

ARTICLE I – NAME, TAX STATUS, POWERS

SECTION 1: NAME.

The organization shall be known as the Association of Organ Procurement Organizations henceforth referred to in this document as AOPO.

SECTION 2: TAX STATUS.

AOPO shall be incorporated as a nonstock, nonprofit corporation in the Commonwealth of Virginia that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

SECTION 3: POWERS.

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 these Bylaws.

ARTICLE II – MEMBERSHIP

SECTION 1: MEMBERSHIP CATEGORIES.

There shall be two categories of membership: OPO Member and Emeritus Member.

SECTION 2: OPO MEMBERSHIP.

OPO Membership shall be available to any organ procurement organization that is a member of the Organ Procurement and Transplantation Network (OPTN) and has been designated by the Secretary of Health and Human Services.

SECTION 3: OPO MEMBERSHIP REPRESENTATIVE.

OPO Members who have been approved for membership and are in good standing shall be entitled to appoint a representative to exercise the rights of OPO Membership which includes, but is not limited to, the following:

- a) One vote in any matter submitted to OPO Membership for response by ballot.
- b) Being elected as an officer or Director of AOPO except as stated elsewhere in these Bylaws.
- c) Having its representative or employees serve on committees or task forces except as elsewhere stated in these Bylaws.
- d) Having its representative, Medical Director and/or employees serve as a committee or task force chairperson except as elsewhere stated in these Bylaws.

SECTION 4: OPO MEMBERSHIP ALTERNATE REPRESENTATIVE.

OPO Members who have been approved for membership and are in good standing shall be entitled to appoint an alternate representative who shall be granted the authority to act for the representative when the representative is not available. Each OPO Member shall submit the following information to the AOPO Executive Office:

- a) The name of its representative and its alternate.
- b) Notice of any successor representative or alternate.

SECTION 5: OPO MEMBERSHIP UPDATES.

Each OPO Member shall submit the following information to the AOPO Executive Office:

- a) Any change in senior leadership, organizational address, and/or major organizational structure or merger.
- b) The name of the person to receive all official communications from AOPO.

SECTION 6: EMERITUS MEMBERSHIP.

Emeritus Membership shall be available to former OPO employees who meet the criteria established by the Board of Directors. Emeritus Members may serve on but not chair AOPO committees or task forces. Emeritus Members may not hold office, serve on the Board of Directors, or vote on any matter brought before the general membership. Emeritus Membership requests shall be in writing and filed with the Board of Directors in accordance with the policies and procedures approved by the Board of Directors.

SECTION 7: PARTICIPATION BY OTHER ORGANIZATIONS.

The Board of Directors may, in its discretion, authorize other types of organizations to participate in AOPO that will not constitute membership, but would permit interested parties to support and participate in the AOPO Mission. Other organizations may not hold office, serve on the Board of Directors, or vote on any matter brought before the general membership. Other organizations requests shall be in writing and filed with the Board of Directors in accordance with the policies and procedures approved by the Board of Directors.

SECTION 8: ANNUAL BUSINESS MEETING

The OPO Members shall meet at least once each year, the meeting to coincide with the Annual Meeting of AOPO. Notice of the Annual Business Meeting must be sent to OPO Members not less than ninety (90) business days prior to the date of the Annual Business Meeting. A majority of OPO Members in good standing constitutes a quorum for in-person, phone or electronic meetings of the OPO Membership, or official action taken by ballot, except as stated elsewhere in these Bylaws.

SECTION 9: OPO MEMBER SPECIAL MEETINGS

Special meetings of the OPO Members may be called by a request of one-third of the OPO Members in good standing, with a minimum of ten (10) business days' notice to each OPO Member. Only those matters stated in the notice of any special meeting called in accordance with this section may be acted upon at any special meeting. A majority of OPO Members in good standing constitutes a quorum for special in-person, phone or electronic meetings of the OPO Membership, or official action taken by ballot, except as stated elsewhere in these Bylaws.

SECTION 10: ROBERT'S RULE OF ORDER

The Annual Business Meeting and OPO Member Special Meeting shall be conducted in accordance with Robert's Rules of Order (Latest Version). A parliamentarian may be appointed or retained by the Board of Directors for any meeting where the Board of Directors deems it necessary or appropriate.

SECTION 11: MEMBERSHIP TERMINATION.

A member may terminate its membership at any time by delivering, in writing, a notice of resignation to the Secretary-Treasurer. All financial obligations incurred prior to the date of resignation must be fulfilled.

SECTION 12: SUSPENSION OR EXPULSION OF MEMBERSHIP.

Any OPO or Emeritus Member may be suspended or expelled from AOPO. The process shall be delineated within the Association's Policies and Procedures Manual and shall be in accordance with all state laws.

ARTICLE III – BOARD OF DIRECTORS

SECTION 1: GOVERNANCE.

The governance of AOPO shall be vested in the Board of Directors, which shall consist of the Officers (President, President-Elect and Secretary-Treasurer) and the Immediate Past-President, Medical Advisor, Medical Advisor-Elect, two (2) At Large Members, and four (4) Member Representative from OPO population groups. The Medical Advisor Elect shall serve as a non-voting member of the Board. A minimum of six (6) members of the Board of Directors must be a CEO or Executive Director of an OPO Member. Each member shall be entitled to one vote on any matter which comes before the Board of Directors.

SECTION 2: BOARD OF DIRECTORS ELIGIBILITY.

Only employees of OPO Members shall be eligible to serve on the Board of Directors with the exception of the Medical Advisor and Medical Advisor-Elect positions. Medical Advisors and Medical Advisors-Elect must either be an employee of or have a current contractual relationship with an OPO Member.

SECTION 3: MEDICAL ADVISOR.

The Medical Advisor must be a transplant surgeon, or a physician affiliated with/and approved by an OPO Member in good standing. The Medical Advisor term of office shall be one (1) year.

SECTION 4: MEDICAL ADVISOR-ELECT.

The Medical Advisor-Elect shall succeed the Medical Advisor upon completion of the Medical Advisor's term of office. The Medical Advisor-Elect must be a transplant surgeon, or a physician affiliated with/and approved by an OPO Member in good standing. The Medical Advisor-Elect shall serve as an ex-officio member of the Board and the term of office shall be one (1) year.

SECTION 5: AT LARGE MEMBERS.

The At Large Members shall serve as the representatives of the general OPO Members. The At Large Members term of office shall be two (2) years, with alternating expiration of terms. The At Large Member may serve a second two (2) year term after an absence of one (1) year.

SECTION 6: MEMBER REPRESENTATIVE.

The four (4) Member Representatives shall serve as the representative of specific OPOs based on population groups approved by the Board of Directors. Each Member Representative shall serve a two (2) year term. A Member Representative may serve a second two (2) year term after an absence of one (1) year.

SECTION 7: ORGAN PROCUREMENT AND TRANSPLANTATION NETWORK (OPTN) & CONTRACTORS BOARD.

The Immediate Past-President and the President, if elected, shall represent AOPO on the Board of Directors of the OPTN and Contractors Board.

SECTION 8: BOARD OF DIRECTORS DUTIES.

The Board of Directors shall perform the following functions:

- a) Approve the Association budget.
- b) Approve the selection, duties, evaluation of performance, and determine compensation of the Association CEO.
- c) Approve members of all committees and task forces and shall approve or dissolve committees or task forces as appropriate.
- d) Approve requests for OPO and Emeritus Membership applications, and participation by other organizations.
- e) Hear appeals and determine a final outcome of suspensions and expulsions of members.
- f) Approve reinstatement of members.

SECTION 9: CHAIR A COMMITTEE.

The Secretary/Treasurer shall chair the Finance Committee and the President-Elect shall chair the Strategic Planning Committee. All other committee chairs shall be approved by a unanimous vote of the Board of Directors.

SECTION 10: BOARD OF DIRECTORS REPRESENTATION.

No OPO shall have more than one (1) representative serve on the Board of Directors at any one time.

SECTION 11: BOARD OF DIRECTORS MEETINGS.

The Board of Directors may hold its meetings at such time and places as it may determine. A majority of the Board of Directors shall be required for a quorum.

SECTION 12: BOARD OF DIRECTORS REMOVAL.

A member of the Board of Directors may be removed with or without cause by a two-thirds vote of the OPO members during a meeting called for such purpose. The membership shall elect a successor to a removed member of the Board of Directors who shall complete the term of office of the removed member. All conditions elsewhere in these Bylaws must be met in regard to such replacement.

SECTION 13: MAJORITY.

A majority of OPO Members in good standing constitutes a quorum for any regular or special meeting (In person, phone or electronic) of the OPO Membership, or official action taken by ballot, except as stated elsewhere in these Bylaws.

SECTION 14: BALLOTING.

Electronic notifications of balloting and other action may be presented to and taken by the Board of Directors or OPO Members without meeting. There must be unanimous consent to the action, namely, that there is proof that the electronic request was received by each member of the Board and that there is a return document indicating that they approve, do not approve, or abstain from the action. Any such action must follow existing requirements for meeting a quorum and voting requirements as stated elsewhere in these Bylaws.

SECTION 15: CONFLICT OF INTEREST.

The Board shall adopt a formal policy on conflict of interest and each member of a committee shall file with AOPO an annual conflict of interest disclosure that will be reviewed and documented by the AOPO Executive Office.

ARTICLE IV – OFFICERS

SECTION 1: OFFICERS.

There shall be the following officers of AOPO: President, President-Elect, and Secretary-Treasurer.

SECTION 2: PRESIDENT.

The President shall be the Chair of the Board of Directors and the spokesperson for AOPO. The President shall preside at all meetings of the Board of Directors and is an ex-officio member of all committees and task forces. The President shall appoint all committee chairpersons, subject to approval by the Board of Directors, in accordance with these Bylaws. The President shall have all rights and privileges consistent with the Office of President. The President shall be limited to a single one-year term. If the Office of the President is vacant, the President-Elect shall fill this role before their term begins. The President must be the Executive Director/CEO of an OPO in good standing.

SECTION 3: PRESIDENT-ELECT.

The President-Elect shall succeed to the Office of President upon the completion of the President's term in office or upon 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 the office, such inability to be determined by the Board of Directors. The President-Elect is an ex-officio member of all committees and task forces. The President-Elect shall have all the rights and privileges consistent with the Office of President-Elect. The President-Elect shall be limited to a single one-year term. The President-Elect must be the Executive Director/CEO of an OPO in good standing.

SECTION 4: SECRETARY-TREASURER.

The Secretary-Treasurer shall keep the minutes of all meetings of the Board of Directors and all meetings of the general membership of AOPO; shall be responsible for keeping an account of all monies received, all assets, and payments of all liabilities of AOPO and shall file all financial reporting forms required of AOPO. The Secretary-Treasurer will present a financial report at all meetings of the Board of Directors, at the Annual Business Meeting and at any other time when called upon by the President. The Secretary-Treasurer shall be the Chair of the Finance Committee. The Secretary-Treasurer shall have all of the rights and privileges consistent with the office. The Secretary-Treasurer shall be limited to a single two (2) year term.

SECTION 5: MULTIPLE OFFICE SEATS.

No elected person may hold more than one office at a time.

SECTION 6: PRESIDENT RESIGNATION.

If the President resigns, a letter of resignation must be delivered to the President-Elect and AOPO CEO. The President-Elect shall fill the role of President for the remainder of the unexpired term of the President before beginning their term as President. The Board of Directors shall elect a new President-Elect. All conditions required elsewhere in these Bylaws must be met in regard to such replacement.

SECTION 7: OFFICER RESIGNATION.

All other officers may resign at any time by submitting a letter of resignation to the President and AOPO CEO. The Board of Directors shall elect a successor at its next meeting, to complete the term of office of the resigned. All conditions required elsewhere in these Bylaws must be met in regard to such replacement.

ARTICLE V – BOARD OF DIRECTORS ELECTIONS

SECTION 1: ELECTIONS.

The composition of the ballot and the manner of the election of the President-Elect, Secretary/Treasurer, the Medical Advisor-Elect, At Large Member and the Member Representatives of AOPO shall be determined by the Leadership Development Committee and approved by the Board of Directors.

SECTION 2: CANDIDATE ANNOUNCEMENT.

Not less than thirty (30) business days prior to the Annual Business Meeting, all OPO Members in good standing will receive the slate of candidates as proposed by the Leadership Development Committee and approved by the Board of Directors.

SECTION 3: MAJORITY VOTE.

Votes must be cast by at least two-thirds of OPO Members in good standing. Elections shall be decided by a majority of votes cast. In the event that no candidate receives a majority of the votes cast, a run-off election shall be held.

SECTION 4: NON-MAJORITY VOTE.

In the event that two-thirds of OPO Membership in good standing does not cast a vote, the Board of Directors will conduct another vote. If no candidate receives a majority vote, a runoff election will be held. Current officer incumbents will retain their current position until their successor is elected.

SECTION 5: TERM BEGINS.

The newly-elected officers, Medical Advisor-Elect, At Large Members and the Member Representatives shall assume their respective offices upon the conclusion of the Annual Business Meeting.

SECTION 6: BOARD OF DIRECTORS CHANGE OF EMPLOYMENT.

In the event that a member of the Board of Directors changes their employment to an organization that does not meet the OPO Membership criteria, the office shall be declared vacant and filled in accordance with Article V, Section 12.

ARTICLE VI – COMMITTEES

SECTION 1: COMMITTEE ELIGIBILITY.

Any employee including contracted Medical Directors of an OPO in good standing shall be eligible to serve on any committee or task force of AOPO. Subject to approval by the Board of Directors, Emeritus Members or representatives of other organizations may serve on, but not chair, AOPO committees or task forces. The Board of Directors may appoint representatives of other organizations or Emeritus Members to committees and task forces in a non-voting capacity if it serves the interests of AOPO.

SECTION 2: COMMITTEE CHAIRS.

All committees, except where otherwise addressed in the Bylaws, shall be served by a chair and vice chair; the vice chair will succeed the chair; the vice chair will be appointed by the incoming President (President-Elect) in consultation with committee chair. The Board of Directors shall appoint the members of committees in consultation with the Committee Chair and the Leadership Development Committee.

SECTION 3: COMMITTEES.

The Association shall have those committees necessary to conduct the business of the Association as determined by the Board of Directors. The committees and their responsibilities shall be specified in the AOPO policies and procedures manual.

SECTION 4: AOPO CEO COMMITTEE FUNCTION.

The AOPO CEO shall be an ex-officio member without vote of all committees and task forces.

ARTICLE VII – BUDGET AND DUES

SECTION 1: FISCAL YEAR.

The fiscal year begins January 1st and concludes on December 31st.

SECTION 2: BUDGET AND DUES.

The Finance Committee shall be responsible recommending the budget for each fiscal year. A budget shall be transmitted to the Board of Directors no later than sixty (60) business days prior to the end of the fiscal year for their review and approval.

SECTION 3: DUES.

All dues shall be payable in full upon receipt of the notification unless other arrangements have been made. Each OPO Member is obligated for full payment of annual dues regardless of when membership commences or when dues are paid.

SECTION 4: NON-PAYMENT OF DUES.

An OPO Member may be terminated for the non-payment of dues. They may re-apply for membership in accordance with Article II. At the discretion of the Board of Directors, the OPO Member may regain all rights and privileges from the start of the current fiscal year provided that the delinquent dues are paid in full. If the Board of Directors denies this action or a full fiscal year has passed, the former member must apply as a new applicant to AOPO.

ARTICLE VIII – AMENDMENTS

SECTION 1: AMENDMENTS.

Any Representative as defined in Article II, Section 3: may submit a proposal to amend these Bylaws, in writing, to the Board of Directors. Proposed amendments must be submitted not less than ninety (90) business days prior to the Annual Business Meeting. All proposed amendments shall be sent to the OPO Members not less than thirty (30) business days prior to the Annual Business Meeting. A two-thirds vote of a properly constituted quorum of the OPO Members shall be required for passage of any Bylaw amendment proposed under this paragraph.

SECTION 2: BYLAWS AMENDMENTS BETWEEN ANNUAL BUSINESS MEETINGS.

These Bylaws may alternately be amended between Annual Business Meetings by submitting such amendment(s) to the Board of Directors along with a statement requesting immediate action. The Board of Directors who must concur with the request for immediate action. If so approved, the amendment will be presented to the OPO Members. If it is not approved for immediate action, the Representative(s) submitting the amendment will be notified in writing and the proposed amendment will be held for approval in accordance with section 1 of this Article.

SECTION 3: EFFECTIVE DATE OF BYLAWS AMENDMENTS.

Bylaws amendments become effective immediately upon approval unless an alternate effective date is included as a part of the amendment.

ARTICLE IX – INDEMNIFICATION

SECTION 1: COMPENSATION FOR LOSS.

AOPO will indemnify its officers and Board of Directors to the fullest extent permitted by Virginia law.