

**BYLAWS OF THE
Association for Advancing Tissue and Biologics
(A District of Columbia Nonprofit Corporation)**

ARTICLE 1. NAME; PURPOSES; OBJECTIVES

Section 1.01. Name and Purposes

The name of the corporation shall be the Association for Advancing Tissue and Biologics (the "Corporation"). The Corporation is organized exclusively for allowable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), and specifically to promote, innovate, and further the safety, quality, benefits and availability of donated human tissue.

Section 1.02. Mission

The mission of the Corporation is to promote, innovate, and further the safety, quality, benefits and availability of donated human tissue worldwide. The Corporation 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.

ARTICLE 2. OFFICES AND REGISTERED AGENT

The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors (the "Board") shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the District of Columbia a registered agent as may be designated from time to time by the Board.

ARTICLE 3. MEMBERS

Section 3.01. Categories of Members

- (a) There shall be the following categories of membership:
 - (1) Sustaining Members: Establishments accredited for two or more processing activities using donated human tissue and/or biological products of human origin for transplant.
 - (2) Supporting Members: Establishments accredited in any single aspect of acquisition/recovery through distribution of donated human tissue and/or biological products of human origin for transplant, but not in the processing of these products.
 - (3) Affiliate Members: Establishments, including vendors, exhibitors, suppliers, group purchasing organizations, and others who support the

professional, operational, and educational needs of the Corporation's tissue and/or biologic establishments and their employees. Such Affiliate Members may not be any entity that is eligible for accreditation by the Corporation. Affiliate Members shall not have a right to vote and shall not be eligible to hold elective office.

- (4) Individual Members: Individuals with an interest in supporting the Corporation but who are not employees of a Sustaining or Supporting member of the Corporation. Individual Members shall not have a right to vote and shall not be eligible to hold elective office.
- (b) The Board of Directors may establish other eligibility criteria for each category of membership that shall be defined in the policies and procedures of the Corporation.
- (c) The Board of Directors, in its sole discretion, may create other categories or subcategories of members with such rights and obligations as shall be defined by the Board.

Section 3.02. Applications

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

Section 3.03 Membership Rights

- (a) Each Sustaining and Supporting Member shall appoint a Primary Establishment Contact ("PEC") to act on such member's behalf in all voting matters before the membership.
- (b) All full-time employees of Sustaining and Supporting Members shall receive all member benefits of the Corporation, except the individual right to vote.
- (c) Affiliate and Individual Members shall have such rights and obligations as defined by the Board of Directors from time to time, but in no event shall Affiliate or Individual Members have the right to vote in any matter before the membership nor shall they count towards quorum at any meeting of the members.

Section 3.04 Discipline of Members

The Board of Directors 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 Corporation. Such action requires a majority vote of the Directors 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 3.05 Dues and Fees

The Board of Directors from time to time will set the membership dues and any other assessments or fees.

ARTICLE 4. MEMBER MEETINGS

Section 4.01. Annual Meeting

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

Section 4.02. Special Meetings

The Board of Directors may call special meetings of the Corporation.

Section 4.03. Notice

- (a) The Corporation shall publish written notice to all members of the place, date and time of the Annual Meeting of the Corporation at least ten (10) calendar days but no more than sixty (60) calendar days before the meeting.
- (b) Special meetings of the Corporation may be held on at least three (3) calendar days advance written notice. Notice of a special meeting shall include a description of the purpose(s) for which the meeting is called.
- (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 Directors.
- (d) Written notice, including without limitation electronic delivery, will be deemed to have been given on the day sent to the intended recipient of such notice or the recipient's PEC.

Section 4.04. Quorum

At any meeting of the Corporation, twenty percent (20%) or twenty (20) members with the right to vote in good standing, whichever is less, shall constitute quorum for the transaction of business. The Chair, or his or her designee from the Board of Directors, will preside at meetings of the Corporation.

Section 4.05. Action by the Members at Meetings

Actions requiring a vote by the members of the Corporation may be brought up and put to a

vote at any meeting of the Corporation at which a quorum is present. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, action by a majority of voting members present at the meeting at which a quorum is present will constitute the action of the Corporation.

Section 4.06. Participation by Remote Communications

The Board of Directors 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 4.07. Action by the Corporation without Meetings

Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if each member entitled to vote is provided a ballot setting forth the action proposed to be taken and providing the opportunity for voting for (or against) each action or voting for (or withholding) a vote for each candidate in the event of election for directors or other officers. An action decided by ballot, with the exception of an election for directors, is approved if the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approval equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE 5. BOARD OF DIRECTORS

Section 5.01. Governing Body

The governing body of the Corporation is the Board of Directors who shall be elected by the members.

Section 5.02. Composition

The Board of Directors shall consist of at least nine (9) and no more than fifteen (15) members, not including any *ex officio* members. The Corporation's President & CEO and the Chairperson of the American Association of Tissue Banks, Incorporated shall be non-voting, *ex officio* members of the Board of Directors and shall not count towards quorum. No member of the Board of Directors may hold more than one Board position simultaneously during any term of office. To the greatest extent possible and subject to the recommendation of the Nominating Committee, the Board of Directors shall be comprised of at least a majority of Sustaining Members as detailed in the policies and procedures adopted by the Board of Directors. No more than one (1) individual from the same member establishment may serve on the Board of Directors at any given time.

Section 5.03. Term

- (a) The term of each elected Director is two (2) years and begins at the conclusion of the next annual meeting of the Board of Directors in the year he or she is elected. No Director may serve more than two consecutive two (2) full terms or a total of four (4) years. Each Director shall serve until their successor is duly qualified and elected. Such term limits shall be automatically extended in the event an individual is elected to an officer position.
- (b) No individual may serve more than a total of six (6) full terms in their lifetime, whether or not consecutive.

Section 5.04. Vacancies

Vacancies in a seat on the Board shall be filled by a majority vote of the Directors remaining in office, even if such number constitutes less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office or until his/her successor is elected and qualified, whichever occurs later.

Section 5.05. Meetings

The Board of Directors will hold an annual meeting, which will take place during, or not later than, thirty (30) calendar days after the Annual Meeting of the Corporation; or, if no Annual Meeting of the Corporation is held, at such time as the Executive Committee designates. The Board will hold special meetings at the call of the Chair or any three (3) Directors. The Chair will preside at meetings of the Board. In the Chair's absence, the Vice Chair will preside. In the Vice Chair'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 Directors will be given no less 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 Corporation. Notice of a special meeting of the Board of Directors will be given no less than three (3) business days before such meeting.

Section 5.07. Quorum

The presence of a majority the members of the Board of Directors 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 Directors 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

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The written consents by the Directors shall be filed with the minutes of proceedings of the Board of Directors. A unanimous written consent has the effect of action taken at a meeting of the Board of Directors and may be described as such.

Section 5.10 Attendance and Participation at Meetings of the Board

A member of the Board of Directors 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.

Section 5.11. Compensation

Directors 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 Corporation.

Section 5.12. Removal or Resignation

Directors may be removed, with or without cause, by a two-thirds (2/3) majority vote of the Directors then in office.

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the President & CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Article 6. COUNCILS**Section 6.01. Purpose of Councils**

Councils represent the viewpoints of the various disciplines of the membership.

Section 6.02. Establishment of Councils

The Board of Directors, by majority vote, may establish, modify, or terminate a Council.

Section 6.03. Duties of Councils

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

ARTICLE 7. COMMITTEES

Section 7.01. Board Committees

The Board, by resolution, adopted by a majority of the Directors then in office, may designate and appoint the members of one or more committees, each consisting solely of two or more Directors, which committees shall have and exercise the powers of the Board in the governance of the Corporation ("Board Committees"). However, no Board Committee shall: have the authority to adopt, amend, or repeal Bylaws; elect, appoint, or remove any Director, officer, or Board Committee member; fill vacancies on the Board of Directors, in any officer position, or on any Board Committees; adopt a plan of merger or consolidation; authorize the voluntary dissolution of the Corporation; or approve the transfer of any of the Corporation's assets. The composition, terms of committee members, responsibilities, and other relevant matters shall be outlined in a Committee Charter approved by the Board of Directors.

Section 7.02 Executive Committee

The Executive Committee of the Board of Directors consists of the Chair of the Board (who shall be the Chair of the Executive Committee), the Vice Chair, the Treasurer, and the Corporation's President & CEO, who shall be a non-voting, *ex officio* member of the Committee. In the intervals between meetings of the Board of Directors, the Executive Committee has all of the powers of the Board in the supervision and direction of the business and affairs of the Corporation. 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.

Section 7.03 Standing Committees

The Board may provide for such standing committees and groups consisting in whole or in part of nondirectors, as it deems desirable, and discontinue the same at its pleasure. Each such committee and group shall be advisory to the Board and shall perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board related to advancing the charitable and educational purposes of the Corporation, including, but not limited to, assisting the Board, the President & CEO, and staff of the Corporation with the evaluation of proposed projects and activities, the design of proposed projects and activities, and otherwise supporting project implementation and advocating in furtherance of the purposes and activities of the Corporation. The composition, terms of committee members, responsibilities, and other relevant matters shall be outlined in a Committee charter approved by the Board of Directors.

Section 7.04 Nominating Committee

There shall be a Nominating Committee to lead the selection of nominees to serve as Directors. The Nominating Committee shall present to the members a slate including an equal number of candidates for the number of Directors to be elected. The Nominating

Committee will attempt to provide a broad representation in accordance with the policies and procedures of the Corporation as determined by the Board of Directors.

In addition to other policies and procedures related to the Nominating Committee adopted by the Board, no member of the Nominating Committee may run for election while serving on the Committee.

ARTICLE 8. OFFICERS, AGENTS, AND EMPLOYEES

Section 8.01. Officers and Qualifications

The Officers of the Corporation are the Chair, the Vice Chair, the Treasurer, and the President & CEO.

Section 8.02. Election of Officers

Except for the President & CEO, the officers shall be elected by the Board for two (2)-year terms at the first meeting of the Board, and then on a biennial basis thereafter at the annual meeting of the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected or appointed and qualified.

Section 8.03. Duties

- (a) Chair. The Chair shall: preside at the meetings of the Board and the members. The Chair, as well as any other officer(s) or agent(s) authorized by the Board, may sign any deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Corporation, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation or otherwise impose additional conditions or restrictions. The Chair shall, subject to the supervision of the Board, perform all other duties customary to that office.
- (b) Vice Chair. In case of the absence of the Chair, or of her/his inability from any cause to act, the Vice Chair shall perform the duties of that office. The Vice Chair shall otherwise assist the Chair in the performance of their duties and perform such other duties as may from time to time be assigned by the Chair or the Board.
- (c) Treasurer. The Treasurer shall (i) maintain the official records of the organization, (ii) be responsible for the financial management and oversight of the Corporation, including ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management, and (iii) in general, perform all of the duties customary to the office of Treasurer and

such other duties as may from time to time be assigned by the Chair or the Board.

Section 8.04. Agents and Employees

The Board may choose to appoint other agents or employees, who shall serve at the pleasure of and be overseen by the Board, unless it delegates such authority to the Chairperson and/or to others. Such agents or employees shall have such authority and perform such duties as may be required of them to carry out the affairs of the Corporation.

Section 8.05. Compensation

Except for the President & CEO, Officers shall not receive any compensation from the Corporation for services rendered to the Corporation as Officers, except that Officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts, based on policies approved by the Board. Notwithstanding the foregoing, if Officers serve other roles for the Corporation (e.g., agents, employees, etc.), they may be compensated in reasonable amounts for such services.

ARTICLE 9 AMENDMENT OF BYLAWS

Section 9.01. Amendments to the Bylaws

Subject to the limitations of the District of Columbia Nonprofit Corporation Act, any provision of these Bylaws may be amended or repealed, by the affirmative vote of a majority of the Directors then in office.

ARTICLE 10. MISCELLANEOUS

Section 10.01. Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless such other period shall be fixed by the Board.

Section 10.02. Contracts and Other Documents

The Board may authorize the President and CEO to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority also may be invested in other officers or agents of the Corporation from time to time.

Section 10.03. Indemnification and Insurance

The Corporation shall indemnify and hold harmless any Director, officer, or employee of the Corporation to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of

the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”). In providing this indemnification, the Corporation shall follow the procedures described in Section 29-406.55 of the Act. Further, the Corporation shall indemnify and advance expenses to a Director, officer, or employee who is party to a proceeding because he or she is or was a Director, officer, or employee of the Corporation, except for (a) liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on the Corporation, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Section 10.04. Prohibitions and Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Section 10.05. Emergency Powers

In the event a quorum of the Board cannot readily be assembled due to a catastrophic event, the Corporation is authorized to exercise emergency powers as permitted by law.

Section 10.06. Dissolution

Upon the termination or dissolution of the Corporation, any assets lawfully available for distribution, after paying or adequately providing for the debts and obligations of the Corporation, shall be distributed to one or more qualifying organizations described in Section 501(c)(6) of the Code, which organization(s) shall have a charitable purpose which, at least generally, includes a purpose similar to the Corporation. The determination of which organization(s) shall receive such assets hereunder shall be made by the affirmative vote of a majority of the members of the Board of Directors then in office.

Section 10.07. Management

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

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These Bylaws were adopted by the Corporation's Board of Directors on
_____, 2025.