



American Association of Tissue Banks

# **BYLAWS**

**(AS AMENDED)**

**JANUARY, 2011**



American Association of Tissue Banks

## **BYLAWS**

*(As Amended, January, 2011)*

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American Association of Tissue Banks

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***(As Amended, January, 2011)***

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### **ARTICLE I**

#### **NAMES AND OBJECTIVES**

##### **Section 1.01. Name**

The name of the corporation is the American Association of Tissue Banks, Incorporated (the "Association"). The Association is a Maryland not-for-profit non-stock corporation.

##### **Section 1.02. Mission**

As a leader in tissue and cell banking, the mission of the Association is to establish and promulgate standards and foster education and research to promote the quality and safety of tissues and cells for transplantation.

##### **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 Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any subsequent United States internal revenue law).

- (b) Limited to these purposes, the Association shall have the following specific objectives and powers:
- (1) to promote research and disseminate information in the field of tissue and cell preservation;
  - (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 the recovery, processing, storage, transplantation, and evaluation of tissue and cells for clinical and research uses;
- (5) to encourage the voluntary donation of tissue and cells for clinical and research purposes;
- (6) to promote the availability through regional tissue bank programs of a safe, adequate, and economical supply of tissue and cells for clinical and research purposes;
- (7) to establish codes and standards for the preservation of tissue and cells for clinical or research purposes;
- (8) to inspect and accredit repositories for tissue and cells used for clinical or research purposes; and
- (9) to do all and everything necessary, suitable, or proper for the accomplishment or furtherance of any part of the purposes herein above set forth.

## **ARTICLE II**

### **MEMBERSHIP**

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

- (a) Membership in the Association is open to:
  - (1) individuals who are involved or interested in the banking of tissues and cells and who support the objectives and policies of the Association ("individual members");
  - (2) AATB-accredited organizations that participate in a tissue or cell banking program including one or more of the following activities -- recovery, processing, storage, and distribution -- in accordance with the objectives, policies, and ethical standards of the Association ("institutional members"); and
  - (3) individual members who are retired and who have been approved by the Board as "emeritus members." Emeritus members are those individuals who have reached the age of sixty-five (65) years and whose years of membership in the AATB in good standing, plus their age, equal or exceed the number seventy five (75). In addition, after five (5) years of membership in good standing, members who are totally and permanently disabled to the

extent that they are unable to engage in gainful employment, may request emeritus status.

### **Section 2.02. Applications**

- (a) Applications for individual membership shall be accompanied by payment of the first year's annual dues. The Association shall have the right to reject an application for individual membership.
- (b) Applications for accreditation shall be accompanied by the application fee. An applicant for institutional membership is required to be inspected by the Association's inspector(s). The inspector(s) shall report to the Accreditation Committee, which shall approve or reject the applications, subject to review by the Board of Governors.

### **Section 2.03. Rights of Members**

- (a) Individual members in good standing shall have the right: 1) to cast votes in accordance with these Bylaws; 2) to be nominated for and to hold office; 3) to be appointed to committees; 4) to be a member of a Council as provided in Article 4 of these Bylaws; 5) to be counted for purposes of determining a quorum; 6) to receive publications; and 7) to enjoy all other benefits of membership.
- (b) Institutional members in good standing shall have the right: 1) to receive publications; 2) to assign a representative to vote at meetings of the Accredited Tissue Banks Council (ATBC); and 3) to enjoy all other benefits of membership.
- (c) Emeritus members shall have the right: 1) to attend and participate in Association meetings and 2) such other rights as may from time to time be granted by the Board of Governors.
- (d) Individual or institutional members who are not in good standing are not entitled to exercise any of the rights or benefits of membership.
- (e) Members, unless authorized to do so, shall not have the right to speak on behalf of the Association.

### **Section 2.04. Discipline of Members**

The Board of Governors may suspend or expel a member for conduct that is detrimental to the Association. Such action requires a majority vote by the Governors in office. A member whose suspension or expulsion is under consideration shall be given a notice that states the reasons therefore, and affords an opportunity to respond to the Board in writing.

**Section 2.05. Dues and Fees**

- (a) The Board of Governors from time to time shall establish the membership dues and accreditation maintenance fees. On or before January 1 of each year, the Association shall send statements to the individual members for membership dues for the year, and to the institutional members for accreditation maintenance fees for the year. Emeritus members shall not be required to pay membership dues.
- (b) The Board of Governors, in its discretion, may waive the payment of dues by an individual member.

**Section 2.06. Members in Good Standing**

- (a) An individual member shall be deemed to be in good standing unless the Board of Governors determines in its sole discretion that he or she: 1) failed to timely pay all dues, fees and accounts with the Association; 2) failed to comply with these Bylaws; or 3) engaged in conduct that is contrary to the interests of the Association.
- (b) An institutional member is deemed to be in good standing unless the Board of Governors determines in its sole discretion that an Institutional Member has: 1) failed to timely pay all dues, fees and accounts with 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 deemed by the Board of Governors to be contrary to the interests of the Association.

**ARTICLE III**

**MEETINGS**

**Section 3.01. Annual Meeting**

There shall be an Annual Meeting of the Association. The Board of Governors shall determine the date and place of the Annual Meeting.

**Section 3.02. Annual Business Meetings**

There shall be an Annual Business Meeting of the Association that shall take place during the Annual Meeting of the Association.

**Section 3.03. Special Meetings**

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

**Section 3.04. Notice**

- (a) The Association shall publish notice of the place, date, and time of the Annual Meeting of the Association to all members at least 90 days before the meeting.
- (b) Special meetings of the Association may be held on at least 15 days written notice.
- (c) Written notice, when delivered by mail, shall be deemed to have been given three business days after mailing. All other written, electronic or telephonic notice shall be deemed to have been given on the day of receipt.

**Section 3.05. Quorum**

At any meeting of the Association, the presence in person of at least ten percent of the individual members or 100 individual members of the Association, whichever is fewer, shall constitute a quorum for the transaction of business. The President, or his or her designee from the Board of Governors, shall preside at meetings of the Association.

**Section 3.06. 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, provided that no matter may be put to a vote unless the Association had notified all individual members at least 15 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 shall constitute the action of the Association. Voting by proxy is prohibited.

**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 notice of the proposed action shall be provided by the Association to all individual members. An action shall be deemed taken or authorized if written votes in favor of the action are received from a majority of the individual members casting votes within 45 days of the mailing of the Association's written notice. A shorter period may be specified by the Board of Governors. However, no such action shall be effective unless at least ten percent of all individual members of the Association have cast votes on the matter.

**Section 3.08. Approval of Minutes**

The minutes of the Association's Annual Meeting may be approved either by written ballots in accordance with Section 3.07 or by majority vote of individual members attending the following Annual Meeting, at which a quorum is present.

## **ARTICLE IV**

### **COUNCILS**

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

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

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

- (a) There shall be six Councils representing the following disciplines and members: Accredited Tissue Banks, Physicians, Processing and Distribution, Quality, Recovery and Donor Suitability, and Reproductive.
- (b)
  - (1) Accredited Tissue Banks Council (ATBC). The ATBC shall consist of designated representatives of institutional members that choose to be members of the ATBC.
  - (2) Physicians Council. The Physicians Council shall consist of members legally authorized to practice medicine, dentistry or osteopathy, and who work or have an interest in tissue banking or transplantation.
  - (3) Processing and Distribution Council. The Processing and Distribution Council shall consist of individuals who have an interest in the science, technology and practice of tissue and cell processing and distribution.
  - (4) Quality Council. The Quality Council shall consist of individuals who have an interest in the science, technology and practice of quality systems in tissue and cell banking.
  - (5) Recovery and Donor Suitability Council. The Recovery and Donor Suitability Council shall consist of individuals who have an interest in the science, technology and practice of tissue and cell recovery and the testing and screening of donors to determine suitability.
  - (6) Reproductive Council. The Reproductive Council shall consist of members who have an interest in the science, technology, and practice of reproductive tissue banking.
- (c) The Board of Governors may recommend the establishment or termination of a Council. Establishment or termination of a Council requires approval of a majority of the individual members of the Association casting votes. The Association shall notify individual members of the establishment or termination of a Council; such notice shall be provided no later than the next regularly scheduled Association newsletter.

- (d) The representative of a terminated Council on the Board of Governors shall continue in office until his or her term expires.

**Section 4.03. Membership of Councils**

Each Council shall consist of individual members of the Association interested in that particular discipline or council, except for the ATBC, which shall consist of designated representatives of institutional members. Members of the Physicians Council may serve as voting members of two councils and the ATBC. Otherwise, each individual member of the Association may be a voting member of only one of the Councils, and may also serve as the representative of an institutional member on the ATBC.

**Section 4.04. Duties of Councils**

- (a) Each Council may recommend standards for tissue banking to the Standards Committee.
- (b) Each Council may recommend educational or scientific programs to be presented at meetings of the Association.
- (c) Each Council shall perform such other duties as the President, the Executive Committee or the Board of Governors may assign.

**Section 4.05. Officers of Councils**

- (a) In accordance with Section 4.06, each Council shall elect a Chairperson, a Vice Chairperson and a Secretary. The ATBC shall elect two Chairpersons, a Vice-Chairperson and a Secretary. The Council Officers shall serve two-year terms beginning at the conclusion of the Annual Business Meeting in the year they are elected.
- (b) The Chairperson(s) of each Council shall represent the Council on and shall serve as members of the Board of Governors.

**Section 4.06. Nomination and Voting**

- (a) The Chairperson(s) of each Council shall appoint a Nominating Committee consisting of two or more members of the Council before March 1 of each even-numbered year. On or before April 1 of each even-numbered year, the Nominating Committee of each Council shall prepare, from the list of Council members, a list of nominees to stand for election to each office of the Council that will become vacant at the Annual Meeting of the Association. No member of a Nominating Committee shall be nominated by the Committee. The list of nominees, the ballots, and a brief summary of the interests of each nominee that relate to the Council, shall be distributed to members of the particular Council on or before June 1. Nomination by petition shall be in accordance with Section 8.03.
- (b) Voting for Council officers shall be in accordance with Section 8.05.

**Section 4.07. Election**

Election of Council officers shall be in accordance with Section 8.06.

**Section 4.08. Council Representatives to Standing Committees**

- (a) The Chairperson(s) of each Council shall appoint at least one, but not more than two, Council members to serve as the Council's representative(s) on each Standing Committee as provided in Section 9.03.
- (b) Each Council representative to a Standing Committee shall serve at the pleasure of the Council Chairperson(s), who may remove such representative at any time, with or without cause.
- (c) Upon the death, resignation or removal of a Council Representative to a Standing Committee, the Council Chairperson(s) shall promptly appoint another individual Council member to fill the vacancy if necessary to comply with Paragraph (a) of this Section.

**Section 4.09. Council Vacancies**

A vacancy in the office of a Council Chairperson shall be filled as provided in Section 5.04 (c). A vacancy in any other Council office, if the remaining term of office is six months or more, shall 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 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 shall be the Board of Governors.

**Section 5.02. Composition**

The voting members of the Board of Governors shall consist of the President (who shall be the Chairperson), the President-elect, the Immediate Past President, the Secretary-Treasurer, two At-Large Governors, and the Chairperson(s) of each Council. The Chief Executive Officer (CEO) shall be a non-voting member of the Board of Governors.

### **Section 5.03. Term**

- (a) The term of each elected Governor shall be two years and shall begin at the conclusion of the next Annual Business Meeting in the year he or she is elected.
- (b) If the Board of Governors establishes a new Council as provided in Section 4.02(c), the first term of the new Council Chairperson as a Governor shall commence upon the Chairperson's election and shall continue 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, he or she shall continue to serve until his or her resignation, or until removed, or until the election of his or her successor, whichever occurs earliest.
- (d) No individual may serve more than three consecutive full terms as a Governor.
- (e) An individual may serve a total of six full terms, excluding terms served as President, President-Elect and Immediate Past President.

### **Section 5.04. Vacancies**

- (a) Upon the death, resignation, or removal of an Officer of the Board of Governors, or upon the death, resignation, or removal of an At-Large Governor, the vacancy shall be filled by special election of the membership if the remainder of the term is 12 months or more. Nominations shall be made by the Nominating Committee and/or by petition. If less than one year remains in the term, the vacancy will be filled at the next election. Duties of the office shall be assigned in the interim to a member of the Board of Governors who is not an Officer.
- (b) Upon the death, resignation or removal of the Chairperson of a Council, succession shall be Vice-Chairperson, then Secretary. If neither succeeds, and the remaining term is 12 months or more, the vacancy shall be filled by special election among Council members.
- (c) A Governor elected to fill a vacancy on the Board shall 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 shall hold an annual meeting which shall take place during, or not later than, 30 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 shall designate. The Board may hold special meetings at the call of the President or any three Governors. The President shall preside at meetings of the Board. In the President's absence, the President-Elect shall preside. In the President-Elect's absence, the Board shall, by plurality vote, designate another officer to preside.

**Section 5.06. Notice**

Notice of the annual meeting of the Board of Governors shall be provided no later than ten 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 shall be provided no later than five business days before such meeting.

**Section 5.07. Quorum**

The presence in person of at least one-half of the members of the Board of Governors then in office shall be 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 shall constitute 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 may be taken without a meeting if a written consent setting forth the action is signed by each member of the Board and filed with the minutes of the Board'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 shall constitute 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 timely notice to the President, send a non-voting alternate to such a meeting. Such an alternate must be an individual member in good standing.

**Section 5.11. Compensation**

Governors shall receive no 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 may also be removed by vote of at least two-thirds of the Council casting votes.
- (b) Two consecutive absences from a meeting of the Board of Governors by a Governor may be grounds for removal from the Board pursuant to Section 5.12(a), in which case the vacancy shall be filled in accordance with Section 5.04.
- (c) A Governor may resign at any time by submitting written notice addressed to the President or the Secretary-Treasurer. A resignation shall take effect immediately upon receipt of such notice by the Association, unless a later time is specified in the notice. Acceptance of a resignation shall not be 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 shall have 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 and cell 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 individual members of the Association shall be elected and shall serve as At-Large Governors. Each At-Large Governor shall be nominated, and shall be 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 shall be filled in accordance with Section 5.04 (a).

**ARTICLE VII**

**OFFICERS**

**Section 7.01.           Officers and Qualifications**

The Officers of the Association shall be the President, the President-Elect, the Immediate Past President, and the Secretary-Treasurer. Officers must be individual members of the Association at the time of their nomination and election and during their term of office.

**Section 7.02.           Nomination and Election of Officers**

- (a) Each Officer shall be nominated, and shall be 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 President, President-Elect, and Immediate Past President shall be eligible to succeed themselves subject to the provisions of Section 5.03 (d).

**Section 7.03.           Officer Vacancies**

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

**Section 7.04.           Duties**

- (a) President - The President 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;
  - (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) President-Elect –The President-Elect shall:
- (1) perform the duties of the President in the absence of the President;
  - (2) shall assume the Presidency at the conclusion of the Annual Business Meeting two years following the year in which the President–Elect was elected; and
  - (3) shall succeed to the Presidency if that office becomes vacant because of the death, resignation, or removal of the President.
- (c) Immediate Past President – The Immediate Past President shall:
- (1) perform such duties as the President or the Executive Committee may assign.
- (d) 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) have authority to disburse funds of the Association;
  - (4) maintain, or cause the maintenance of, all financial records required by federal, state, and local laws;
  - (5) 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;
  - (6) account for dues paid by members;

- (7) have published annually in an official publication of the Association, the audit report, budget and financial statement; and
- (8) perform such other duties as are usually associated with the office of Secretary-Treasurer.

**Sec. 7.05. Compensation**

Officers shall receive no 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 shall hold elections for Council representatives in each even-numbered year. The Association shall hold elections for Officers of the Association and the At-Large Governors in each odd-numbered year.

**Section 8.02. Nomination**

- (a) On or before April 1 of each odd-numbered year, the Nominating and Awards Committee shall prepare, from a list of eligible members provided by the Association, a list of nominees to fill Officer and At-Large Governor positions that will become vacant at the next Annual Meeting. The Nominating and Awards Committee shall attempt to provide a broad representation of various disciplines. The Nominating and Awards Committee shall determine the willingness of each nominee to serve and shall provide the Association with a brief summary of the interests of each nominee that relate to the Association. The Association shall mail the slate of nominees, the summaries, and the ballots to all members of the Association on or before June 1.
- (b) No member may be nominated or run for office for more than one position on the Board of Governors.
- (c) No more than two individual members from the same accredited bank, firm or organization may be nominated for Officer, At-Large Governor 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 shall also apply to filling vacancies in accordance with Sections 5.04 and 6.02.
- (d) No member of the Nominating and Awards Committee shall be nominated by the committee.

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

Individual members may submit to the Association nominations by petition to the Board of Governors or Council offices. A nominating petition must be signed by at least ten individual members of the Association, except that a nominating petition for a Council office must be signed by at least five individual members of the particular Council to which the petition is addressed. The petition shall include a written statement by the nominee that the nominee is willing to serve if elected, a brief summary of the interests of the nominee that relate to the Association, and other relevant background information the nominee may wish to include. Petitions must be received by the Association by May 1 of the election year. On or before June 1 of an election year, the Association shall 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 shall be cast by written ballot. Only those ballots signed and returned by July 1 of an Election Year shall be used to determine the outcome of an election.
- (b) Only individual members shall be entitled to vote in Officer and At-Large Governor elections. Only members of each Council shall be entitled to vote in their respective Council's elections. Only the designated representative of each institutional member, who shall be an individual member, shall be entitled to vote in the elections of the ATBC. Voting in the ATBC elections shall not affect the designated representatives' right to also vote in their respective Council elections.
- (c) The President may appoint two or more members of the Association 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 count the votes. If such inspectors are not appointed the Secretary-Treasurer may serve as such.

### **Section 8.06. Election**

The nominee for each office receiving a plurality of votes cast shall be elected. In the event of a tie vote for an office, the nominees with the tie votes shall be resubmitted to the membership for another vote. Such ballots shall be mailed to the members within 15 days of the determination of a tie and the ballots must be received by the Association within 45 days of the determination of a tie.

## ARTICLE IX

### COMMITTEES

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

The Executive Committee of the Board of Governors shall consist of the President (who shall be the Chairperson), the President-Elect, the Immediate Past President, the Secretary-Treasurer, and the Chief Executive Officer. The Chief Executive Officer shall be a non-voting member. In the intervals between meetings of the Board of Governors, the Executive Committee shall have 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 shall meet as necessary. The Secretary-Treasurer shall provide at least three days' prior notice of each meeting of the Executive Committee and shall keep minutes of its proceedings. The presence of at least three voting members of the Executive Committee shall be necessary to constitute a quorum. The action of a majority of the members present at a meeting held in accordance with these Bylaws shall constitute action of the Committee. The provisions of Sections 5.09 and 5.10(a) shall apply to the Committee.

#### **Section 9.02. Standing Committees**

- (a) The Standing Committees of the Association shall be the American Board of Tissue Banking (ABTB), Accreditation, Bylaws and Ethics, Education, Finance, Government Affairs, Membership, Nominating and Awards, Professional and Public Relations, Program, Scientific and Technical Affairs Committee (STAC) and Standards. The duties of the Standing Committees shall be as follows:
- (1) American Board of Tissue Banking. The American Board of Tissue Banking is responsible for the administration of the Certified Tissue Bank Specialist (CTBS) and the Certified Reproductive Cryotechnology Specialist (CRCS) programs, including the preparation, administration and scoring of the national certification examinations.
  - (2) Accreditation Committee: The Accreditation Committee is responsible for the development of policies and materials for the administration of the Accreditation Program, including the application, processing, inspection, evaluation and approval of applicants for accreditation.
  - (3) Bylaws and Ethics Committee. The Bylaws and Ethics Committee is responsible for reviewing the Association's Bylaws, which govern the membership and the affairs of the Association, and for recommending necessary revisions as provided in Article XIII. The committee is also responsible for the development and interpretation of the Association's ethical codes, policies and statements.

- (4) Education Committee. The Education Committee is responsible for approving, developing and conducting the Association's educational programs, including the various meetings and workshops, as directed.
  - (5) Finance Committee. The Finance Committee is responsible for overseeing the Association's finances, including accounting policies and practices, annual audits, budgets, financial reports and tax submissions.
  - (6) Government Affairs Committee. The Government Affairs Committee is responsible for monitoring the activities of the various branches of government – federal, state and international – that may impact tissue banking, for developing policies and positions in response thereto, for communicating those issues to the Board of Governors and membership, and for recommending actions and advocacy on behalf of the Association.
  - (7) Membership Committee. The Membership Committee is responsible for the recruitment and retention of individual and institutional Association members.
  - (8) Nominating and Awards Committee. The Nominating and Awards Committee is responsible for selecting candidates for election to fill the Association's offices in accordance with Article VIII. The Committee shall also be responsible for nominating individuals to the Board of Governors for the Association's annual awards.
  - (9) Professional and Public Relations Committee. The Professional and Public Relations Committee is responsible for the Association's professional and public relations activities and programs.
  - (10) Program Committee. The Program Committee is responsible for developing the programs for the Annual and the Annual Spring Meetings of the Association Meetings of the Association as well as the various other workshops and seminars, as directed.
  - (11) Scientific and Technical Affairs Committee. The Scientific and Technical Affairs Committee is responsible for the design and execution of AATB-sponsored research and the publication of any resulting data and/or conclusions. The committee is also charged with reviewing, investigating and making recommendations on relevant scientific and technical questions.
  - (12) Standards Committee. The Standards Committee is responsible for drafting, reviewing and providing recommendations to the Board of Governors for all standards, including variances thereto, and Guidance Documents.
- (b) The Board of Governors may assign other duties to a Standing Committee.
- (c) The Board of Governors may recommend the establishment or termination of a Standing Committee. Establishment or termination of a Standing Committee requires approval of the majority of members of the Association casting votes.

**Sec. 9.03.                    Composition of Standing Committees**

- (a) The President shall appoint the Chairperson of each Standing Committee who shall be an individual member of the Association. The Board of Governors or the President may remove the Chairperson of a Standing Committee
- (b) Each Standing Committee shall have at least one, but not more than two individual members representing each Council as provided in Section 4.08. The Chairperson of each Standing Committee may appoint additional members thereof, who shall be individual members of the Association or the representatives of institutional members.
- (c) However, without the approval of the President, no member may serve on more than two committees at the same time.

**Section 9.04.                Ad Hoc Committees**

The President 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 President shall serve as an ex-officio member of all Ad Hoc Committees.

**ARTICLE X**

**MANAGEMENT**

**Section 10.01.            Management**

The activities and programs of the Association shall be directed and managed by a Chief Executive Officer (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 the Board of Governors. The CEO shall be appointed by the President with the approval, by majority vote, of the Board. The CEO shall implement the policies of the Association as determined by the Board. The CEO shall report to the President and be responsible to the Board. Other personnel required for the specific activities of the Association shall be under the direction of and responsible to the CEO.

**ARTICLE XI**

**INDEMNIFICATION**

**Section 11.01. Indemnification**

Every present or former Governor, Council member, Officer, employee, and agent of the Association (“indemnified person”) shall be indemnified by the Association against all liabilities (including 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 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; or (2) any liability or expenses incurred as a result of an indemnified person’s bad faith, dishonesty, criminal conduct or action taken for personal benefit. The Association shall indemnify an indemnified person to the fullest extent permitted under the Corporations and Associations Code of the State of Maryland. 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 shall be made by a majority vote of Governors not involved with the matter for which indemnification is sought or, if fewer than three Governors are so involved, by the Association’s counsel.

**ARTICLE XII**

**FINANCIAL ADMINISTRATION**

**Section 12.01. Fiscal Year**

The fiscal year of the Association shall be from January 1 to December 31, inclusive.

**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. All checks, orders for the payment of money, obligations, bills of exchange, and insurance certificates shall be approved by the President, the Secretary-Treasurer, the Chief Executive Officer of the Association or any other person authorized by the Board of Governors.

**Section 12.03. Audits**

Annual financial audits of the Association shall 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 individual members voting by mail.
- (b) The Bylaws and Ethics Committee may recommend amendments to the Board of Governors. If the amendments are approved by two-thirds of the Governors in office, the Board shall present them to the individual members for approval by majority vote.
- (c) The members of the Association may propose amendments of the Bylaws by a petition signed by at least 5% of all individual members or fifty individual members, whichever is fewer. The Bylaws and Ethics Committee shall be requested to review such proposed amendment and shall present its comments and the proposed amendment to the individual members for approval by majority vote.

### **Section 13.02.      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 shall be automatically amended to conform.

### **Section 13.03.      Notice of Amendments**

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

### **Section 13.04.      Governors in Office**

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

### **Section 13.05.      Transition**

- (a) The following amendments were approved by the membership in accordance with these Bylaws on July 1, 2010. They provide for the transition to a new council structure and expire on September 12, 2011.
  - (1) The council elections for all councils scheduled for 2010 as provided for in Article IV (Councils) and Article VII (Nominations and Elections) shall be postponed to allow for a membership vote on – and if approved, the implementation of – proposed Bylaws amendments to terminate the Musculoskeletal, Skin and Tissue Bank Councils and to create three new councils, the Processing and Distribution, the Quality, and the Recovery and Donor Suitability Councils.

- (2) The terms of the duly elected Council Chairs and the officers of the Musculoskeletal, Skin and Tissue Bank Councils serving in 2010 pursuant to Article IV (Councils) shall be extended until 2012 at which time the council elections shall be held in the normal election cycle as provided for in Article VIII (Nominations and Elections). This extension shall count as a second full term.
- (3) If the new councils are approved, and until the 2012 elections are completed, the Board of Governors shall assign the current Chairs of the Musculoskeletal, Skin and Tissue Bank Councils to chair the Processing and Distribution, the Quality, and the Recovery and Donor Suitability Councils.
- (4) Beginning in 2011, the individual members shall select a council as provided for in Article IV (Councils).
- (5) This amendment will not affect the election of officers scheduled for 2011 and shall expire with the Council elections in 2012.
- (6) All other provisions of the Bylaws shall remain in effect.

#### **ARTICLE XIV**

#### **DISSOLUTION**

##### **Section 14.01.      Dissolution**

The dissolution of the Association shall be in compliance with Article XII of the Articles of Incorporation, as amended.