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**Date:** March 19, 2019

**Bylaw Committee**  M. Susan Mandell (Chair), Daniela Damian, Ranjit Deshpande, Raymond Planinsic, Ramona Nicolau-Raducu, Sudhakar Subramani, Erin Sullivan, Klaus Torp

**Society for the Advancement of Transplant Anesthesia (SATA) Bylaws**

The Bylaws Working Group was established on February 22, 2018 after Dr. M. Susan Mandell, Chair, Executive Rules and Bylaws Committee, had a call for volunteers to review the SATA Bylaws and make recommendations for amendments to the original SATA Bylaws (approved by the Board on April 30, 2016).   The Bylaws Working Group became the Bylaws Committee following approval of the Executive Council on September 3, 2018

**The Mission** of the Bylaws Committee is to build consistent and binding rules that direct election and service responsibilities of the SATA leadership positions and the responsibilities of members.  The Mission of the Bylaws Committee is consistent with the society Mission and honors diversity, equality, opportunity for each member to succeed and transparency in all aspects of society business.

**Amendments, addition and withdrawal of existing Bylaws:** The Bylaws Committee is an independent decisional body of the Executive Leadership. Changes or addition of new Bylaws made by the Bylaws Committee are reviewed by the Executive Council of SATA.  The Council can approve or veto Bylaw recommendations made by the Bylaws Committee.  All changes to existing Bylaws requires a majority vote when all members of the Council are surveyed.  The Executive Council will post a finalized version of the Bylaws on the Website for the membership.

 **ARTICLE I**

 OFFICE AND REGISTERED AGENT

**Section 1. Principal Offic**e

The principal office of the Society shall be in the State of Florida.

**Section 2. Registered Office and Agent**

The LLC shall have and continuously maintain a registered office and registered agent in the State of Florida, as required by the State of Florida. The registered agent shall be either an individual resident of the State or a corporation authorized to transact busi­ness in the State.

 **ARTICLE II**

 PURPOSES

The Society for the Advancement of Transplant Anesthesia (SATA) was founded to provide an identity and a common voice for Anesthesiologists and other professionals engaged in the care of the organ transplant recipient.

The Society focuses on US and Canadian-based health care and policies affecting patient care and outcome. The Society welcomes and encourages international health care providers and their representative organizations to join as members. The Society supports global cooperation and communication as a way to improve the care of all recipients and donors.

We maintain that the field of Transplant Anesthesia is a specialty practice that requires a unique knowledge set applied by health care provider in the perioperative management of the thoracic and abdominal organ transplant recipients and donors. The Society defends a well-defined role of the Transplant Anesthesiologist in the operative management of the organ donor. Within this context we facilitate and uphold our members to provide competent care of organ donors using current evidence.

**SATA is committed but not limited to the following aims in support of its members and in advancing the field of Transplant Anesthesia:**

1. Supporting collegial collaboration, mentoring, and scholarship;
2. Promoting opportunities for career development, sharing of ideas, and providing Continuing Medical Education (CME);
3. Development of Transplant Anesthesia educational pathways that benefit trainees during residency and fellowship;
4. Advancing the quality of care through evidence based practice standards and guidelines;
5. To serve as a reservoir of professional expertise and public outreach;
6. Support research focused on the transplant recipient, donor management and organ recovery
7. Engage the national and international transplant community through partnership in allied societies and organizations.

 **ARTICLE III**

 MEMBERSHIP

**Section 1. Classes and Qualifications**

 There shall be the following classes of members:

a. **Active Members:**

Any physician (MD, DO, or equivalent degree) with certification in the field of Anesthesiology may be an active member after receipt of annual dues.

b. **Associate Members:**

Associate members are health care providers who are not certified anesthesiologists and include individuals or organizations directly involved in the care of transplant patients. An associate member may participate as a liaison on each SATA committee and may serve as a liaison representation on the Council. An Associate member will not have voting privileges in elections open to active members.

Associate members require sponsorship by one active member to join SATA. An Associate member can become a regular member with all active member privileges. This requires sponsorship by two active members and a vote by the Council.

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c. **Honorary Members:**

Any active member who has rendered conspicuous and outstanding service to the Society, or a person who has obtained prominence and rendered significant advancement in transplant anesthesia, may be elected to “Honorary Membership” if previously recommended for such membership by the Board of Directors, and provided the person received a majority vote of eligible voting members at an Annual Meeting. “Honorary Members” shall not pay dues nor hold office, but shall have all other rights and privileges of associate members.

 d. **Trainees**

 Any Health Care Provider who is in the process of training by a recognized

. Educational Institution. This includes, Medical Students, Advanced Nurse

Practioners and Fellows in the field of Transplantation. Trainees have the same privileges as Active Members but are not entitled to vote in the general elections. All trainees require sponsorship by one Active, Associate or Honorary Member. Trainees will become members of the Vanguard

 Committee with the designation “Trainee”.

**Section 2. Voting and Holding Office**

 All active members in good standing can vote and hold executive positions , with the exception of associate members, medical students, residents, and honorary members.

**Section 3 Dues**

1. Membership duesshall be determined by the Board of Directors.
2. Dues shall be payable annually in advance on the first business day of January for the upcoming fiscal year. Those who have not paid their dues by March 1 shall be notified that they are delinquent and that their names will be dropped from the membership roster after two notices are given in a continuous 60 day period. Members shall be reinstated upon payment of dues.

**Section 4. Expulsion**

Members may be expelled for (1) failure to abide by the provisions of these bylaws or (2) persistent disruption of the general or committee meetings of this Society. Expulsion of a member shall be determined by an affirmative vote of the Board of Directors after a hearing at which the member in question may be present. Restoration of membership after expulsion may be given only by an affirmative vote of the Board of Directors, after application by the expelled person.

**Section 5. Minimum Numbers for decisions during a Business Meeting**

For purposes of transacting business during a business meeting a quorum shall consist of the majority of Officers of the 9 board members, including President, Immediate-Past President, President-Elect, Secretary, Treasurer, and 4 council members. The initial voting will be conducted by these members except President, who will only cast the deciding vote when the initial vote is even-split.

**Section 6. Resignation**

Any member may resign from the Society by giving notice to the Board of Directors in writing or by fax, e-mail, or other electronic media. Resignation shall take effect at the time of acceptance by the Board. Membership dues will not be refunded.

**ARTICLE IV**

OFFICERS

**Section 1. Officers**

The officers of the Society, shall consist of a President, an Immediate Past President, a President-Elect, a Secretary, and a Treasurer. All officers shall be active members of the Society. The officers will only occupy a single executive position unless there is an unexpected vacancy. The board can then vote to place an officer in no more than 2 positions.

**Section 2. Election**

The officers of the Society shall be elected according to the rules and procedures outlined in ARTICLE VII – MEETINGS AND ELECTIONS.

Election/Appointment of SATA Officers:

The Officers will serve in all SATA executive offices that include the Treasurer, Secretary, President-Elect, President and Immediate Past President.  Succession will occur after each election cycle so that the Treasurer will become the Secretary, the Secretary will then occupy the position of President Elect and the President-Elect will move to President.  The President will become the Immediate Past President and be discharged from duties of Office after completion of service.  Each succession requires a majority (5 votes) vote by the Board which is composed of Treasurer, Secretary, President Elect, President and Immediate Past President and 4 Councilors.  The President does not vote unless there is a tie.

The Officers will serve 2 years with review at one year by the SATA Board.   A majority vote (5 votes) by the 8 voting Board after the first year of service allows each Officer to complete a 2 year term.  All Officers will serve the same term unless there is a resignation or removal of an Officer. The empty Officer position will be filled in accordance with the bylaws governing Officers.

**Section 3. Term**

The terms of Officers of the Society shall begin at the end of the election process and shall hold office for a 2-year term. At the end of a 1 year term, the council can vote to extend the term to 2 years. No Officier may serve more than 2 consecutive terms in any office.

**Section 4. Resignation**

Any officer may resign by giving formal notice to the Board of Directors in writing or by fax, e-mail, or other electronic media. Resignation shall take effect on the date of acceptance by the Board of Directors. Acceptance shall be by an affirmative vote of the Board of Directors.

**Section 5. Removal**

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors after a hearing at which the Officer in question may be present.

**Section 6. Vacancies**

A vacancy in the office of the President shall be filled for the unexpired term by the President-Elect. A vacancy in any other office shall be filled for the unexpired term by a Society member selected by the Board of Directors then in office.

**Section 6A**. **Interim Positions**:

A member may be elected to an interim position when an Officer or other leadership member is unable to complete the duties or tenure of their service. The nomination process of interim leaders uses the same process to fill vacancies described in Section 6.

Interim leaders will serve a Tenure that is defined by the executive council and is based on the needs of the society. Interim leaders can apply for full time positions at the end of their service period in an open election. The time of service in a full time position will not be affected by prior service in an interim position.

**Section 7. President**

The President shall be the Chief Administrative Officer of the Society, Chairperson of the Board of Directors, ex-officio member of all other committees, and Chairman person of the business meetings of the Society. The President shall only cast the deciding vote in the event of a tie at any meetings of the Society. The President shall have all power and duties as are conferred upon him/her by the Bylaws and shall perform such other duties as may be assigned by the Board of Directors and outlined in the Society’s policies and procedures manual.

The President can serve up to a two-year term. At the end of the first year, the council can vote to extend the term for an additional year to constitute a 2 year term. The President can serve a second term with 1 or 2 years of service as determined by the Board of Directors.

**Section 8. President-Elect**

The President-Elect is elected by the general membership to serve in this capacity for the same tenure as the President. The President-Elect shall assume the duties of the President if the President is absent or unable to perform the duties of the office. The President-Elect shall become familiar with the current issues in the Society and the people doing its work. Other duties may be assigned by the Board of Directors as outlined in the Society’s policies and procedures manual.

**Section 9. Secretary**

The Secretary shall ensure that a record of official business meetings of the Society and of the Board of Directors is kept and will ascertain that all other documents and records required by law, are maintained and are available for inspection by any member of the Society. Further there shall be maintained a register of names and addresses of all members. Further, the Secretary shall perform other duties as may be assigned by the Board of Directors and conform to activities outlined in the Society’s policies and procedures manual.

**Section 10. Treasurer**

The Treasurer shall be the General Financial Officer of the Society, shall keep full and accurate accounts of all receipts and disbursements, and shall ensure the deposit of all monies and other valuables in the name of and to the credit of the Society in such depositories as may be directed by a majority vote of the Board of Directors. The Treasurer shall make available for inspection by any member all financial records of the Society and shall perform such other duties as may be assigned by the Board of Directors and outlined in the Society’s policies and procedures manual.

**Section 11. Executive Director/Association Manager**

There may be an Executive Director/Association Manager appointed to act on behalf of the Society and assist the Officers in performing their duties. The Executive Director/Association Manager shall be appointed and may be removed from office by the Board of Directors. Except as stated in this section, the Executive Director/Association Manager is not an Officer of the Society.

**Section 12. Contracts**

The President, or an Officer of the Society or an Executive Director/Association Manager with approval of the President shall sign any contracts with other organizations or persons.

**Section 13. Bonding**

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Society shall furnish, at the expense of the Society, a fidelity bond, approved by the Board of Directors.

 **ARTICLE V**

 EXECUTIVE COUNCIL MEMBERS

**Section 1. Powers**

There shall be an Executive Council for the Society, which shall supervise and control the busi­ness, property and affairs of the Society, except as other­wise expressly provided by law or these Bylaws.

**Section 2. Number and Qualifications**

The Executive Council shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past President, and four At-large Councilors.

**Section 3. Election and Term of Office**

 The members of the Executive Council shall put forth nominations for elected office to the officers of the Society. Executive Council members shall serve for a term of up to 2 years and may be elected for a maximum of two consecutive terms, not including filling an unexpired term.

 The election of Treasurer and 4 At-large Councilors:

 The membership including Officers will nominate SATA members for the position of Treasurer and four At-large Councilor positions.  The Board will appoint up to 6 nominees for At-large Councilors and 2 nominees for Treasurer.   Election of individuals into Executive Council positions will be determined by a vote of the membership. The nominees who accrue the most votes will be offered a term of service on the Board.  A vote of the Executive Council is needed at one year of service for completion of the second year of the service.

**Section 4. Resignation**

Any director may resign at any time by giving written notice to the President of the Society. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Society.

**Section 5. Removal**

Any member of the Executive Council may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

**Section 6. Vacancies**

 Vacancies shall be filled by majority vote of the remaining members of the Executive Council for the unexpired term.

**Section 7. Regular Meetings**

A regular annual meeting of the Executive Council of the Society shall be held each year, at such time, day and place as shall be designated by the Executive Council. The meeting can be face to face or videoconference.

**Section 8. Special Meetings**

Special meetings of the Executive Council may be called at the direction of the President or by a majority of the voting Executive Council members in office, to be held at such time, day and place as shall be desig­nated in the notice of the meeting.

**Section 9. Notice**

Notice of the time, day and place of any meeting of the Executive Council shall be given at least 30 days previous to the meeting and in the manner set forth in Section 2 of Article VI. The purpose for which a special meeting is called shall be stated in the notice. Any Executive Council member may waive notice of any meeting by a written statement ex­e­cuted either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

**Section 10. Quorum**

A majority of the Executive Council members then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Council.

**Section 11. Manner of Acting**

Except as otherwise express­ly required by law, the Articles of Incorporation of the Society, or these Bylaws, the affirmative vote of a majority of the Executive Council members present at any meeting at which a quorum is present shall be the act of the Executive Council. Each Executive Council member shall have one vote. Voting by proxy shall not be permitted.

**Section 12. Unanimous Written Consent In Lieu of a** **Meeting**

The Executive Council may take action without a meeting if writ­ten consent to the action is signed by all of the Executive Council members.

**Section 13. Telephone Meeting**

Any one or more Executive Council members may participate in a meeting of the Executive Council by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to pre­sence in person at the meeting for purposes of determining if a quorum is present.

**ARTICLE VI**

COMMITTEES

**Section 1. Committees**

The Executive Council, by resolution adopted by a majority of the Executive Council members in office, may designate and appoint one or more committees which shall have and exercise the authority of the Executive Council in the governance of the Society. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or Director; adopt a plan of merger; or authorize the voluntary dissolution of the Society. The President, after Executive Council approval, is authorized to form, direct, and terminate ad hoc committees and to appoint or replace ad hoc committee chairpersons. Ad hoc committee chairpersons will recommend to the President an appropriate number of individuals for committee membership who will be appointed formally by the President on an annual basis. The chairperson of the ad hoc committee or Executive Council will appoint a member of the committee to serve as Co-Chair (designee chair), with the approval of the President.

Chairpersons who are not appointed by the President will be designated as “interim” until formally confirmed by the President.

**Section 2. Bylaws Committee**

The Bylaws Committee shall consist of no less than three members and shall prepare or recommend amendments to the Bylaws to guide the mission of the Society. Members shall be appointed by the Executive Council for staggered two-year terms and may be reappointed. The chairperson shall be the Immediate Past- President or another designated Council person.

**Section 3. Nominating Committee**

The Nominating Committee will be composed of the Immediate Past-President, President, and President-Elect. The Immediate Past-President will serve as the chair of the committee. The Nominating Committee will follow the procedures as outlined in ARTICLE VII – MEETINGS AND ELECTIONS.

**Section 4. Committee on Finance**

The Committee on Finance shall study and recommend means of strengthening the financial status of the Society, make recommendations concerning investment of Society funds, and assist the Treasurer in the preparation of the annual budget, which shall be submitted by the Treasurer to the Executive Council at the Fall meeting of the Executive Council, prior to the beginning of each fiscal year, or at such other time as the Executive Council may direct. The Committee from time to time will review, update and present to the Executive Council an investment policy that will allocate the investment of the Society’s endowment in stocks, bonds, cash and strategic investments in order to maximize gain and to minimize risk. The Executive Council will retain the ultimate authority to determine the Society’s investment strategy.

**Section 5. Standing and Ad Hoc Committees, Task Force and Working Groups**

The President-Elect shall designate members of the Board to serve as liaisons to the standing and ad hoc committees of the Society. The list of standing committees is subject to change by the Board. Additional Standing Committees may be created by the Board. The committee liaison will ensure continuity of committees by seeking appropriate individuals for committee appointments and shall encourage nominations. Self-nomination by Society members to serve on a Committee is highly encouraged. Committee chairs and members are appointed as outlined in Section 1. ARTICLE VI – COMMITTEES.

**Section 6. Ad Hoc Task Forces and Working Groups**

The Executive Council may create and appoint members to such other task forces as they shall deem appropriate. Such task forces shall have the power and duties designated by the Executive Council, and shall give advice and make non-binding recommendations to the Executive Council.

**Section 7. Term of Office**

Each member of a committee shall serve for up to 2 years or until a successor is appointed, unless the com­mit­tee is sooner dissolved. Half of the membership of each standing committee will be appointed each year. A member will rotate off the committee roster when they have provided 2 years of service. A member can be reappointed for another term by a majority vote of the Executive Council on the recommendation of the Committee Chair. Task Force and Working Group Chairs and members have no limits of service but can be closed by a majority vote of the Executive Council.

**Section 8. Resignation or Termination from Committees**

Any member may resign from a committee by giving written notice to the Executive Council. Resignation shall take effect at the time of acceptance by the Executive Council. Upon recommendation by the chairperson of the committee, the President may terminate a committee member’s appointment for lack of participation as outlined in the Society’s policies and procedures manual**.**

**Section 9. Vacancies**

 Vacancies in the membership of com­mittees may be filled based on the recommendation by the President of the Society.

**Section 10. Rules**

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Executive Council.

Rules governing Chairs:

Chairs may nominate and retain productive members beyond a term that is limited by rules within the bylaws.  The Chair:

1. Has no time limitations for committee nomination or appointment
2. Can independently nominate a member; service requires appointment by the President
3. Can extend the recommended limits on the tenure of service
4. Must submit a letter from to inform the Council of changes to the Committee membership.

Conduct and service of Chairs:

Preamble, General Organization

SATA identifies Committee, Task Force and Working Group leaders based on an individual's desire and ability to guide its members in their service to the Society.

Members are appointed by the Committee Chair with approval of the President of SATA

The SATA bylaws provide Chairs with considerable flexibility in appointing members and identifying tasks that serve the best interests of the SATA membership

The Co-Chair shares leadership with the Chair and is given priority to serve as the next Chair

SATA tries to appoint an intern to each Committee.  The intern is a junior faculty member who is given an opportunity to learn leadership skills in this protected position.  The interns are chosen for their motivation and commitment.

An executive liaison (Council member) is assigned to each Committee to assist the leadership and facilitate communication with the Council.

Committee that are not designated to a single organ system can pursue issues related to all solid organ transplantation

**Duties of Committee Leadership**

The Committee/Working Group leadership is encouraged to have regular video/conference meetings with their members;

The SATA Council will work with each Chair through the executive liaison to help the Committee identify work projects.

The Chair maintains contact with the SATA Council through their executive liaison.

Executive liaisons should therefore be on the invitation list for each meeting

SATA asks the Committee leadership to submit 2 brief annual written reports that are outlined in a template; the briefs may be used for public announcement to the membership. Failure to carry out the duties of Chair can result in removal of the Chair from the Committee/Task Force/Working Group following a vote by the Executive Council.

Section 11. Conduct for interaction with organizations or individuals that are not part of the SATA membership

The SATA Executive Council represents their membership in all matters of governance.  The Executive Council will therefore directs all contractual and informal agreements.   Agreements negotiated between individuals members of SATA and external organizations or individuals are considered null and void by SATA.

SATA encourages professional interaction with organizations or individuals that share similar interests with our membership.   The intent and products of this interaction should have a clearly defined benefit to the SATA membership and align with the vision and mission of SATA.  To fulfill this purpose, all interactions or contracts with organizations or individuals external to SATA must adhere to existing Bylaws of SATA.  The Executive Council will act on behalf of the SATA membership to make the best decisions possible if there are no Bylaws that govern a specific situation.  The Executive Council will then decide if new Bylaws are needed to ensure consistent governance for the specific interaction.  Otherwise the Council will apply existing Bylaws as written.  The Council may ask for revisions or amendments if the existing Bylaws cannot fully serve the best interests of SATA.

SATA has shared ownership of all intellectual property developed in SATA working assemblies.  Individuals must therefore obtain permission from the SATA Executive Council to share these materials with organizations or individuals outside the SATA membership.

A “liaison” may be appointed to act as an agent of the Executive Council when interacting with organizations or individuals that are not part of the SATA membership.  The liaison’s role is to facilitate regular communication.  The Liaison is not entitled to apply Bylaws or otherwise make decisions for the SATA membership.  All decisions that could possibly affect the SATA membership will be made by the Executive Council with the appointed liaison.  The Executive Council retains veto power for all presented requests.

**ARTICLE VII**

MEETINGS AND ELECTIONS

**Section 1. Meetings**

 There shall be at least one business meeting per year open to the entire membership at a place chosen by the Executive Council. In the event a physical meeting cannot be held, the meeting may be held by an alternative method, as approved by the Executive Council. Members shall be notified of the date, time, place, and, if necessary, alternative method of the business meeting at least 30 days prior to the meeting. There shall be at least one

 educational meeting per year at a place and time chosen by the Executive Council. At the discretion of the Executive Council, a business meeting may be scheduled to occur during the educational meeting. If such a meeting is scheduled, members shall be notified of the date, time, and place of the meeting at least 30 days prior to the meeting. Special meetings may be called by the Executive Council.

**Section 2. Election**

The selection, tenure and service of all leadership positions incorporates values that reflect the vision for the Society. The Society upholds diversity, inclusion, opportunity to succeed, mentorship, transparency and advocacy. The Nominating Committee therefore considers items that are compatible with the Society’s visions when selecting nominees who offer to serve in one of the designated leadership positions.

These include:

* Geographic representation
* Prior service in SATA
* Leadership experience

**Section 3. Nomination**

 Any member qualified to vote in an election may nominate any member qualified for the position. Once this process has been completed, the nomination period will be closed.

 **T**he list of candidates approved by the Board of Directors shall be disseminated to the membership in electronic format no later than March 30. Following the dissemination of the list, there will be a one-month period during which members qualified to vote in the election may submit additional nominations for any positions scheduled for selection at the next election.

 Qualified members shall submit the name of the candidates and the positions for which the candidates are being nominated to the Executive Director/Association Manager of the Society in electronic, printed, or written form. The Chair of the Nominating Committee will confirm that the nominees are qualified for the positions for which they have been nominated and that the members are willing to serve in those positions. Nominees who are qualified and willing to serve will be added to the list of candidates. The period for open nominations will close one month following the dissemination of the list. The Nominating Committee will submit names of the final candidates to the Council for approval.

**Section 4. Candidates**

Candidates will be given the opportunity to submit position statements in support of their candidacy. The positions statements will be disseminated to the membership in electronic or printed format by ~~August 1~~ April 30th. .

**Section 5. Quorum and Voting**

 Each voting member in good standing shall have one vote at any meeting of the members. Elections will be conducted by electronic transmission (e-voting) using a method approved by the Executive Council. All members qualified to vote will be eligible to vote in the election. For the members who will not able to attend the meeting, video conference attendance will be allowed. The election period will open for one month following the final distribution of the candidates written materials to the membership. Within 7 days after the election period has closed, the Secretary will certify the results of the election and submit the results in electronic or written format to the Executive Council.

**ARTICLE VIII**

FUNDS AND EXPENDITURES

Funds for the Society may be derived from dues, special assessments, voluntary contributions, fees or income from publications. The Society will not accept any funds or make any expenditures that will jeopardize the stability organization’s 501 (c) (3) tax exempt status. Expenditures shall be made only within the limits of funds available. The fiscal year of the Society shall end on the last day of December.

**ARTICLE IX**

REPORTS

Each committee shall prepare a detailed account of its activities and recommendations and submit it to the administrative office of the Society not later than thirty days prior to the annual business meeting. Collection of the reports will be organized by the Secretary. At the annual business meeting there shall be an oral report of each committee. The Executive Council shall present the annual budget at the business meeting.

**ARTICLE X**

AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the members in attendance at the annual business meeting only after the proposed amendment has been presented to the Society at the previous annual business meeting or had been recommended by the Executive Council and mailed/emailed to each member at least forty days prior to the annual business meeting. The requirement for a mailing of a proposed amendment at least forty days prior to the annual business meeting may be waived by a unanimous vote of the members present at the annual business meeting.

The Bylaws may also be amended via electronic ballot if approved by the Executive Council and the amendments are distributed at least forty days prior to the last day of voting. At least 30% of eligible voters must participate to certify the election and at least 2/3 of those votes must approve the amendments. Within 14 days of the close of the election, the Secretary will certify the results and notify the membership of the results.

**ARTICLE XI**

INDEMNIFICATION

The Society may not indemnify any At-large Councilor or Officer or any former At-large Councilor or Officer, and may not by resolution of the Executive Council indemnify any employee, against any expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an At-large Councilor, Officer, or Employee.

**ARTICLE XII**

TERMINATION OR DISSOLUTION

In the event of termination, liquidation or dissolution of this Society, the remaining assets of the corporation, after paying or adequately providing for the debts and obligations of this corporation, shall be distributed to an incorporated organ transplantation society to be determined by the President. Notwithstanding the above, the remaining assets shall be distributed only for one or more exempt purposes within the meaning of IRC Section 501 (c) (3) or corresponding section of any future Federal Tax code. Any assessment so distributed by the Executive Council shall be disposed of by the appropriate court of the country in which the principal office of the corporation is then located, exclusively for exempt purposes.