

ARTICLE VI

OFFICERS

- 6.1 Officers.** The principal Officers of the Corporation shall be a President, Vice President, Vice President of Patient and Donor Affairs, Treasurer, and Secretary. Such principal Officers shall be elected by the Transplant Hospital Members, OPO Members, Histocompatibility Laboratory Member Electors, Public Organization Member Electors, Medical/Scientific Member Electors, and Individual Member Electors at the annual meeting of Members and shall assume the duties of their respective offices immediately following the conclusion of the last regular meeting of the Board of Directors prior to July 1 of each calendar year. The assistant Officers shall be one or more Assistant Treasurers and one or more Assistant Secretaries, who shall be elected from time to time by the Board of Directors upon nomination by the President. The Principal Officers shall serve for a term of one year, except for the Treasurer and Secretary, who shall have staggered terms with one another and shall serve for a term of two years and except for the Vice President of Patient and Donor Affairs who shall serve for a term of two years. No person may hold more than one office at the same time, except that the Treasurer shall also serve as an Assistant Secretary. Election as President shall constitute appointments as Chairman of the Board of Directors. All principal Officers shall serve without compensation.
- 6.2 Removal from Position.** “Any Officer may be removed with or without cause at any regular or special meeting of the Board of Directors called for that purpose, by a vote of two-thirds of the Directors present at a meeting at which a quorum is present. The Board of Directors shall elect a successor to a removed Officer, to serve until the next annual meeting of Members. Assistant Treasurers and Assistant Secretaries may be removed by the Board of Directors or the Executive Committee with or without cause.
- 6.3 Resignation.** An Officer may resign at any time by delivering a resignation in writing to the Executive Director. The Board of Directors shall elect a successor as its next meeting, to serve until the next annual meeting of Member
- 6.4 President.** The President shall be the Chief Executive Officer of the Corporation. Subject to the supervision of the Board of Directors, he or she shall have general charge and control of the affairs of the Corporation. The President shall preside at all meetings of the Members and Directors. The President shall not succeed himself or herself in office.
- 6.5 Vice President.** The Vice President shall be the President-Elect of the Corporation and shall serve as Chair of the Membership and Professional Standards Committee. The Vice President shall perform all duties incumbent upon the President during the President's absence, and shall perform such other duties as the By-Laws may provide or the Board or Directors may prescribe.
- 6.6 Vice President of Patient & Donor Affairs.** The Vice President of Patient & Donor Affairs shall represent the interests of patients, donors, and patient and donor family members to the Board of Directors.
- 6.7 Treasurer.** The Treasurer shall have general control of the finances of the Corporation, shall serve as Chair of the Finance Committee, and shall report to the Board of Directors of the financial condition of the Corporation at such times as the Board may request. The Treasurer shall cause an annual report and audit of the Corporation to be made, and shall deliver copies thereof to the Directors and Executive Director.
- 6.8 Secretary.** The Secretary shall attend all meetings of the Members and of the Board of Directors and keep the minutes of the business transacted at such meetings. Whenever the signature of the Secretary of the Corporation is required on any document, the Treasurer or Executive Director shall have authority to sign in

place of the Secretary.

- 6.9 Assistant Secretaries.** An Assistant Secretary may perform all duties incumbent upon the Secretary during his or her absence.
- 6.10 Other Duties.** In addition to the foregoing specially enumerated duties and powers, the several Officers of the Corporation shall be charged with such other duties and shall have such other powers as may be delegated to them by the Board of Directors or as may be imposed upon them by law.
- 6.11 Conflicts of Interest.** It is the policy of the Corporation to avoid conflicts of interest and the appearance of conflicts of interest. The Officers of the Corporation shall deal with potential conflicts of interest in the manner set forth in Article 2.9 of these Bylaws.