 **2.4 Vacancies**

129 Except in the case of a vacancy in the office of president, the Board of Directors may fill a vacancy by
130 appointing a Director by majority of all voting Directors for the unexpired portion of the Director's term.

131
132 If there is a vacancy in the office of president, the vice president will become president and will serve in
133 that role for the unexpired portion of the term.

134
135 **2.5 Removals**

136 The Board may remove a director for any reason with at least two-thirds vote of all Directors at any
137 regular or special meeting of the Board of Directors.

138
139 **2.6 Meetings**

140 The OPTN Board of Directors will hold regular meetings at least twice each year at a time and location
141 selected by the Executive Director. The OPTN Board of Directors will hold one of these meetings in the
142 Washington, D.C. metropolitan area, which includes Richmond, VA. The Executive Director or the
143 president may call other regular or special meetings as it considers necessary. The Board may also call a
144 special meeting with at least 25 percent of voting Directors submitting a written request to the Executive
145 Director.

146
147 The OPTN Board of Directors must ensure that meetings are open to the public. However, the Board of
148 Directors may hold closed sessions for discussions involving confidential medical peer review matters
149 including OPTN membership approval, credentials, monitoring, or disciplinary matters as defined in the
150 OPTN contract. The Board may also hold closed sessions for discussing matters involving individuals
151 where an open meeting would compromise their privacy.

152
153 Representatives from the Federal Government serving on the Board of Directors, or their chosen
154 representatives, will be included in closed sessions of OPTN meetings.

155
156 **A. Notice of Meetings**

157 Approximately two weeks prior to a regular meeting, the OPTN Contractor must provide the
158 Directors written notice, including information on the date, time, place, and agenda for the
159 meeting. The Executive Director must distribute the Board of Directors meeting agenda to OPTN
160 members at least 10 days before the date of the meeting.

161
162 A Director who signs a waiver of notice at any time will be exempt from the requirement of written
163 notice. A Director who attends a meeting is assumed to have had adequate notice of the meeting
164 unless the Director attends only to object that the meeting is not lawfully convened.

165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209

B. Quorum

Fifty percent of the voting Directors constitute a quorum for transacting business at any meeting of the Board.

The following Directors do not count toward the quorum requirements specified in these Bylaws:

- Individuals serving on the Board of Directors as representatives of the U.S. Department of Health and Human Service (HHS)
- The OPTN Executive Director

C. Board Actions

When a quorum is achieved, a majority vote of the voting Directors present is required to act at the meeting. There are two exceptions to the majority requirement:

1. When different voting requirements are defined in the Bylaws.
2. When an amendment to the Bylaws requires approval by a majority of all of the voting Directors, not just those present at the meeting.

D. Actions without a Meeting

The Board may take action without a convened meeting if there is unanimous written consent of all voting Directors. In order for actions to be taken without a meeting, all Directors must vote on the action and the vote must be unanimous.

2.7 Conflicts of Interest

It is the OPTN policy that all Directors avoid conflicts of interest and the appearance of conflicts of interest. It is recognized that all Directors are directly or indirectly involved in organ donation, procurement and transplantation, and that the OPTN benefits from their collective expertise and experience in the development and implementation of OPTN policies.

However, issues that involve certain institutions or individuals may involve conflicts of interest. Directors must disclose employment or activities that might provide personal or financial gain related to the outcomes of matters affecting the OPTN and to act as required to avoid a conflict or the appearance of a conflict of interest. Avoiding conflicts of interest or the appearance of conflicts of interest may require that a Director abstain from voting on a matter or leave the room during discussion of the matter after providing relevant information to the Board.

2.8 Relationship of the OPTN Board and the OPTN Contractor’s Board

When the OPTN contract requires it, the OPTN Board of Directors will be elected in parallel with and using the same procedures as the OPTN Contractor’s Board of Directors, resulting in identical memberships. This enables the OPTN Contractor to perform tasks required by the OPTN contract under the authority of the OPTN Board of Directors.

The Board of Directors will convene as the OPTN Board to conduct OPTN business and the OPTN Contractor Board to conduct OPTN Contractor business. Activities of the Board of Directors, while acting

210 as the OPTN Board, will be limited only to activities and business of the OPTN. To accomplish this,
211 separate agendas or sections within a combined agenda will identify if an item is OPTN business or
212 OPTN Contractor business. Consistent with this process, OPTN Committees are appointed in parallel
213 with OPTN Contractor Committees and operate under these same procedures.
214

215 **2.1—Composition**

216 The Board of Directors must have at least 34 but not more than 42 Directors. Provided that at least one
217 nomination is received from each category, the Directors will represent the following categories:
218

- 219 ■ ~~Transplant physicians and surgeons. Approximately 50 percent of the Directors will be surgeons or~~
220 ~~physicians directly involved in organ transplantation or donation.~~
- 221 ■ ~~Non-physician transplant professionals, including transplant coordinators and individuals representing~~
222 ~~organ procurement organizations (OPOs) and transplant hospitals.~~
- 223 ■ ~~Histocompatibility professionals.~~
- 224 ■ ~~Individuals served by the OPTN, including transplant candidates, recipients, organ donors and their~~
225 ~~family members. At least 25 percent of the Directors will come from this category. These members~~
226 ~~should represent the gender and racial diversity of this population.~~
- 227 ■ ~~Individuals representing voluntary health organizations.~~
- 228 ■ ~~Pediatric specialists. At least one Director must represent pediatric interests.~~
- 229 ■ ~~Non-transplant professionals, including professionals from law, theology, ethics, health care~~
230 ~~financing, public health, social and behavioral sciences, and labor and management unrelated to~~
231 ~~health care.~~

232
233 ~~Directors representing transplant candidates, recipients, donors, and family members are required to~~
234 ~~certify that they are not employees of, or do not act on behalf of, OPOs, transplant hospitals, voluntary~~
235 ~~health organizations, transplant coordinators, histocompatibility professionals, or other non-physician~~
236 ~~transplant professionals. The Board of Directors may, however, waive this requirement for as many as 50~~
237 ~~percent of these Directors.~~
238

239 ~~The immediate past president of the OPTN Board of Directors is automatically a member of the Board.~~
240

241 ~~The Project Officer for the OPTN Contract and the Director of the Division of Transplantation (DoT) of the~~
242 ~~U.S. Department of Health and Human Services (HSS), or a representative they designate, serve *ex-*~~
243 ~~*officio* and do not have a vote on the Board of Directors.~~
244

245 **2.2—Election**

246 ~~Directors of the OPTN Board are elected by majority vote of members with voting privileges. The~~
247 ~~members vote, either in person or by proxy, at the annual meeting when a quorum is present. Directors~~
248 ~~may also be elected at any special meeting of the members if the Board of Directors is being expanded,~~
249 ~~or if a Director must be replaced for any reason.~~
250

251 ~~Each voting member has only one vote for each Director position.~~
252

253 ~~The officers will be elected by the voting members, not by the Directors. The treasurer and the vice~~
254 ~~president of Patient & Donor Affairs are elected in odd-numbered years. The Secretary is elected in even-~~
255 ~~numbered years. For more information, see *Article VI: Officers.*~~

256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299

2.3—Terms

~~Directors will serve for a term of two years, with exceptions as noted below. Terms begin on July 1 following the election of the Board of Directors.~~

~~These Directors serve three-year terms:~~

- ~~▪—Transplant candidates.~~
- ~~▪—Transplant recipients.~~
- ~~▪—Organ donors.~~
- ~~▪—Family members of transplant candidates, recipients or organ donors.~~
- ~~▪—Representatives of voluntary health organizations.~~
- ~~▪—Representatives of the general public.~~

~~The Board of Directors may vote to extend the term of any of these Directors and regional councillors for one year. A Director's term may not be extended more than two times.~~

~~The treasurer, secretary and the vice president of patient and donor affairs serve two-year terms. All other officers serve one-year terms.~~

2.4—Regional Representatives

~~There are 11 identified OPTN geographic regions in the United States. For more information about the OPTN regions, see *Article IX: Regions* of these Bylaws. Each OPTN region elects a councillor and associate councillor through a vote of its members with voting privileges.~~

A.—Regional Councillor

~~The councillor serves as the region's representative on the Board of Directors. Each region determines the guidelines for electing councillors. The councillor from each region is responsible, along with the president and the Executive Director, for coordinating regional activities to transact the business of the OPTN.~~

~~Regional councillors are included on the national ballot of candidates for Board of Directors. Members then elect the regional councillors at the annual meeting to serve for two-year terms that begin July 1 following the election. Councillors cannot serve consecutive terms as councillors, except that councillors may be appointed by the Board of Directors to serve for up to one year before or after their term as councillor to fill a vacancy in their respective region.~~

~~Councillors may be removed from the Board of Directors for any reason by majority vote of the region's members, member electors, and individuals with voting privileges. The majority vote must be supported by signed ballots presented to the president or the Board of Directors.~~

B.—Associate Councillor

~~Each region determines the guidelines for electing associate councillors. The associate councillor represents the region on the Membership and Professional Standards Committee (MPSC). If the~~

300 ~~councillor is absent from a Board of Directors meeting, the associate councillor may represent the~~
301 ~~region and act in place of the councillor, but the associate councillor does not have a vote.~~

302
303 ~~Associate councillors serve on the MPSC for a two-year term that begins July 1 following the~~
304 ~~election. Associate councillors cannot serve consecutive terms as associate councillors.~~

305
306 **C. ~~Regional Elections~~**

307 ~~Regional elections will be completed on or before December 31 of each year, unless otherwise~~
308 ~~directed by the Board of Directors or the president. The current councillor, after consultation with~~
309 ~~or a vote of the region's members, will select one of the following regional election processes:~~

- 310
311 ~~■ An election with one slate for councillor and a second slate for associate councillor. The~~
312 ~~subsequent elections will include only a slate for a new associate councillor, with the current~~
313 ~~associate councillor automatically becoming the councillor.~~
314 ~~■ An election with one slate of nominees for councillor and a second slate for the associate~~
315 ~~councillor.~~
316 ~~■ An election with a single slate of nominees for councillor. The person who receives the most~~
317 ~~votes is the councillor and the person who receives the second highest number of votes will~~
318 ~~be associate councillor.~~

319
320 ~~In all these cases, the slate will be composed of nominations submitted by members, member~~
321 ~~electors, and individuals with voting privileges.~~

322
323 **D. ~~Regional Voting Privileges~~**

324 ~~Members and member electors with voting privileges who reside in a region will have one vote on~~
325 ~~each OPTN regional matter, including the election of councillor and associate councillor.~~

326
327 ~~Others who have regional voting privileges may include:~~

- 328
329 ~~■ Any interested individual who is currently serving on an OPTN Committee and who is not~~
330 ~~employed by or on the medical staff of a transplant hospital, histocompatibility laboratory,~~
331 ~~OPO, medical/scientific or public organization member.~~
332 ~~■ Representatives of medical/scientific members with principal offices located in a region, as~~
333 ~~determined by guidelines developed by the region.~~

334
335 **2.5 ~~Meetings~~**

336 ~~Regular meetings of the Board of Directors are held at least twice each calendar year at a location~~
337 ~~selected by the Executive Director. One of these meetings is held in the Washington, D.C. metropolitan~~
338 ~~area, which includes Richmond, VA. The Board may call other regular or special meetings as it considers~~
339 ~~necessary. Meetings of Directors may be held in person or by any communication method that enables all~~
340 ~~Directors to both listen and speak to one another throughout the meeting.~~

341
342 ~~OPTN Board meetings are open to the public. However, the Board of Directors will hold closed sessions~~
343 ~~for discussions involving confidential medical peer review matters including OPTN membership approval,~~
344 ~~credentials, monitoring, or disciplinary matters as defined in the OPTN contract. Matters involving~~

345 individuals where an open meeting would clearly compromise their privacy will also be reviewed in closed
346 sessions. Representatives from the Federal Government serving on the Board of Directors, or their
347 chosen representatives, are included in closed sessions of OPTN meetings.

348

349 **A. Notice of Meetings**

350 Written notice of any regular or special meeting of the Board of Directors must include the date,
351 time and place of the meeting. The notice must be provided to each Director at the address
352 provided to the Executive Director not more than 60 days or fewer than 10 days before the date
353 of the meeting. The Executive Director must also distribute the agenda for each Board of
354 Directors meeting at least 10 days before the meeting, to allow input from the members.

355

356 A Director who signs a waiver of notice at any time will be exempt from the requirement of written
357 notice. A Director who attends a meeting is assumed to have had adequate notice of the meeting
358 unless the Director attends only to object that the meeting is not lawfully convened.

359

360 **B. Quorum**

361 Fifty percent of the Directors eligible to vote constitute a quorum for transacting business at any
362 meeting of the Board.

363

364 **C. Board Actions**

365 When a quorum is achieved, a majority vote of the Directors present is required to act at the
366 meeting. There are two exceptions to the majority requirement:

367

368 1. When different voting requirements are defined in the Bylaws.

369 2. When an amendment to the Bylaws requires approval by a majority of *all* of the Directors, not
370 just those present at the meeting.

371

372 **D. Actions without a Meeting**

373 The Board may take action without a convened meeting if there is unanimous written consent of
374 all Directors. In order for actions to be taken without a meeting, all Directors must vote on the
375 action and the vote must be unanimous.

376

377 **2.6 Committees**

378 The Permanent Standing Committees of the OPTN are defined in *Article VII: Permanent Standing*
379 *Committees* of these Bylaws. The Board may periodically establish and then dissolve ad hoc committees
380 for specific purposes, finite functions, or limited periods of time.

381

382 **2.7 Conflicts of Interest**

383 It is the OPTN policy that all Directors avoid conflicts of interest and the appearance of conflicts of
384 interest. It is recognized that all Directors are directly or indirectly involved in organ donation, procurement
385 and transplantation, and that the OPTN benefits from their collective expertise and experience in the
386 development and implementation of OPTN policies.

387

388 However, issues that involve certain institutions or individuals may involve conflicts of interest. Directors
389 must disclose employment or activities that might provide personal or financial gain related to the

390 ~~outcomes of matters affecting the OPTN and to act as required to avoid a conflict or the appearance of a~~
391 ~~conflict of interest. Avoiding conflicts of interest or the appearance of conflicts of interest may require that~~
392 ~~a Director abstain from voting on a matter or leave the room during discussion of the matter after~~
393 ~~providing relevant information to the Board.~~

394

395 **2.8 — Removal from the Board**

396 ~~A Director may be removed from office for any reason, but only by the voting members and member~~
397 ~~electors at a meeting convened specifically to remove the Director. For more information about meetings~~
398 ~~of members, see Article I: Membership of these Bylaws.~~

399

400 **2.9 — Relationship of the OPTN Board and the OPTN Contractor's Board**

401 ~~When the OPTN contract requires it, the OPTN Board of Directors will be elected in parallel with and~~
402 ~~using the same procedures as the OPTN Contractor's Board of Directors, resulting in identical~~
403 ~~memberships. This enables the OPTN Contractor to perform tasks required by the OPTN contract under~~
404 ~~the authority of the OPTN Board of Directors.~~

405

406 ~~The Board of Directors will convene as the OPTN Board to conduct OPTN business and the OPTN~~
407 ~~Contractor Board to conduct OPTN Contractor business. Activities of the Board of Directors, while acting~~
408 ~~as the OPTN Board, will be limited only to activities and business of the OPTN. To accomplish this,~~
409 ~~separate agendas or sections within a combined agenda will identify if an item is OPTN business or~~
410 ~~OPTN Contractor business. Consistent with this process, OPTN Committees are appointed in parallel~~
411 ~~with OPTN Contractor Committees and operate under these same procedures.~~

412

413 **Article III: Nominating Committee**

414 ~~The Nominating Committee will recommend candidates for election as officers and Directors. The Board~~
415 ~~of Directors will consider the recommendations of the Nominating Committee and may make changes~~
416 ~~before attaching its final list of nominees to the notice of the annual meeting, or any special meeting~~
417 ~~called to elect officers and Directors.~~

418

419 **3.1 Composition**

420 ~~The Nominating Committee is appointed by the president and will have no more than 12 voting members.~~
421 ~~With the exception of the past president directly preceding the immediate past president, the Nominating~~
422 ~~Committee will be selected from voting Directors.~~

423

424 ~~The Nominating Committee will include:~~

425

- 426 ~~▪ The president~~
- 427 ~~▪ The Immediate Past president~~
- 428 ~~▪ The past president directly preceding the Immediate Past president~~
- 429 ~~▪ The vice president~~
- 430 ~~▪ The vice president of patient and donor affairs~~
- 431 ~~▪ One histocompatibility laboratory representative~~
- 432 ~~▪ One OPO representative~~
- 433 ~~▪ One transplant coordinator representative~~

- 434 ▪ One patient representative
- 435 ▪ One public representative (including organ donors and recipients, family members, or voluntary
- 436 health organization representatives)

437
438 Two additional Nominating Committee members will be selected from *any* of the following voting
439 Directors:

- 440
- 441 ▪ Regional councillors
- 442 ▪ A thoracic Heart tTransplant Rrepresentative
- 443 ▪ A Mminority Ttransplant Rrepresentative
- 444 ▪ Medical/scientific Organization members
- 445 ▪ At-large Representatives

446
447 The following serve *ex-officio* and do not have a vote on the Nominating Committee:

- 448
- 449 ▪ The Executive Director
- 450 ▪ The U.S. Department of Health and Human Services (HHS) Project Officer for the OPTN Contract
- 451 and the Director of the Division of Transplantation, or representatives they designate

452

453 **3.2 Vacancies**

454 With the exception of vacancies in officer positions, the OPTN President will appoint Directors to fill
455 vacancies on the Nominating Committee. If the vacancy is an officer position, the newly elected officer
456 will be automatically designated as a Nominating Committee member.

457

458 **3.23 Conflicts of Interest**

459 Nominating Committee members must avoid conflicts of interest and the appearance of conflicts of
460 interest. The Nominating Committee will be held to the same standard as the Board of Directors and will
461 deal with potential conflicts of interest according to *Article 2.7: Conflicts of Interest* of these Bylaws.

462

463 **Article IV: Executive Committee**

464

465 **4.2 Composition**

466 The Executive Committee is composed of no more than 12 individuals selected from the Board of
467 Directors so that the Executive Committee is made up of:

468

- 469 ▪ Approximately 50 percent transplant surgeons and transplant physicians directly involved in
- 470 transplantation.
- 471 ▪ At least 25 percent transplant candidates, recipients, donors and their family members.
- 472 ▪ At least one member of the general public.

473

474 The Executive Committee includes the following Directors:

475

- 476 1. The president, who serves as the Chair of the Executive Committee
- 477 2. The Immediate Past president
- 478 3. The Vice-president

- 479 4. The Vice-president of Patient and Donor Affairs
480 5. The Secretary
481 6. The treasurer
482 7. ~~The A~~ A ~~M~~ Minority T ~~r~~ ransplant P ~~r~~ ofessional R ~~e~~ presentative

483
484 Five other members of the Executive Committee are selected so that there is at least one member from
485 each of the following four categories:
486

- 487 1. OPO Representatives
488 2. Transplant Coordinator Representatives
489 3. histocompatibility laboratory Representatives
490 4. Public Representatives (including organ donors and recipients, family members or voluntary health
491 organizations)
492

493 The following serve *ex-officio* and do not have a vote on the Executive Committee:
494

- 495 ■ The Executive Director
496 ■ The U.S. Department of Health and Human Services (HHS) Project Officer for the OPTN Contract
497 and the Director of the Division of Transplantation, or a representative they designate
498
499

500 **4.5 Removals and Vacancies**

501
502 With the exception of officers, the Board of Directors may remove a Director from the Executive
503 Committee for any reason with a majority vote of Directors present at a meeting. The Board may only
504 remove an officer from the Executive Committee by removing the officer from the Board as outlined in 2.5
505 Removals.

506
507 If a vacancy occurs, the voting Directors may fill a vacancy on the Executive Committee for the unexpired
508 portion of a term. If the vacancy is an officer position, the newly elected officer will be automatically
509 designated as an Executive Committee member for the unexpired portion of the term. If the vacancy is
510 within the remaining five Executive Committee members, the replacement will be determined by the
511 process outlined in Article 4.3: Selection.
512

513 **4.56 Conflicts of Interest**

514 Executive Committee members will avoid conflicts of interest and the appearance of conflicts of interest.
515 The Executive Committee will be held to the same standard as the Board of Directors and will deal with
516 potential conflicts of interest according to *Article 2.7 Conflicts of Interest* of these Bylaws.
517

518 **Article VI: Officers**

519 The officers of the OPTN are the:

- 520
521 1. President
522 2. Vice president
523 3. Vice president of patient and donor affairs
524 4. Treasurer
525 5. Secretary
526

527 ~~Officers are elected at the annual meeting of members and begin their terms on July 1. Officers serve on~~
528 ~~the Board without compensation, and may only hold one position on the Board at a time~~

#