

At-a-Glance

- **Proposal to Change the Elector System for Histocompatibility Lab Members and Medical/Scientific Members:** OPTN and UNOS Bylaws, Article I, Sections 1.9 and 1.12; Article II, Section 2.2 and 2.4; Article VI, Section 6.1.
- **Sponsoring Committee:** Membership and Professional Standards Committee (MPSC)
- This proposal eliminates the current elector system for voting privileges and responsibilities for Histocompatibility Laboratory Members and Medical/Scientific Organizations. This proposal permits each histocompatibility laboratory and each medical/scientific member a single vote in the affairs of the OPTN/UNOS and removes the need for separate national elections for both the histocompatibility member and medical/scientific member electors.
- **Affected groups:**
 - Histocompatibility Laboratory Members
 - Medical/Scientific Organization Members
 - All OPTN members

Proposal to Change the Elector System for Histocompatibility Lab Members and Medical/Scientific Members: OPTN and UNOS Bylaws Article I, Sections 1.9 and 1.12

Sponsoring Committee: Membership and Professional Standards Committee (MPSC)

Summary and Goals of the Proposal:

This bylaw proposal eliminates the current elector system for voting privileges and responsibilities for histocompatibility laboratory members and medical/scientific organizations. This bylaw proposal permits each histocompatibility laboratory and each medical/scientific member a single vote in the affairs of the OPTN/UNOS and removes the need for separate national elections for both the histocompatibility member and medical/scientific member electors.

Background and Significance of Proposal:

In November 2003, the OPTN/UNOS Board of Directors adopted the OPTN charter and bylaws and related modifications to the UNOS bylaws. These changes created a need for member histocompatibility laboratories to nominate and elect both regional and national electors. According to Article I (Members) Section 1.9(c) (Voting Privileges and Responsibilities – Histocompatibility Laboratory Members) as a class, were to be represented by 33 separate histocompatibility laboratory member electors. Each histocompatibility laboratory member elector was to be entitled to one vote on OPTN or UNOS affairs and the electors would be elected by the histocompatibility laboratory members. Presently, there are 58 independent histocompatibility laboratories. Under the former bylaws, each histocompatibility laboratory received a single vote in the affairs of the OPTN/UNOS.

In November 2003, the Board of Directors also adopted changes to the bylaws that created a need for member medical/scientific organizations to elect national electors. According to Article I (Members) Section 1.9(d) (Voting Privileges and Responsibilities-Medical/Scientific Members) of the OPTN/UNOS bylaws, the medical/scientific members that provide services and/or are involved in activities on an interregional or national basis, as a class, would be represented by 24 separate national medical/scientific member electors. Each medical/scientific member elector would be entitled to one vote on OPTN/UNOS affairs requiring a vote of the membership. Medical/scientific member electors were to be elected by and from among the medical/scientific members. Presently, there are 21 medical/scientific members. Under the former bylaws, each medical/scientific member received a single vote in the affairs of the OPTN/UNOS.

Each of the separate elections required under the electors system creates unnecessary complexity in the OPTN, adds additional burden to OPTN contractor staff, and adds costs to OPTN operations. Moreover, there is no evidence to support that allowing each independent histocompatibility laboratory or each medical/scientific member to have voting eligibility would increase the voting potential of the membership group substantially. Thus, voting eligibility would remain fair among the voting classes absent the elector system for these classes of member. Therefore, the Membership and Professional Standards Committee is proposing bylaw modifications that would permit each histocompatibility laboratory and medical/scientific member to receive one vote in OPTN/UNOS and remove the need for separate national elections for both the histocompatibility member and medical/scientific member electors.

Plan for Evaluating the Proposal:

This bylaw proposal does not require monitoring.

Additional data collection:

Additional data collection will not be required as a result of this bylaw change.

Expected Implementation Plan:

This proposed bylaw does not require programming.

Communication/Education Plan:

This bylaw would be communicated via the policy notice process and through a summary update at each regional meeting.

Monitoring and Evaluation:

This bylaw proposal does not require monitoring.

Bylaw Proposal:

OPTN Bylaws

ARTICLE I

MEMBERS

1.9 Voting Privileges and Responsibilities. There shall be six classes of voting Members: (i) Transplant Hospital Members, (ii) OPO Members, (iii) Histocompatibility Laboratory Members, (iv) Medical/Scientific Members, (v) Public Organization Members, and (vi) Individual Members. OPTN Members designated "OPTN Members Not in Good Standing" shall not have voting or other OPTN Member privileges until such designation has been removed; provided, however, that all OPTN Members, including Members designated "OPTN Members Not in Good Standing" shall be obligated to comply with OPTN Member responsibilities. Business Members shall not be entitled to voting privileges in OPTN affairs.

- a. **Transplant Hospital Members.** Each Transplant Hospital Member shall be entitled to one vote on OPTN affairs requiring a vote of the Membership; provided, however, that a Transplant Hospital must have received approval as a designated transplant program for at least one organ before it is entitled to vote on affairs of the OPTN.
- b. **OPO Members.** Each OPO Member shall be entitled to one vote on OPTN affairs requiring a vote of the Membership; provided, however, that an OPO must be independent of the Transplant Hospital(s) it serves, which may include a single Transplant Hospital, before it is entitled to vote on affairs of the OPTN. For purposes of the OPTN Charter and Bylaws, independence from Transplant Hospital(s) served shall be

defined by demonstration of a distinct governing body for the OPO that is separate and not under the direct or indirect control of the governing body of any of the OPO's Transplant Hospitals or of the governing body of a commonly controlled group of the OPO's Transplant Hospitals.

c. **Histocompatibility Laboratory Members.** ~~Histocompatibility Laboratories, as a class, shall be represented by 33 separate Histocompatibility Laboratory Member Electors. Each Histocompatibility Laboratory Member Elector shall be entitled to one vote on OPTN affairs requiring a vote of the Membership. Histocompatibility Laboratory Member Electors shall be elected by and from among the Histocompatibility Laboratory Members as follows:~~

- ~~(i) Histocompatibility Laboratory Members residing within each of the 11 Regions (as defined in Article 2.4 of these Bylaws) shall elect two Histocompatibility Laboratory Member Electors from their respective region. If there are no Histocompatibility Laboratory Members residing within a Region, then the number of national Histocompatibility Laboratory Member Electors described in (ii) below shall be increased by two for every such Region without Histocompatibility Laboratory Members.~~
- ~~(ii) All Histocompatibility Laboratory Members, collectively, shall elect eleven national Histocompatibility Laboratory Member Electors or, if there are no Histocompatibility Laboratory Members residing in one or more regions, as many national Histocompatibility Laboratory Member Electors as necessary so that there are no more than and no fewer than 33 Histocompatibility Laboratory Member Electors.~~
- ~~(iii) Any person serving as or designated by the named OPTN Representative for a Histocompatibility Laboratory Member may serve as a Histocompatibility Laboratory Member Elector upon nomination for and election to this office. OPTN Representatives for Histocompatibility Laboratory Members may submit their own names as candidates for Histocompatibility Laboratory Member Elector, representing Histocompatibility Laboratory Members at the regional or national level. For the number of Histocompatibility Laboratory Member Electors to be elected regionally or nationally, those receiving the highest number of votes among eligible candidates shall be elected.~~
- ~~(iv) The term of a Histocompatibility Laboratory Member Elector shall be two years. Histocompatibility Laboratory Member Electors may serve successive terms.~~
- ~~(v) Nominations and elections for Histocompatibility Laboratory Member Elector shall be conducted through the Internet using the OPTN web site, www.optn.org, and/or the United States mail.~~

~~The number of Histocompatibility Laboratory Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 9% and 11% of the then current total number of Institutional Members.~~

~~Notwithstanding the foregoing, in the event the total number of Histocompatibility Laboratory Members at any time at which a vote of the OPTN membership is to take place is equal to or fewer than the then current number of Histocompatibility Laboratory Member Electors, the process for voting through Member Electors described above shall be suspended and each such Histocompatibility Laboratory Member shall be entitled to one vote on any OPTN matter requiring a vote of the Membership.~~

d. Medical/Scientific Members. ~~Medical/Scientific Members that provide services and/or are involved in activities on an interregional or national basis, as a class, shall be represented by 24 separate national Medical/Scientific Member Electors. Each Medical/Scientific Member Elector shall be entitled to one vote on OPTN affairs requiring a vote of the Membership. Medical/Scientific Member Electors shall be elected by and from among the Medical/Scientific Members as follows:~~

~~(i) All Medical/Scientific Members, collectively, shall elect the 24 national Medical/Scientific Member Electors.~~

~~(ii) Any person serving as or designated by the named OPTN Representative for a Medical/Scientific Member may serve as a Medical/Scientific Member Elector upon nomination for and election to this office. OPTN Representatives for Medical/Scientific Members may submit their own names as candidates for Medical/Scientific Member Elector, representing Medical/Scientific Members at the national level. For the number of Medical/Scientific Member Electors to be elected nationally, those receiving the highest number of votes among eligible candidates shall be elected.~~

~~(ii) The term of a Medical/Scientific member Elector shall be two years or the remaining OPTN Membership term of the Medical/Scientific member with whom the Medical/Scientific Member Elector is affiliated, whichever is shorter. Medical/Scientific Member Electors may serve successive terms.~~

~~(iv) Nominations and elections for Medical/Scientific Member Elector shall be conducted through the Internet using the OPTN web site, www.optn.org, and/or the United States mail.~~

~~The number of Medical/Scientific Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 6% and 8% of the then current total number of Institutional members.~~

~~Medical/Scientific Members must provide services and/or be involved in activities on an interregional or national basis to participate in the election of Medical/Scientific Member Electors.~~

~~Notwithstanding the foregoing, in the event the total number of Medical/Scientific Members in good standing at any time at which a vote of the OPTN membership is to take place is equal to or fewer than the then current number of Medical/Scientific Member Electors, the process for voting through Member Electors described above shall be suspended and each such~~

~~Medical/Scientific Member shall be entitled to one vote on any OPTN matter requiring a vote of the Membership.~~

1.12 Meetings. The annual meeting of the Members to elect a Board of Directors pursuant to Article 2.1 of these Bylaws, to elect Principal Officers pursuant to Section 6.1 of these Bylaws and to address such other matters as may be appropriate shall be held in February or March of each calendar year and may be held in conjunction with the annual meeting of the Board of Directors. Special meetings of the Members may be called at any time by the President, Executive Director, or a majority of the Board of Directors, or by written application of a majority of the Transplant Hospital Members, OPO Members, Histocompatibility Laboratory Members ~~Electors~~, Public Organization Member Electors, Medical/Scientific Members ~~Electors~~, and Individual Member Electors stating the time, place, and purpose of the meeting. Members attending meetings shall do so at no cost to UNOS. Meetings of the UNOS membership typically shall be open to the public; however, discussions involving confidential matters including, UNOS member admission, credentialing, monitoring, or disciplinary matters and matters involving individuals' privacy where disclosure would constitute a clearly unwarranted invasion of personal privacy, shall be reserved for closed sessions as appropriate and consistent with the OPTN Contract. Representatives from the Federal government serving on the Board of Directors, or their designees, shall not be precluded from attending such closed sessions of OPTN meetings.

Written notice of any regular or special meeting of the Members shall state the date, time, and place of the meeting and the purpose for which the meeting is called, and shall be mailed to each Member not fewer than 25 or more than 60 days before the date of the meeting. Giving notice of a meeting of Members to a Member or Member Elector who is not eligible to vote does not imply that the Member or Member Elector may vote.

A written waiver of notice signed at any time by a Member or Member Elector shall be the equivalent of any notice required herein. A Member or Member Elector who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless the Member or Member Elector attends for the express purpose of objecting that the meeting is not lawfully called or convened.