



**American Association of Tissue Banks®**

## **BYLAWS**

(as amended effective November 1, 2023)



American Association of Tissue Banks®

## ***BYLAWS (as amended effective November 1, 2023)***

---

---

### **TABLE OF CONTENTS**

ARTICLE I NAMES AND OBJECTIVES.....	1
Section 1.01    Name.....	1
Section 1.02    Mission.....	1
Section 1.03    Objectives and Powers.....	1
ARTICLE II MEMBERSHIP.....	3
Section 2.01    Classes of Membership.....	3
Section 2.02    Applications.....	3
Section 2.03    AATB Accredited Institutions.....	4
Section 2.04    Rights of Members.....	4
Section 2.05    Discipline of Members.....	6
Section 2.06    Dues and Fees.....	6
Section 2.07    In Good Standing.....	6
ARTICLE III MEETINGS.....	7
Section 3.01    Annual Meeting.....	7
Section 3.02    Special Meetings.....	7
Section 3.03    Notice.....	7
Section 3.04    Quorum.....	8
Section 3.05    Action by the Association at Meetings.....	8
Section 3.06    Participation by Remote Communications.....	8
Section 3.07    Action by the Association Without Meetings.....	8
ARTICLE IV COUNCILS.....	9

Section 4.01	Purpose of Councils.....	9
Section 4.02	Establishment of Councils.....	9
Section 4.03	Membership of Councils.....	10
Section 4.04	Duties of Councils .....	10
Section 4.05	Officers of Councils.....	10
Section 4.06	Nomination and Voting .....	10
Section 4.07	Election .....	11
Section 4.08	Council Officer Vacancies.....	11
ARTICLE V GOVERNORS.....		11
Section 5.01	Governing Body.....	11
Section 5.02	Composition .....	11
Section 5.03	Term .....	12
Section 5.04	Vacancies.....	12
Section 5.05	Meetings .....	13
Section 5.06	Notice .....	13
Section 5.07	Quorum .....	13
Section 5.08	Action by the Board at Meeting.....	13
Section 5.09	Action by the Board without Meeting.....	14
Section 5.10	Attendance and Participation at Meetings of the Board.....	14
Section 5.11	Compensation.....	14
Section 5.12	Removal or Resignation .....	14
Section 5.13	Powers and Duties.....	15
ARTICLE VI AT-LARGE GOVERNORS.....		15
Section 6.01	Nomination and Election of At-Large Governors.....	15
Section 6.02	At-Large Governor Vacancies.....	16
ARTICLE VII OFFICERS .....		16
Section 7.01	Officers and Qualifications .....	16
Section 7.02	Nomination and Election of Officers.....	16
Section 7.03	Officer Vacancies .....	16
Section 7.04	Duties .....	16
Section 7.05	Compensation.....	18
ARTICLE VIII NOMINATIONS AND ELECTIONS .....		18
Section 8.01	Election Years.....	18
Section 8.02	Nomination .....	18
Section 8.03	Nomination by Petition.....	19
Section 8.04	Multiple Positions Prohibited .....	19
Section 8.05	Voting .....	19
Section 8.06	Election .....	20
ARTICLE IX COMMITTEES .....		20

Section 9.01	Executive Committee .....	20
Section 9.02	Board Committees.....	21
Section 9.03	Ad Hoc Committees .....	21
Section 9.04	Subcommittees and Working Groups .....	21
Section 9.05	Minutes.....	21
ARTICLE X MANAGEMENT .....		22
Section 10.01	Management .....	22
ARTICLE XI INDEMNIFICATION .....		22
Section 11.01	Indemnification .....	22
ARTICLE XII FINANCIAL ADMINISTRATION.....		23
Section 12.01	Fiscal Year.....	23
Section 12.02	Use of Funds.....	23
Section 12.03	Audits .....	23
ARTICLE XIII AMENDMENTS .....		23
Section 13.01	Amendments to the Bylaws .....	23
Section 13.02	Automatic Amendment .....	24
Section 13.03	Notice of Amendments .....	24
Section 13.04	Governors in Office .....	24
ARTICLE XIV DISSOLUTION .....		24
Section 14.01	Dissolution .....	24



American Association of Tissue Banks®

## ***Bylaws (as amended effective November 1, 2023)***

---

---

### **ARTICLE I**

#### **NAMES AND OBJECTIVES**

##### **Section 1.01      Name**

The name of the corporation is the American Association of Tissue Banks, Incorporated (the “**Association**” or “**AATB**”). The Association is a Maryland nonstock corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

##### **Section 1.02      Mission**

The mission of the Association is to honor donors and to save and improve lives by promoting the safety, quality and availability of donated tissue for transplantation, and non-transplant anatomical material for education and research. AATB seeks to accomplish its mission by establishing and promulgating standards, administering accreditation and certification programs, interacting with regulatory agencies and legislative officials, and fostering education and research.

##### **Section 1.03      Objectives and Powers**

- (a) The Association’s objectives and powers, as set forth in its Articles of Incorporation as amended, are as follows:

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as organizations exempt from federal income tax by virtue of being described in Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law).

- (b) Limited to these purposes, the Association has the following specific objectives and powers:
- (1) to promote research and disseminate information in the field of tissue banking (transplant) and anatomical donation and use (non-transplant);
  - (2) to hold and conduct meetings, conventions and programs;
  - (3) to publish or to have published a journal, as well as other publications;
  - (4) to promote the exchange of scientific and technical knowledge concerning tissue banking (transplant) and anatomical donation and use (non-transplant)
  - (5) to encourage the voluntary donation of tissue for use in transplantation and for non-transplant purposes for education and research;
  - (6) to promote the availability through tissue bank programs of a safe, adequate and economical supply of tissue for use in transplantation and for non-transplant purposes for education and research;
  - (7) to establish codes and standards for the recovery, processing, storage and distribution of tissue for use in transplantation and for non-transplant purposes for education and research;
  - (8) to inspect and accredit entities engaged in the fields of tissue banking (transplant) and anatomical donation and use (non-transplant);
  - (9) to certify tissue banking personnel;
  - (10) to promote the adoption of laws and regulations that foster the safety, quality and availability of donated tissue for use in transplantation and for non-transplant purposes for education and research; and
  - (11) to do all and everything necessary, suitable or proper, including activities carried on with both non-profit and for-profit entities, for

the accomplishment or furtherance of any part of the purposes set forth above.

## ARTICLE II

### MEMBERSHIP AND AFFILIATION

#### **Section 2.01          Classes of Membership**

- (a) Membership in the Association is open to the following categories of individuals and entities who satisfy the requirements for application and membership:
- (1) Individuals who are involved or interested in the banking of tissues for transplantation, or the donation and use of non-transplant anatomical material for education and research, and who support the objectives, policies and standards of the Association (“**Individual Member**”);
  - (2) Individuals who are employees of AATB-accredited entities that engage in a tissue banking program for the donation or use of donated tissue for transplantation, or non-transplant anatomical material for education and research, including one or more of the following activities – donor screening or acceptability; donor testing; recovery, collection or acquisition; processing or preparation; storage and/or distribution – in accordance with the objectives, rules, policies, standards and codes, including without limitation the ethical standards and codes, of the Association, and that have been accredited by AATB. Such members shall be considered “Individual Members” with the same privileges and obligations as any other Individual Member.
  - (3) Individual Members who are retired; have reached the age of sixty-five (65) years, and whose years of membership in AATB in good standing, plus their age, equal or exceed the number seventy-five (75); and have requested the Membership Committee grant Emeritus Membership (“**Emeritus Member**”). In addition, after five (5) years of membership in good standing, Individual Members who are disabled, to the extent that they are unable to engage in gainful employment, may request Emeritus Member status; and
  - (4) Individuals and entities, including vendors, exhibitors, suppliers, distributors, group purchasing organizations and others who support the professional, operational and educational needs of tissue banking programs or non-anatomical donation/use programs, Individual Members, AATB-Accredited Institutions, and the Association (“**Affiliate Member**”). Such Affiliate

Members may not be any entity that is eligible for accreditation by AATB.

## **Section 2.02 Applications**

All applicants for membership must create a properly completed account, on a form provided by AATB, accompanied by all dues or fees owed, if any. The Association has a right to approve or reject an application for membership. Application forms and procedures shall be determined by the Board of Governors from time to time.

## **Section 2.03 AATB-Accredited Institutions**

- (a) Entities that engage in a tissue banking program for the donation or use of donated tissue for transplantation, or non-transplant anatomical material for education and research, including one or more of the following activities – donor screening or acceptability; recovery, collection or acquisition; processing or preparation; storage and/or distribution -- in accordance with the objectives, rules, policies, standards and codes, including without limitation the ethical standards and codes, of the Association, and that have been accredited by AATB shall be known as “AATB-Accredited Institutions.” Such entities shall not be considered members of AATB, but all employees of these entities will receive Individual Membership pursuant to the provisions of this Article. AATB-Accredited Institutions will be subject to the rights and obligations as set forth in these Bylaws and the policies and procedures of the Association.
- (b) An AATB-Accredited Institution in good standing has the right: 1) to receive publications; 2) to assign an Accredited Institution Representative (an “AIR”) to vote at meetings of the Accredited Tissue Banks Council (“ATBC”); 3) to Individual Memberships for all employees; and 4) to enjoy all other rights of an AATB-Accredited Institution as may be granted from time to time by the Board of Governors. Each person who becomes an Individual Member by virtue of his/her employer’s status as an AATB-Accredited Institution will be noted on the records of the Association as an Individual Member, will be entitled to enjoy all of the rights of an Individual Member described in Section 2.04(a), and will not be required to separately apply for membership or pay membership dues, but only for so long as his/her respective AATB-Accredited Institution remains in good standing with the Association and he/she remains employed by the AATB-Accredited Institution.
- (c) The Board of Governors may suspend or withdraw accreditation of an AATB-Accredited Institution if it has violated the terms of its accreditation as set forth in the Accreditation Policies for a transplant or non-transplant institution. Proceedings to suspend or withdraw accreditation will be conducted pursuant to the Accreditation Policies.

## **Section 2.04 Rights of Members**

- (a) An Individual Member in good standing has the right: 1) to attend and



participate in Association meetings; 2) to cast votes in accordance with these Bylaws; 3) to be nominated for and to hold office; 4) to request to join Committees; 5) to be a member of a Council as provided in Article IV of these Bylaws; 6) to be counted for purposes of determining a quorum; 7) to receive publications; and 8) to enjoy all other benefits of individual membership as may be granted from time to time by the Board of Governors.

- (b) An Emeritus Member in good standing has the right: 1) to attend and participate in Association meetings; 2) to cast votes in accordance with these Bylaws; 3) to be counted for purposes of determining a quorum; 4) to receive publications; 5) to request to join Committees; 6) to be a member of any Council as provided in Article IV of these Bylaws; and 7) to enjoy all other rights of emeritus membership as may from time to time be granted by action of Association's President and Chief Executive Officer ("CEO") followed by notice to the Board of Governors, provided however, that Emeritus Members may not serve as officers of the Association, Committees or Councils, or as Governors.
- (c) An Affiliate Member in good standing has such rights as may from time to time be granted by the Board of Governors, which may include the right: 1) to preferred exhibit space at the Association's Annual Meeting, on such terms as AATB may specify; 2) to be included in the Association's vendor and event directories, apps and guides; 3) to be featured at a place within the Association's website; 4) to make limited use of the Association's name and a designated Association logo, as prescribed by AATB; and 5) appoint a designative representative to represent the Affiliate Member in matters before the Association ("**Affiliate Member Representative**" or "**AMR**"). The Affiliate Member Representative is not entitled to vote on Association matters, be counted for purposes of determining a quorum, or serve on the Board of Governors in any capacity.
- (d) Individual Members, Emeritus Members or Affiliate Members who are not in good standing, including without limitation by not having paid all applicable fees, dues and/or charges, by having been determined to have violated the Association's Code of Ethics (or, in the case of a Certified Tissue Bank Specialist or Certified Reproductive Cryotechnology Specialist who also is an Individual Member, having been determined to have violated the Certification Code of Conduct), or by having engaged in conduct that is not in compliance with the rules, policies, standards and requirements, or is contrary to the interests, of the Association, are not entitled to exercise any of the rights or enjoy any of the benefits of membership, including without limitation the rights to vote, be counted for quorums, or serve on Committees or Councils. An AIR or AMR who has not separately obtained individual membership in the Association and whose membership rights derive only from his/her employer's status as an AATB-Accredited Institution or an Affiliate Member may not exercise any

rights or enjoy any benefits of membership for so long as his/her employer is not in good standing as an AATB-Accredited Institution or an Affiliate Member.

- (e) Members, unless authorized to do so, do not have the right to speak on behalf of the Association or to bind it in any manner.
- (f) Use of the Association's Service Marks and logos by each of the foregoing classes of members is governed by the AATB Policy For the Use of Trademarks, Service Marks and Certification Marks, as that policy may be amended by the Board of Governors from time to time.

### **Section 2.05          Discipline of Members**

The Board of Governors may suspend or expel any member for conduct that is not in compliance with the rules, policies, standards, codes and/or requirements, or that is contrary to the interests, of the Association. Such action requires a majority vote of the Governors then in office. A member whose suspension or expulsion is under consideration will be given a notice that states the reasons therefore, and will be afforded an opportunity to respond to the Board in writing.

### **Section 2.06          Dues and Fees**

- (a) The Board of Governors from time to time will set the membership dues and any other assessments or fees. On or before January 1 of each year, the Association will send statements to all members for payment of dues for that calendar year. Emeritus members are not required to pay membership dues.
- (b) The Board of Governors, in its discretion and subject to the policies and procedures of the Association, may waive the payment of dues by an Individual Member.

### **Section 2.07          In Good Standing**

- (a) An Individual Member is deemed to be in good standing unless the Board of Governors determines in its sole discretion that the member has: 1) failed to timely pay all dues, fees and charges owed to the Association; 2) failed to comply with these Bylaws; or 3) engaged in conduct that is not in compliance with the rules, policies, standards, codes and requirements, or is contrary to the interests, of the Association.
- (b) An AATB-Accredited Institution is deemed to be in good standing unless the Board of Governors determines in its sole discretion that the member has: 1) failed to timely pay all dues, fees and charges owed to the Association; 2) failed to maintain its accreditation by the Association; 3) failed to comply with these Bylaws; or 4) engaged in conduct that is not in

compliance with the rules, policies, standards, codes and requirements, or is contrary to the interests, of the Association.

- (c) An Affiliate Member is deemed to be in good standing unless the Board of Governors determines in its sole discretion that the member has: 1) failed to timely pay all dues, fees or charges owed to the Association; 2) failed to comply with these Bylaws; 3) engaged in conduct that is not in compliance with the rules, policies, standards, codes and requirements, or is contrary to the interests, of the Association; or 4) is in breach of any term of an agreement between the Association and the Affiliate Member and has failed to timely cure such breach following notice from the Association.
- (d) An Emeritus Member is deemed to be in good standing unless the Board of Governors determines in its sole discretion that the member has: 1) failed to timely pay all fees and charges owed to the Association; 2) failed to comply with these Bylaws; or 3) engaged in conduct that is not in compliance with the rules, policies, standards, codes and requirements, or is contrary to the interests, of the Association.

### **ARTICLE III**

#### **MEETINGS**

##### **Section 3.01 Annual Meeting**

There shall be an Annual Meeting of the Association at which such business before the members shall be conducted. The Board of Governors shall determine the date and place of the Annual Meeting.

##### **Section 3.02 Special Meetings**

The Board of Governors may call special meetings of the Association.

##### **Section 3.03 Notice**

- (a) The Association shall publish written notice to all members of the place, date and time of the Annual Meeting of the Association at least ninety (90) calendar days before the meeting.
- (b) Special meetings of the Association may be held on at least fifteen (15) calendar days advance written notice.
- (c) Written notice to be given pursuant to these Bylaws may be given by U.S. mail (postage pre-paid), facsimile transmission, courier or next-day delivery, email or other electronic transmission, or such other method as may be authorized by the Board of Governors.

- (d) Written notice, including without limitation electronic, courier or next day-delivery, will be deemed to have been given on the day sent to the intended recipient of such notice or the recipient's designated representative.
- (e) If multiple forms of notice are used to give notice regarding an action to be taken or a vote to be cast within a specified number of days from written notice, the calculation of such time period will be based on the latest date on which any of the multiple forms of notice is deemed under Section 3.03(c) to have been given.

### **Section 3.04 Quorum**

At any meeting of the Association, the presence in person of at least ten (10) percent, or one hundred (100), of the Individual Members of the Association in good standing, whichever is less, will constitute a quorum for the transaction of business. The Chairperson, or his or her designee from the Board of Governors, will preside at meetings of the Association.

### **Section 3.05 Action by the Association at Meetings**

Actions requiring a vote by the members of the Association may be brought up and put to a vote at any meeting of the Association at which a quorum is present, provided that, no matter may be put to a vote unless the Association has notified all Individual Members in writing at least fifteen (15) calendar days prior to the vote that the matter may be put to a vote. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, action by a majority of Individual Members present at the meeting at which a quorum is present will constitute the action of the Association. Voting by proxy or by absentee ballot is prohibited.

### **Section 3.06 Participation by Remote Communications**

The Board of Governors may elect to hold any meeting of the membership to take place by means of conference telephone or by other means by which all participants are able to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.

### **Section 3.07 Action by the Association without Meetings**

If the Board of Governors determines that action should be taken or authorized by the members other than at a meeting of the Association, written or telephonic notice of the proposed action will be provided by the Association to all Individual Members. An action will be deemed taken or authorized if written votes (including, if authorized by the Board, votes cast via electronic ballots) in favor of the action are received from a majority of the Individual Members casting votes within forty-five (45) calendar days of the date on which the Association's written or telephonic notice was given. A shorter period may be specified by the Board

of Governors. However, no such action will be effective unless at least ten (10) percent of all Individual Members of the Association have cast votes on the matter.

## **ARTICLE IV**

### **COUNCILS**

#### **Section 4.01 Purpose of Councils**

Councils represent the viewpoints of the various disciplines that relate to tissue recovery, processing, storage, distribution, transplantation, research and education.

#### **Section 4.02 Establishment of Councils**

- (a) The Board of Governors, by majority vote, may establish or terminate a Council, combine two or more Councils, or alter the composition or focus of a Council.
- (b) In the event that a new Council is established, the Board will (i) appoint an interim Chairperson, and (ii) notify Individual Members of the new Council's establishment and the opportunity for members to join the Council. Elections of any permanent Chairpersons will be determined by the policies set forth in this Article IV.
- (c) In the event that a Council is terminated, the Board representative of the terminated Council will cease to be a member of the Board of Governors as of the date of the Council's termination.
- (d) When two or more Councils are combined, as of the date that the combination becomes effective the newly combined Council shall have one Chairperson, one Vice-Chairperson and one Secretary, each of whom shall serve the remainder of his/her current elected term. The Chairperson, Vice-Chairperson and Secretary shall be selected by the Board from among, respectively, the Chairpersons, Vice-Chairpersons and Secretaries of the combined Councils; and the other Chairperson(s), Vice-Chairperson(s) and Secretary(ies) who are not selected by the Board shall cease to serve as Council officers as of the date on which the combination of Councils becomes effective. The Chairperson of the combined Council shall serve as the combined Council's Board Representative.
- (e) The Chairperson of a Council may invite certain non-members of the Association to serve in an advisory capacity on a Council. Such Council members shall not have a vote on any matter before the Council.

### **Section 4.03            Membership of Councils**

Each Council consists of Individual Members of the Association interested in that particular discipline or council, except for the ATBC, which consists of designated representatives of AATB-Accredited Institutions. There is no minimum or maximum number of members that may serve on a particular Council. Except in the case of the Physicians Council, whose criteria are identified in their charter, there are no criteria applicable to membership on a Council. A member of the Physicians Council may serve as a voting member of an additional Council and as an AIR on the ATBC. Otherwise, each Individual Member of the Association may be a voting member of only one Council, and may also serve as an AIR on the ATBC. Council members may change Council membership at any time, except during an election.

### **Section 4.04            Duties of Councils**

Each Council shall have such duties and obligations as specified in their Council Charter which shall be approved by the Board of Governors.

### **Section 4.05            Officers of Councils**

- (a) In accordance with these Bylaws and the policies of the Association, each Council will elect a Chairperson, a Vice Chairperson and a Secretary. Each Council Officer shall be an employee of an AATB-Accredited Institution in good standing. The Council Officers will serve two-year terms beginning at the conclusion of the Annual Business Meeting in the year they are elected. The Chairperson of each Council will represent the Council on, and will serve as a member of, the Board of Governors for up to two (2) consecutive two-year terms.
- (b) The Vice Chairperson shall:
  - (1) perform the duties of the Chairperson in the absence of the Chairperson; and
  - (2) succeed to the Chairperson office if that office becomes vacant because of the death, incapacity, resignation or removal of the Chairperson.

### **Section 4.06            Nomination and Voting**

- (a) All Individual Members who are on a Council may be nominated or nominate themselves for a Council officer position upon receiving a petition signed by at least ten percent (10%) of the Council membership or

ten (10) individual members of the particular Council to which the petition relates, whichever is greater.

- (b) Voting for Council officers will be conducted in accordance with Section 8.05.

**Section 4.07 Election**

Election of Council officers will be determined in accordance with Section 8.06.

**Section 4.08 Council Officer Vacancies**

A vacancy in the office of a Council Chairperson will be filled as provided in Section 5.04(a). A vacancy in any other Council office, if the remaining term of office is six (6) months or more, will be filled by appointment by the Council Chairperson(s) of a successor to complete the remaining term of office. If the remaining term of office is less than six (6) months, the Council Chairperson(s) may either appoint a successor to complete the remaining term of office or allow the vacancy to be filled at the next regularly scheduled election.

**ARTICLE V**

**GOVERNORS**

**Section 5.01 Governing Body**

The governing body of the Association is the Board of Governors.

**Section 5.02 Composition**

The Board of Governors shall consist of at least thirteen (13) and no more than nineteen (19) members, including any *ex officio* members. The members of the Board of Governors consist of the Chairperson (who is the “Chairperson”); the Chairperson-elect; the Immediate Past Chairperson; the Secretary-Treasurer; the Chairperson(s) of each Council; the representative of the AATB TPG, LLC, a wholly-owned subsidiary of AATB (“TPG” and “TPG representative”, respectively); and two (2) At-Large Governors. CEO shall be a non-voting, *ex officio* member of the Board of Governors.

**Section 5.03 Term**

- (a) The term of each elected Governor is two (2) years and begins at the conclusion of the next Annual Business Meeting in the year he or she is elected. The term of the TPG representative is two (2) years and runs simultaneously with the term of the Chair of the Board.
- (b) If the Board of Governors establishes a new Council, the first term of the

new Council Chairperson as a Governor commences upon the Chairperson's election as chair of the new Council and continues through the Annual Meeting of the next even- numbered year.

- (c) If, at the end of his or her term, a Governor whose term has expired has not been re-elected and a successor has not been elected, (i) in the case of a Council Chairperson, the Vice-Chairperson will succeed, and if the Vice-Chairperson cannot or is not willing to succeed then the Secretary will succeed, and if no Council officer can or is willing to succeed, then the Board will appoint an interim Council Chairperson who will serve as the Council's representative on the Board of Governors until a successor is elected at the next regularly scheduled election or a special election called by the Board, whichever occurs first; (ii) in the case of a Board Officer, or an Ad Hoc Governor, the Governor whose term has ended will continue to serve until a successor is elected at the next regularly scheduled election or at a special election called by the Board, whichever occurs first; and (iii) in the case of the TPG representative, the TPG representative will continue in office until a successor is selected by the TPG pursuant to the provisions of the Second Amended and Restated Limited Liability Company Agreement of AATB TPG, LLC, as it may be amended from time to time ("TPG LLC Agreement").
- (d) At-Large Governors may serve two (2) consecutive two-year terms after which they are ineligible for reelection for At-Large Governor positions until remaining off of the Board for two (2) years. Such term limits shall be extended in the event a Governor serves in the succeeding roles of Chairperson-elect, Chairperson and Immediate Past Chairperson.
- (e) No individual may serve more than a total of six (6) full terms in their lifetime, whether or not consecutive, excluding terms served as Chairperson, Chairperson- elect and Immediate Past Chairperson.

#### **Section 5.04          Vacancies**

Upon the death, incapacity, resignation or removal of an Officer of the Board of Governors or an At-Large Governor, the vacancy will be filled by special election of the membership if the remainder of the term is twelve (12) months or more. Nominations will be made by the Nominating Committee and may be made by petition. If less than twelve (12) months remain in the term, the vacancy will be filled at the next election and, in the case of an Officer of the Board, in the interim the duties of the office will be assigned by the Board of Governors to a member of the Board who is not an Officer.

- (a) Upon the death, incapacity, resignation or removal of the Chairperson of a Council, succession will be Vice-Chairperson, then Secretary. If neither succeeds, and the remaining term is twelve (12) months or more, the



vacancy will be filled by special election among Council members. If neither succeeds and less than twelve (12) months remains, the vacancy will be filled at the next election and, in the interim, the duties of the office will be performed by the Vice-Chairperson or, should he or she be unable or unwilling to do so, by the Secretary or, should he or she be unable or unwilling to do so, then by a member of the Council selected by the Board to perform such duties.

- (b) Upon the death, incapacity, resignation or removal of the TPG representative, the vacancy will be filled by such person as is selected by the TPG pursuant to the provisions of the TPG LLC Agreement.
- (c) A Governor elected to fill a vacancy on the Board will serve for the unexpired term of his or her predecessor or until the election of his or her successor, whichever occurs earlier.

### **Section 5.05 Meetings**

The Board of Governors will hold an annual meeting, which will take place during, or not later than, thirty (30) calendar days after the Annual Meeting of the Association; or, if no Annual Meeting of the Association is held, at such time as the Executive Committee designates. The Board will hold special meetings at the call of the Chairperson or any three (3) Governors. The Chairperson will preside at meetings of the Board. In the Chairperson's absence, the Chairperson-elect will preside. In the Chairperson-elect's absence, the Board, by plurality vote, will designate another officer to preside.

### **Section 5.06 Notice**

Notice of the annual meeting of the Board of Governors will be given no later than ten (10) business days before the meeting, except that no advance notice need be given if the meeting is held at the place of and during or immediately preceding or following the Annual Meeting of the Association. Notice of a special meeting of the Board of Governors will be given no later than five (5) business days before such meeting.

### **Section 5.07 Quorum**

The presence of at least one-half of the members of the Board of Governors then in office is necessary to constitute a quorum for the transaction of business. If a quorum is not present, the Board may adjourn until a quorum is present and may at that time conduct such business as could have been conducted at the original meeting but for the absence of a quorum.

### **Section 5.08 Action by the Board at Meeting**

Unless otherwise required by law, the Articles of Incorporation or these Bylaws,

action by a majority of the Governors present at a duly called meeting at which a quorum is present constitutes the action of the Board.

### **Section 5.09 Action by the Board without Meeting**

Any action required or permitted to be taken at a meeting of the Board of Governors, or a meeting of a committee of the Board, may be taken without a meeting if (a) written notice of the proposed action is received by all Board members, or all members of the Board committee, as the case may be, at least seven (7) calendar days prior to the date on which a vote on such matter will be held, and (b) the proposed action is approved unanimously by each member of the Board, or the committee of the Board, entitled to vote on the matter. Such votes are to be cast in writing and may be delivered by U.S. mail (postage pre-paid), facsimile transmission, courier or next-day delivery, email or other electronic transmission, or such other method as may be authorized by the Board of Governors, and must be filed in paper or electronic form with the minutes of the Board's or the committee's proceedings.

### **Section 5.10 Attendance and Participation at Meetings of the Board**

- (a) A member of the Board of Governors may participate in a meeting by means of telephone or similar communications conference facilities if all persons participating in the meeting can hear one another at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.
- (b) A Governor who is the Chairperson of a Council and who is unable to attend a meeting of the Board of Governors may, upon advance notice to the Chairperson, send an alternate to such a meeting. Such an alternate must be (1) a member of the Council whose Chairperson will be absent and (2) in good standing. If the alternate is a Council Officer, then the alternate may vote in place of the Chairperson; all other alternates are non-voting.

### **Section 5.11 Compensation**

Governors will not receive compensation for their services as such or as members of a Council or Committee, but they may be reimbursed for reasonable expenses incurred on behalf of the Association.

### **Section 5.12 Removal or Resignation**

- (a) A Governor may be removed by a vote of at least two-thirds of all other Governors. A Governor serving by virtue of election by a Council also may be removed by vote of at least two-thirds of the Council's members. The TPG representative may be removed by a vote of at least two-thirds

of all other Governors, or by action of the TPG pursuant to the TPG LLC Agreement.

- (b) Grounds for removal include, without limitation, unlawful or unethical conduct, failure to perform the duties of the office, or two (2) consecutive absences from meetings of the Board of Governors. In the case of removal of a Governor, the vacancy will be filled in accordance with Section 5.04.
- (c) A Governor may resign at any time by submitting written notice addressed to the Chairperson or the Secretary-Treasurer. A resignation will take effect immediately upon receipt of such notice by the Association, unless a later time is specified in the notice. Acceptance of a resignation is not required unless otherwise specified in the notice.
- (d) An Officer of the Board of Governors who is removed or resigns as a Governor may not continue to serve as an Officer of the Board or as an Officer of his or her Council for the remainder of the term.

### **Section 5.13 Powers and Duties**

In addition to its powers and duties under the law, the Articles of Incorporation, and these Bylaws, the Board of Governors has the following powers and duties:

- (a) to determine and implement policies of the Association in accordance with the Articles of Incorporation and these Bylaws;
- (b) to approve the budget for the Association for the next fiscal year;
- (c) to act on recommendations of Committees;
- (d) to designate appropriate official publications of the Association;
- (e) to designate official spokespersons for the Association;
- (f) to designate as an honorary member an individual who has made an outstanding contribution to the field of tissue banking; and
- (g) to perform such other duties and exercise such other powers as may be necessary to further the purposes of the Association.

## **ARTICLE VI**

### **AT-LARGE GOVERNORS**

#### **Section 6.01 Nomination and Election of At-Large Governors**

Two (2) Individual Members of the Association will be elected to serve as At-Large Governors. Each At-Large Governor will be nominated, and elected by the

Individual Members of the Association, in accordance with the procedures set forth in Article VIII.

**Section 6.02 At-Large Governor Vacancies**

Vacancies in the office of At-Large Governor will be filled in accordance with Section 5.04(a).

**ARTICLE VII**

**OFFICERS**

**Section 7.01 Officers and Qualifications**

The Officers of the Association are the Chairperson, the Chairperson-elect, the Immediate Past Chairperson, and the Secretary-Treasurer. Officers must be Individual Members or AIRs of the Association, in good standing, at the time of their nomination and election and during their term of office. AMRs may not serve as officers of the Association.

**Section 7.02 Nomination and Election of Officers**

- (a) Each Officer is to be nominated, and elected by the Individual Members of the Association, in accordance with the procedures set forth in ARTICLE VIII.
- (b) Officers, with the exception of the Chairperson, Chairperson-elect, and Immediate Past Chairperson, are eligible to succeed themselves subject to the provisions of Section 5.03(d) and (e).

**Section 7.03 Officer Vacancies**

Vacancies in Officer positions will be filled in accordance with Section 5.04(a).

**Section 7.04 Duties**

- (a) Chairperson - The Chairperson shall:
  - (1) preside at meetings of the Association;
  - (2) serve as Chairperson of the Board of Governors and the Executive Committee;
  - (3) with approval of the Board of Governors, appoint Chairpersons of Standing Committees;
  - (4) appoint Chairpersons and members of Ad Hoc Committees;
  - (5) have authority to execute contracts on behalf of the Association;

- (6) have authority to disburse or authorize disbursement of funds of the Association, provided that disbursements in excess of \$5,000.00 must be co-authorized in writing by either the Secretary-Treasurer of the Board or the CEO;
  - (7) serve as ex officio member of all Standing and Ad Hoc Committees; and
  - (8) perform such other duties as the Board of Governors or the Executive Committee may assign.
- (b) Chairperson-elect The Chairperson-elect shall:
- (1) perform the duties of the Chairperson in the absence of the Chairperson;
  - (2) assume the Chairperson office at the conclusion of the Annual Business Meeting two (2) years following the year in which the Chairperson-elect was elected; and
  - (3) succeed to the Chairperson office if that office becomes vacant because of the death, incapacity, resignation or removal of the Chairperson.
- (c) Immediate Past Chairperson – The Immediate Past Chairperson shall:
- (1) perform such duties as the Chairperson or the Executive Committee may assign.
- (d) Secretary-Treasurer – The Secretary-Treasurer shall:
- (1) keep, or cause to be kept, the minutes of all meetings of the Association, the Board of Governors, and the Executive Committee;
  - (2) forward, or cause to have forwarded, reports of meetings of the Executive Committee to all members of the Board of Governors;
  - (3) maintain, or cause the maintenance of, all financial records required by federal, state and local laws;
  - (4) file, or cause to be filed, in a timely fashion all federal, state and local tax and other records and forms that are required to be filed by the Association;
  - (5) account for dues paid by members; and
  - (6) perform such other duties as are usually associated with the office of Secretary-Treasurer and consistent with the AATB Financial

**Section 7.05 Compensation**

Officers will not receive compensation for their services, but may be reimbursed for reasonable expenses incurred on behalf of the Association.

**ARTICLE VIII**

**NOMINATIONS AND ELECTIONS**

**Section 8.01 Election Years**

The Association will hold elections for Council officers in each even-numbered year. The Association will hold elections for Officers of the Association and the At-Large Governors in each odd-numbered year.

**Section 8.02 Nomination**

- (a) On or about April 1 of each odd-numbered year, the Nominating and Awards Committee will prepare, from a list of eligible Individual Members in good standing provided by the Association, a list of nominees to fill Officer, At-Large Governor, and all Council officer positions that will become vacant at the next Annual Meeting. The Nominating and Awards Committee will attempt to provide a broad representation of various disciplines. The Nominating and Awards Committee will determine the willingness of each nominee to serve and will provide the Association with a brief summary of the interests, background and qualifications of each nominee that relate to the Association. The Association will transmit the slate of nominees, the summaries and the ballots to all members in good standing of the Association on or about June 1.
- (b) No Individual Member may be nominated or run for office for more than one (1) position on the Board of Governors.
- (c) No more than two (2) Individual Members from the same AATB-Accredited Institution, firm or organization (including any AATB-Accredited Institution that is a member of the Tissue Policy Group of the American Association of Tissue Banks (the AATB TPG, LLC)) may be nominated for Officer, At-Large Governor and/or Council Chairperson positions in any election year by the Nominating and Awards Committee and/or by petition as provided for in Section 8.03. This restriction also applies to filling vacancies in accordance with Section 5.04 and Section 6.02. In addition, no Individual Member may be nominated for an Officer,

At-Large Governor and/or Council Chairperson position if such person's subsequent election to that office would result in there being, during such person's term of office, more than one (2) people from the Individual Member's AATB-Accredited Institution serving on the Board (including any AATB-Accredited Institution that is a member of the Tissue Policy Group of the American Association of Tissue Banks) at the same time.

- (d) No member of the Nominating and Awards Committee will be nominated by the Committee.

### **Section 8.03            Nomination by Petition**

Individual Members may submit nominations by petition to the Board of Governors or Council Chairpersons. A nominating petition for a Council office must be signed by at least ten percent (10%) of the Council membership or ten (10) individual members of the particular Council to which the petition relates, whichever is greater. A nominating petition regarding Officer and At-Large Directors on the Board of Governors must be signed by at least twenty-five (25) Individual Members of the Association. A signature may be denoted in writing or by use of an electronic signature. The petition must include a written statement by the nominee that the nominee is willing to serve if elected, a brief summary of the interests, background and qualifications of the nominee that relate to the Association, and other relevant background information the nominee may wish to include. Petitions may be submitted in person, by U.S. mail (postage pre-paid), facsimile transmission, courier or next-day delivery, email or other electronic transmission, or such other method as may be authorized by the Board of Governors, and must be received by the Association by 11:59 PM Eastern on May 1 of the election year. On or before June 1 of an election year, the Association will send this information to the members of the Association or the Council, as appropriate, with a list of nominees and ballots.

### **Section 8.04            Multiple Positions Prohibited**

No member of the Board of Governors may hold more than one Board position simultaneously during any term of office.

### **Section 8.05            Voting**

- (a) All votes in elections must be cast by written ballot or by such alternative means, including electronic voting, as the Association may employ. Only those ballots signed (including electronic signature where electronic ballots are utilized) and received by 11:59 PM Eastern on July 1 of an Election Year will be used to determine the outcome of an election.
- (b) Only Individual Members in good standing are entitled to vote in Officer and At-Large Governor elections. Only members in good standing of each Council are entitled to vote in their respective Council's elections. Only

the designated representative of each AATB-Accredited Institution in good standing is entitled to vote in elections of the ATBC. Voting in ATBC elections does not affect designated representatives' right to also vote in their respective non-ATBC Council elections pursuant to Section 4.03 of these Bylaws.

- (c) The Chairperson may appoint two (2) or more Individual Members who are not members of the Board of Governors or the Nominating and Awards Committee, or nominees for any position on the Board of Governors, to serve as inspectors of the election to determine questions as to the validity of ballots and to oversee the tallying and reporting of the votes. If such inspectors are not appointed, the Secretary-Treasurer will serve as such.

### **Section 8.06 Election**

The nominee for each office receiving a plurality of votes cast will be elected. In the event of a tie vote for an office, the nominees with the tie votes will be resubmitted to the membership for another vote, the outcome of which also will be determined by plurality vote. Such ballots will be transmitted to the members within fifteen (15) calendar days of the determination of a tie and the ballots must be received by the Association within forty-five (45) calendar days of the determination of a tie. The TPG representative will be selected by the TPG in accordance with the provisions of the TPG LLC Agreement.

## **ARTICLE IX**

### **COMMITTEES**

#### **Section 9.01 Executive Committee**

The Executive Committee of the Board of Governors consists of the Chairperson of the Board (who shall be the Chairperson of the Executive Committee), the Chairperson-elect, the Immediate Past Chairperson, the Secretary-Treasurer, and the Association's CEO, who shall be a non-voting, *ex officio* member of the Committee. In the intervals between meetings of the Board of Governors, the Executive Committee has all of the powers of the Board in the supervision and direction of the business and affairs of the Association other than the power to remove a Governor or Officer, or to amend the Bylaws or the Articles of Incorporation. The Committee will meet as necessary. The Secretary-Treasurer will provide advance notice, which is to be received by Executive Committee members at least three (3) business days prior to each meeting of the Executive Committee, and will keep minutes of its proceedings. The presence of at least three (3) voting members of the Executive Committee is necessary to constitute a quorum. The action of a majority of the members present at a meeting held in accordance with these Bylaws and at which a quorum is present constitutes action of the Executive Committee. The provisions of Section 5.09 and Section



5.10(a) apply to the Committee.

## **Section 9.02 Board Committees**

- (a) The Board of Governors shall have the power to create other committees, in addition to the Executive Committee, comprised exclusively of members of the Board (“Board Committees”) and to delegate to such Board Committees such powers as, in the discretion and explicit authorization of the Board, are necessary and desirable. However, no such Board Committee shall have the authority to amend the Certificate of Incorporation or these Bylaws, approve or adopt any action or matter expressly required by law to be submitted to the membership, or amend or repeal any resolution of the Board of Governors which, by its terms, shall not be so amended or repealed.
- (b) Only one (1) individual representing an institutional establishment may serve on a Board Committee at any given time.
- (c) The composition, terms of Board Committee members, responsibilities, and other relevant matters shall be outlined in a Board Committee charter approved by the Board of Governors.

## **Section 9.03 Ad Hoc Committees**

The AATB Chairperson may establish Ad Hoc Committees, appoint or provide for the appointment of their Chairpersons and members, and assign or provide for assignment of duties to them. The AATB Chairperson will serve as an *ex officio* member of all Ad Hoc Committees.

## **Section 9.04 Subcommittees and Working Groups**

Committees and Ad Hoc Committees may appoint subcommittees and/or working groups to assist in carrying out the functions and duties of the Committees. Subcommittees and working groups will report to the Chairperson of the Committee and work with the respective Association staff member(s).

## **Section 9.05 Minutes**

Each Committee will keep minutes of its meetings and records relating to its work. Minutes and records will be maintained by the chairperson of the Committee, with the assistance of Association staff.

## **ARTICLE X**

### **MANAGEMENT**

#### **Section 10.01 Management**

The activities and programs of the Association are directed and managed by the CEO. The CEO may sign routine documents and instruments necessary to the transaction of the Association's business, and such other documents and instruments as are authorized by these Bylaws or the Board of Governors. The CEO is appointed by the Chairperson with the approval, by majority vote, of the Board of Governors. The CEO is responsible for implementing the policies of the Association as determined by the Board. The CEO reports to the Chairperson of the Board and is responsible to the Board. Other personnel required for the specific activities of the Association are under the direction of and responsible to the CEO.

## **ARTICLE XI**

### **INDEMNIFICATION**

#### **Section 11.01 Indemnification**

Every present or former Governor, Council Officer, Officer, employee and agent of the Association ("indemnified person") will be indemnified by the Association against all liabilities (including claims, demands, judgments, penalties and fines) and reasonable expenses, including reasonable attorney's fees, that the person may incur by reason of his or her position with and actions on behalf of the Association, provided, however, that indemnification may not be made in respect of: (1) any debt, obligation or liability of an indemnified person to the Association or expenses incurred with respect to such liability; (2) any action taken by an indemnified person that is outside the scope of the indemnified person's authority to act on behalf of the Association; or (3) any liability or expenses incurred as a result of an indemnified person's bad faith, dishonesty, criminal conduct, gross negligence or action taken for personal benefit. The Association will indemnify an indemnified person to the fullest extent permitted under the Corporations and Associations Code of the State of Maryland. In the discretion of the Board, any expenses as to which an indemnified person is entitled to indemnification hereunder may be paid by the Association or its agent to the indemnified person in advance of the completion of an action or proceeding, if any, in connection with which they were incurred. All decisions regarding indemnification will be made by a majority vote of Governors not involved with the matter for which indemnification is sought or, if fewer than three (3) Governors are able to vote on such question, by the Association's counsel.

## **ARTICLE XII**

### **FINANCIAL ADMINISTRATION**

#### **Section 12.01      Fiscal Year**

The fiscal year of the Association is from January 1 to December 31, inclusive, unless otherwise amended by the Board of Governors.

#### **Section 12.02      Use of Funds**

The Board of Governors is authorized to select such depositories as it deems proper for the funds of the Association. The CEO may approve all association agreements and payment of invoices subject the guidelines of the AATB Financial Policies Manual.

#### **Section 12.03      Audits**

Annual financial audits of the Association will be conducted by outside independent auditors appointed by the Board of Governors.

## **ARTICLE XIII**

### **AMENDMENTS**

#### **Section 13.01      Amendments to the Bylaws**

- (a) These Bylaws may be amended by approval of a two-thirds majority of Governors in office and, after presentation to the general membership, by a majority of the Individual Members who cast votes by mail (subject to satisfaction of applicable quorum requirements), or by such alternative means as the Association may decide to utilize pursuant to Section 8.05(a) of these Bylaws, on the proposed amendment.
- (b) The Bylaws and Ethics Committee may recommend amendments to the Board of Governors. If any such amendment is approved by two-thirds of the Governors in office, the Board will present it to the Individual Members for approval by a majority of the Individual Members who cast votes by mail (subject to satisfaction of applicable quorum requirements), or by such alternative means as the Association may decide to utilize pursuant to Section 8.05(a) of these Bylaws, on the proposed amendment.
- (c) The members of the Association may propose amendment of the Bylaws by a petition signed by at least five (5) percent of all Individual Members or fifty (50) Individual Members, whichever is less. The Bylaws and Ethics Committee will review such proposed amendment and present its comments and the proposed amendment to the Board of Governors. If a

proposed amendment is approved by two-thirds of the Governors in office, the Board will present it to the Individual Members for approval by a majority of the Individual Members who cast votes by mail (subject to satisfaction of applicable quorum requirements), or by such alternative means as the Association may decide to utilize pursuant to Section 8.05(a) of these Bylaws, on the proposed amendment.

**Section 13.0            Automatic Amendment**

If the objectives or powers of the Association as set forth in its Articles of Incorporation are amended, Section 1.02 of the Bylaws will be deemed automatically amended to conform.

**Section 13.03        Notice of Amendments**

Prompt written notice of any amendment of these Bylaws will be given by the Association to each member of the Association.

**Section 13.04        Governors in Office**

No amendment to the Bylaws will affect the term or voting rights of any member who, at the time of the amendment, is currently serving or previously has been elected to serve on the Board of Governors.

**ARTICLE XIV**

**DISSOLUTION**

**Section 14.01        Dissolution**

The dissolution of the Association will be conducted in compliance with Article XV of the Articles of Incorporation, as amended.