

**AMENDED AND RESTATED BYLAWS  
OF THE  
AMERICAN BOARD FOR TRANSPLANT CERTIFICATION, INC.**

**ARTICLE I  
NAME AND OFFICES**

**Section 1. NAME**

This Corporation shall be known as the American Board for Transplant Certification, Inc. hereinafter referred to as ABTC.

**Section 2. OFFICES**

The principal office of ABTC shall be located in the City of Overland Park, County of Johnson, and State of Kansas. ABTC may also have offices at such other places within and without the States of California and Kansas as the Board of Governors may from time to time designate and the business of ABTC may require.

**Section 3. RECORDS**

ABTC shall keep at its principal place of business original or duplicate books in which shall be recorded the amount of its assets and liabilities, the names and places of residence of its officers and governors, and from time to time such other or additional records, statements, lists, and information as may be required by law or these Bylaws.

**ARTICLE II  
PURPOSES**

The main purpose of ABTC is to provide a process of voluntary certification for health care professionals practicing in the field of transplantation and procurement.

**ARTICLE III  
MEMBERSHIP**

The membership of ABTC shall be individuals who have earned and maintained transplant certification awarded by ABTC. A member shall remain qualified so long as his/her certification is renewed in compliance with criteria for re-certification specified by the Continuing Certification Committee of ABTC. Members currently certified shall be entitled to use the title "Certified Procurement Transplant Coordinator" (CPTC) **or** "Certified Transplant Preservationist" (CTP) **or** "Certified Clinical Transplant Coordinator" (CCTC) **or** "Certified Clinical Transplant Nurse" (CCTN) in conjunction with his/her name.

Sustainer Members: Sustainer members are any current credential holder in good standing retiring from practice who wants to maintain certification. The members should Submit Sustainer

Designation Application online via their **Certemy account** at least 60 days prior to retirement and expiration of current certification. Eligibility: To be considered for sustainer status, applicant must hold a current ABTC certification and have held the ABTC certification for at least four consecutive year certification terms prior to applying (or 12 consecutive years of ABTC certification). They must also hold an unrestricted practice license.

Fees and Continuing Education Requirements: There is a one-time fee of \$75 and is valid for as long as the certificate holder stays retired. There is no maintenance fee or continuing education units associated. Individuals obtaining Sustainer status will receive a certificate of recognition.

Recertification: Should an individual decide to reenter the workforce after obtaining sustainer status, they must meet all certification renewal eligibility requirements and follow the ABTC processes in place at that time.

The sustainer credential may only be used on business cards, a curriculum vitae or resume. The credential may not be used on patient charts or records, professional name badges, or after a signature.

## **ARTICLE IV BOARD OF GOVERNORS**

### **Section 1. PURPOSE**

The business and property of ABTC shall be managed and controlled by a Board of Governors.

### **Section 2. NUMBER AND QUALIFICATIONS**

a. The number of Governors of ABTC shall be thirteen (13), but such number, within the limits fixed by the Articles of Incorporation, may be increased or decreased by amendment to these Bylaws, in the manner set forth in ARTICLE XIV hereof. If the number of Governors is so decreased by amendment adopted by the Board of Governors, each Governor in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.

b. The Board of governors shall consist of the following officers and committee chairpersons: President, President-Elect, Secretary/Treasurer, Immediate Past President, Procurement Examination Committee Chairperson, Clinical Examination Committee Chairperson, Transplant Nurse Examination Committee Chairperson, Continuing Certification Committee Chairperson, Judiciary Committee Chairperson, three (3) at-large representatives from the ABTC membership and one (1) public board member.

- a. Any member of the Board of Governors is considered a governor.
- b. The President, President Elect, Secretary/Treasurer, and Immediate Past President make up the Executive Committee.
- c. Members of the Executive Committee are officers of the Board

- d. A member of the Board of Governors must be a qualified member of ABTC as described in Article III of these Bylaws. All Board of Governors except the at-large representatives and the public member shall have served on a standing committee for at least one (1) year. In addition, the Procurement Examination Committee Chairperson must be employed in the field of organ procurement; and the Clinical Examination Committee Chairperson and the Transplant Nurse Exam Committee Chairperson must be employed in the field of clinical transplantation.
- e. The public member should not be employed in a profession encompassed by the certification programs.

#### Emeritus Status:

There shall be a category of board member known as board member emeritus who is nominated and elected by the Board of Governors. Board members emeritus shall be selected from those board members who have served on the Board of Governors with distinction and excellence and considered deserving of same for outstanding service. As such, this title shall be carried indefinitely, however the members emeritus may serve a single active three-year term. The member emeritus may cease his/her active term should circumstances arise that require cessation of term prior to the three-year term.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Governors. They will serve in an advisory capacity to the Executive Committee of the Board and the Executive Director/Association, provide counsel to Board of Governors in prioritizing projects and needs in alignment with the mission, vision, and goals, participate in meetings/projects commensurate to his/her area of expertise (as seen fit by the Executive committee of the Board), represent the ABTC in a Board member capacity and encouraged to attend events supported by ABTC. A board member emeritus shall be expected to attend at least one board meeting per year, but not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office or vote at any board meeting. As a member emeritus, they may also be called upon at any time to assist in ABTC initiatives or provide counsel in a specific area of expertise regardless of current term.

Eligibility: To be considered for designation as a board member emeritus, a person must be a current or former member of the ABTC Board of Governors who:

1. Has served the Board of Governors with distinction
2. Held a leadership role and made or continues to make significant contributions through his/her service on the Board
3. Completed the term(s) for which he/she was appointed

Nomination: Any governor may nominate a potential candidate for status emeritus. The Executive Committee of the Board will consider potential candidates and may choose one (1) individual to present at the fall meeting as a formal motion. This may be conducted biennially. *(This will provide for an overlap of no more than 2 emeritus members in a 12-month period.)* Should the board not have a member to nominate for emeritus status, the board may consider renewing the existing emeritus member's active term. A simple majority vote of the governors at the meeting at which a quorum is present is sufficient to approve appointment.

### **Section 3. TERM OF OFFICE**

- a. The term of office for officers shall be two (2) years commencing January 1 and terminating on December 31. Except for the Board President positions, each officer may serve a maximum of two (2) consecutive terms on the Board; however, in no event shall an officer serve more than eight (8) consecutive years on the Board. Thereafter, he/she must be absent for one (1) year before becoming eligible for nomination and election to the Board.
  
- b. The Board President may serve only one (1) term in such office, and such term may be in addition to the eight (8) consecutive years allowed under Subparagraph a. of this section. The Board President position begins when elected to President-Elect, moves to the role of President and ends with the Immediate Past President position. It is a six (6) consecutive year term.
  
- c. The term of office for committee chairpersons shall be three (3) years commencing January 1 and terminating on December 31. Each committee chairperson may serve a maximum of two (2) consecutive terms on the Board; however, in no event shall a committee chairperson serve more than seven (7) consecutive years on the Board. Thereafter, he/she must be absent for one (1) year before becoming eligible for nomination and election to the Board.
  
- d. Officers and committee chairpersons shall serve staggered terms such that the term of office of one-third (1/3) of the Board membership shall expire each year.
  
- e. The term of office for the at-large and public representatives shall be three (3) years commencing January 1 and terminating on December 31. An at-large Representative may serve a maximum of two (2) consecutive terms. The terms of the at-large Representatives shall be staggered so that they shall not expire in the same year. This subparagraph d. shall not preclude an at-large Representative from serving as an officer or committee chairperson for two (2) terms as set forth in subparagraphs a. and c., above. The at-large Representative is expected to participate on his/her respective exam committees.

### **Section 4. NOMINATIONS AND ELECTIONS**

a. Officers and Committee Chairpersons and Public Members. The President-Elect assumes the office of President once the term of the current President has expired. The Board of Governors shall elect officers, committee chairpersons, and public members by confidential ballot, by mail, written or electronic vote at a regular meeting of the Board prior to the end of each year. The Board shall vote from a slate of nominees forwarded by the Nominations Committee. The Immediate Past President will certify results of the election for Governors. Results of the election will be announced to the Board of Governors during the meeting at which such election took place or by mail if the election was conducted by mail ballot.

1. Newly elected members of the Board of Governors shall attend and observe the Fall Board meeting prior to the beginning of their term of office. However, they may not be permitted to participate in any discussion unless invited to do so by the President of the Board. Under no

circumstances shall they be entitled to vote upon any matter or transaction coming before the Board.

i. Certification Committee Chairs – Certification Committee chairs are approved by the full Board of Governors. They are a chosen member of their respective [committee by the current committee chair who mentors him/her throughout his/her term on the committee. (This is new content.)

ii. Judicial Committee Chair-The Judicial Chair shall be approved by the full Board of Governors. He/she presides over the Governors Judicial Committee.

iii. At-Large Representatives of ABTC. At-large Representatives shall be elected by the members in good standing of ABTC by electronic ballot. The members shall vote from a slate of nominees presented by the Nominations Committee. The Immediate Past President will certify results of the election for at-large Representatives. Results of the election will be announced to the members of ABTC in such form as determined by the Board of Governors. If only one nomination is submitted to the Board of Governors for any open At-Large Representative, the Board shall have the right to accept that candidate as a new Board member. Therefore, the act of seeking a membership vote can be waived. (This is new content.)

iv. Public Member of ABTC. The Public Member represents consumers of ABTC services. They cannot be a previous or current member of the profession; employer or employee of individuals in transplantation; an employee of an individual certified by ABTC; current employee of a certification organization; receive income from transplantation currently or within the previous five years; nor have worked for or provided contract services to ABTC at any time during the five year period preceding the appointment to the board. They perform other duties as assigned. (This is new content.)

#### **Section 5. RESIGNATION AND REMOVAL**

a. Any Governor may resign at any time by giving written notice of such resignation to any officer of the Board of Governors.

b. Any Governor may be removed from office by the affirmative vote of two-thirds (2/3) of all the Governors present at any meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of ABTC, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes, or for absence from two consecutive meetings in any twelve (12) month period. Any Governor proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail prior to the meeting of the Board of Governors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Governors at such meetings.

#### **Section 6. VACANCIES**

Vacancies on the Board of Governors may be filled by a majority vote of the Governors

then in office, although less than a quorum, at any meeting of the Board of Governors called for that purpose, and the Governor so elected shall hold office and serve the remainder of the term for that office, or until his/her successor has been duly elected.

### **Section 7. MEETINGS**

a. There shall be at least two (2) regular meetings of the Board of Governors annually. Notice of a regular meeting shall be given by mailing the same, or by electronic notice, to each Governor not less than thirty (30) days before the date of the meeting to the usual business or residence address or electronic address of the Governor. The notice need not specify the business to be transacted at the meeting.

b. Special meetings of the Board of Governors may be called by the President, President-Elect, or upon written request of two-thirds (2/3) of the Membership of the Board of Governors. Notice of special meetings shall be given by mailing the same, or by electronic notice, to each Governor not less than five (5) days before the meeting to the usual business, residence, or electronic address of the Governor. The notice shall specify the time and date of the meeting, and shall specify the business to be transacted at the meeting.

c. At any meeting at which every Governor shall be present, even though without notice or waiver thereof, any business may be transacted. In the absence of a meeting, and if all the Governors separately or collectively consent in writing to any action to be taken by the Board of Governors, such consent shall have the same force and effect as a unanimous vote of the Governors at a meeting duly held. The Secretary shall file such consents with the minutes of such meeting of the Board of Governors.

### **Section 8. QUORUM AND VOTING**

a. At all meetings of the Board of Governors a majority of the Governors (51%) shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Governors present at any meeting at which there is a quorum shall be the act of the Board of Governors, except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of the President and President-Elect, the quorum present may choose a Chairperson for the meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting to a later day, not more than ten (10) days later.

b. Each Governor present at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting for decision.

### **Section 9. POWERS**

All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of any state in which ABTC shall be incorporated, shall be and are hereby vested in and shall be exercised by the Board of Governors. The Board of Governors may by general resolution delegate to committees of their own number, or to officers of ABTC, such powers as they may see fit.

**Section 10. COMPENSATION AND EXPENSES**

Governors shall not receive any stated salary for their services as such, but by resolution of the Board of Governors, a fixed reasonable sum or expenses of attendance, if any, or both may be allowed for attendance at each regular or special meeting of the Board, or otherwise in connection with the activities and affairs of the Board or the standing committees. Such expenses shall be determined within the limitations of ABTC's budget. The Board of Governors shall have power in its discretion to contract for and to pay to the Governors rendering unusual or exceptional services to ABTC special compensation appropriate to the value of such services.

**Section 11. LOANS PROHIBITED**

ABTC shall not loan money to any officer or governor of ABTC.

**Section 12. INDEMNIFICATION OF GOVERNORS**

Each Governor or former Governor shall be indemnified by ABTC against liabilities, expenses, counsel fees, and costs reasonably incurred by him/her or his/her estate in connection with or arising out of any action, suit, proceeding, or claim in which he/she is made a party by reason of his/her being or having been a Governor. The corporation shall not indemnify a Governor with respect to any matters which he/she shall be finally judged in any such action, suit, or proceeding to have been liable for negligence or misconduct on the performance of his/her duties as a Governor. However, the indemnification provided for herein shall also apply in respect of any amount paid in compromise of any such Governor including expenses, counsel fees, and reasonable costs incurred in connection therewith, provided the Board shall have first approved such a proposed compromise settlement and determined that the Governor involved was not guilty of negligence or misconduct. In taking such action, any Governor involved shall not be qualified to vote thereon.

In determining whether or not a Governor was guilty of negligence or misconduct in relation to any such matters, the Board may rely conclusively upon an opinion of independent legal counsel selected by the Board. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification provided herein shall not be exclusive of any other rights to which a Governor may be lawfully entitled.

**Section 13. GOVERNORS NOT LIABLE FOR CORPORATE DEBTS**

The Governors of ABTC shall not be individually or personally liable for the debts, liabilities, or obligations of the corporation.

**Section 14. CONFLICT OF INTEREST**

a. No member of the Board of Governors shall serve simultaneously on the National Board of Directors of the North American Transplant Coordinators Organization ("NATCO") or the International Transplant Nurse Society ("ITNS") or any organization that ABTC has a contractual relationship with.

b. No officer, governor or committee member shall vote on any matter that would involve a conflict of interest. Whenever an officer, governor, or committee member has cause to believe that a matter to be voted upon involves himself/herself in a conflict of interest or the appearance of a conflict of interest, he/she shall announce the conflict of interest or appearance of a conflict of interest and shall abstain from voting on the matter. Any other officer, Governor or committee member may raise a question of conflict of interest or the appearance of a conflict of interest with respect to any governor or committee member present. The question of whether an actual conflict of interest exists shall be decided by a majority of the Board of Governors or by a majority of the committee members involved in the matter. Decisions of committees on conflicts of interest are subject to review by the Board of Governors. Decisions by the Board of Governors or by ABTC's committees relating to matters of conflict of interest shall be made part of the minutes of that body.

c. Confidentiality Statement. All Board and committee members shall sign a conflict of interest statement and a confidentiality statement prior to attending any Board or committee meetings.

d. While serving on the Board of Governors, or while serving on either the Procurement Examination Committee, the Clinical Examination Committee, or the Transplant Nurse Examination Committee and for three (3) years thereafter, no member of the Board or of either committee shall participate in the planning, writing, or teaching of any preparatory course for ABTC certification examinations.

## **ARTICLE V OFFICERS**

### **Section 1. TITLES AND GENERAL DUTIES**

The officers of ABTC shall consist of the following: President, President-Elect, Secretary/Treasurer, and Immediate Past President (Executive Committee). The general duties of officers shall be: (1) those specified in these Bylaws; (2) to act on procedural and interim policy matters as are referred to it by the President; (3) to refer to the Board of Governors in regular meetings, special meetings, by mail or telephone conference, all policy matters, and important procedural matters; and (4) the preparation of materials relating to the purposes and activities of the Board of Governors. The Board of Governors may delegate some or all of the functions, duties, and powers of any officer to any other officer, or to any other agent or employee of ABTC.

### **Section 2. PRESIDENT**

The President shall be the chief executive officer of the corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation. He/she shall carry into effect all directions and resolutions of the Board. He/she shall preside at all meetings of the Board at which he/she may be present.



He/she shall execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation. He/she shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

### **Section 3. PRESIDENT-ELECT**

The President-Elect shall succeed to the office of President upon the completion of the President's term of office or upon an earlier vacancy in the office of the President, except as elsewhere noted in these Bylaws. The President-Elect shall assume all of the duties and responsibilities of the President in the President's absence or in the President's inability to fulfill the duties of office, such inability to be determined by the Board of Directors and reported to the general membership for approval within 21 days of such action. The President-Elect is an ex-officio member of any and all workgroups and standing committees. The President-Elect shall have all of the rights and privileges consistent with the office of President-Elect.

### **Section 4. IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall serve on the Board of Governors as a senior member to lend expertise to the current President, shall serve as a member of the Nominations and Elections Committee, and shall perform any other duties determined by the President. The Immediate Past President shall also act as a liaison to professional organizations to promote ABTC and provide information to impact legislation and regulations pertaining to procurement, preservation, distribution and transplantation of organs and tissue, and clinical transplant issues. The Immediate Past President will provide formal documentation of the society's position on specific topics with the Board of Directors.

### **Section 5. SECRETARY/TREASURER**

The Secretary/Treasurer shall have the general duties, powers, and responsibilities of a Secretary/Treasurer of a corporation. He/she shall attend all meetings of the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He/she shall perform like duties for any standing committees when requested by the Board or the committee to do so.

He/she shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or home office of the corporation in Overland Park, Kansas or elsewhere, are so maintained. He/she shall, unless otherwise provided by the Board, be the chief financial and accounting officer of the corporation. He/she shall have responsibility of the funds and securities of the corporation.

He/she shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep, or cause to be kept, all other books of account and accounting records of the corporation. He/she shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the

corporation in such depositories as may be designated by the Board or by an officer of the corporation to whom such authority has been granted by the Board.

He/she shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board. He/she shall render to the chief executive officer of the corporation and the governors whenever they may so require, an account of all his/her transactions as Secretary/Treasurer and of those under his/her jurisdiction, and of the financial condition of the corporation.

The Secretary/Treasurer will arrange for an audit or review at least once every three (3) years for the previous fiscal year of ABTC's financial statement by an external Independent Certified Public Accountant.

Any assistant secretary/treasurer appointed by the Board, in the absence, disability, or inability of the Secretary to act, may perform the duties and exercise the powers of the Secretary/Treasurer, and shall perform such other activity as the Board may from time to time prescribe

## **ARTICLE VI COMMITTEES**

### **SECTION 1. CERTIFICATION COMMITTEES**

All examination committee members must be employed in the field of transplantation or procurement. Should a committee member change employment during his/her term such that he/she is no longer actively employed in the field of transplant/procurement but has recent transplant/procurement experience, that individual may serve the remainder of the term for that committee, or until his/her successor has been duly elected or as seen fit by a majority of the chair and/or co-chair of said committee.

#### **A. PROCUREMENT COORDINATOR AND PRESERVATIONIST EXAMINATION COMMITTEE**

The Procurement Coordinator and Preservationist Examination Committee shall consist of at least nine (9) members. Members of the Procurement Coordinator and Preservationist Examination Committee shall be ABTC members in the procurement area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. The Procurement Coordinator and Preservationist Examination Committee shall be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline. All examination committee members will have experience and some representation will be sought from practitioners with relatively limited experience (e.g. recent test takers). Certain activities, e.g. standard setting study, the examination development may be supplemented with additional ad hoc members to ensure presentation.

Members shall serve three (3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on any one Examination Committee.

The Procurement Coordinator and Preservationist Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examinations at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Procurement Coordinator and Preservationist Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate. It shall *be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline.*

## **B. CLINICAL COORDINATOR EXAMINATION COMMITTEE**

The Clinical Coordinator Examination Committee shall consist of at least nine (9) members. Members of the Clinical Coordinator Examination Committee shall be members of the clinical area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Members shall serve three (3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on any one Examination Committee. The Clinical Coordinator Examination Committee shall be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline. All examination committee members will have experience and some representation will be sought from practitioners with relatively limited experience (.e.g. recent test takers). Certain activities, e.g. standard setting study, the examination development may be supplemented with additional ad hoc members to ensure presentation.

The Clinical Coordinator Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examination at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Clinical Coordinator Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board

with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate. It shall *be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline.*'

### **C. TRANSPLANT NURSE EXAMINATION COMMITTEE**

The Transplant Nurse Examination Committee shall consist of at least nine (9) members. Members of the Transplant Nurse Examination Committee shall be members of the clinical area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Members shall serve three (3) year terms with the terms of no more than three (3) members expiring each year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. No person may serve more than twelve (12) years on any one Examination Committee. The Transplant Nurse Examination Committee shall be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline. All examination committee members will have experience and some representation will be sought from practitioners with relatively limited experience (.e.g. recent test takers). Certain activities, e.g. standard setting study, the examination development may be supplemented with additional ad hoc members to ensure presentation.

The Transplant Nurse Examination Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examination at sites and at intervals as determined by the Board. The results of examinations and validations shall be recorded by the committee and made available to the Board. Experts from outside ABTC may be appointed to this committee at the discretion of the President of the Board.

The Transplant Nurse Examination Committee shall be responsible for investigating and determining the eligibility of applicants for examination, making recommendations to the Board with respect to the granting of such certificates to applicants, and making recommendations for eligibility requirements to the Board to sit for the examination. This committee shall not have the power itself to grant or issue any certificate. It shall *be constructed according to the following criteria: selected to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline.*'

### **D. CONTINUING CERTIFICATION COMMITTEE**

The Continuing Certification Committee shall consist of at least four (4) members and the chairperson. The chairperson of the committee with the approval of the Board shall appoint the members of the Continuing Certification Committee. Committee members shall include ABTC members with at least one member from each credential offered for certification. The term of office for appointments shall be three (3) years with one-third (1/3) of the terms expiring each year. Members may serve a second term, but subsequent terms shall occur only after an

absence of at least one (1) year. The Continuing Certification Committee shall be responsible for developing, promoting, and operating a program for recertification of ABTC members to maintain active certification status at three (3) year intervals following initial certification, maintaining and publishing a list of certified members, and providing recommendations regarding content of educational programs under consideration for continuing education credits.

The chairperson of the committee, approved by the Board, shall appoint the members of the Continuing Certification Committee. Committee members shall include ABTC members in good standing, with at least one member from each ABTC credential offering certification. Whenever possible, the membership of the committee will be reflective *to represent the candidate population by choosing from geographic regions, educational background, and specialty discipline.*

1. After each examination committee meeting, ABTC's examination vendor will provide ABTC with meeting summaries after the exam committees meet each spring. The meeting summaries will then be shared with the BOG.

## **Section 2. GOVERNOR'S COMMITTEES**

### **A. JUDICIARY COMMITTEE**

The Judiciary Committee shall be six (6) members consisting of the Committee Chairperson, the Secretary/Treasurer, and President-Elect of the Board of Governors, and the three (3) at-large representatives. The term of office for the members of the Judiciary Committee shall correspond to their term of office on the Board.

The Judiciary Committee shall have the authority to prescribe, determine, and decide all disputed matters and questions relating to or arising under any of the provisions of these Bylaws, notwithstanding any provisions of the preceding sections of this article or of any other Article of the Bylaws authorizing, permitting, or contemplating the exercise of any power or the making of any decision, finding, or determination of the Examinations Committees or any other committee. The Judiciary Committee is responsible for reviewing any case of misuse of ABTC certification that may require suspension and/or revocation and has authority to take action on a case by case basis. The Judiciary Committee shall meet each year to update the Bylaws or as needed basis.

### **B. FINANCE COMMITTEE**

The Finance Committee shall consist of the Secretary/Treasurer, who shall be the committee Chairperson, the President of the Board, the At-large Representative having greater seniority of the At-large Representatives, and ABTC's Executive Director (ex officio). The term of office for

the members of the Finance Committee, except for the Executive Director, shall correspond to their term of office on the Board. The Finance Committee shall be responsible for advising the Board in the investment of ABTC funds and construction or amendment of the annual budget. The Finance Committee shall further be responsible for insuring that investments adhere to the ABTC Investment Guidelines as they may exist, and as they may be changed from time-to-time. The Finance Committee shall, at its discretion, engage the services of an independent financial advisor or attorney for assistance in carrying out its purposes.

### **C. NOMINATIONS COMMITTEE**

The Nominations Committee shall consist of those members of the Board of Governors, excluding the At-Large Representatives, whose terms expire on December 31 of the following year. The Nominations Committee will be chaired by the Immediate Past President or his/her designee, and members will serve a one-year term.

Responsibilities of the Nominations Committee include, a) preparing and submitting a list of nominees for Incoming President and for Committee Chairperson(s)  $\geq$  thirty (30) days prior to the spring meeting for election by the Board, and b) reviewing and approving nominees for At-Large positions to be elected by the members in good standing of ABTC by electronic ballot, as per Article IV, Section 4.

The nominees for the Board of Governors must meet the qualifications set forth in Article IV, Section 2 of these By- Laws. The Nominations Committee shall meet annually, either face-to-face or via teleconference at the discretion of the Chair, and on an as needed basis.

### **Section 3. OTHER COMMITTEES**

The Board of Governors, by resolution, may provide for such other committees, as it deems necessary, with functions as may be assigned to them.

### **Section 4. COMMITTEE QUORUM**

A majority of any committee shall constitute a quorum for the transaction of committee business.

### **Section 5. COMPENSATION**

The members of any committee shall not receive a stated salary for their services as such, but by resolution of the Board of Governors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee.

## **ARTICLE VII APPEALS**

An appeal from any decision, finding, or determination of the Examination Committees or any other committee of ABTC regarding any matters or questions relating to or arising under the provisions of ABTC Policies and Procedures, shall be made only in the following manner:

**a. Appeal Initiation**

1. The mailing to the Chairperson of the Judiciary Committee, together with a copy thereof to the President of the Board of Governors, of a written notice of appeal containing a statement of all matters and questions claimed to be in dispute, and of all reasons and evidence supporting such claim.
2. Such mailing of the two copies of the notice of appeal shall be Certified Mail, Return Receipt Requested, and shall each be postmarked no later than thirty (30) days after the decision that causes the appeal.
3. If the appeal is being made of a decision on the qualifications of an applicant to participate in the examination process and to the extent that such a rejection is based on the lack of the applicant's qualifications, supporting documentation is required to substantiate the applicant's qualifications for admittance to the examination procedure.

**b. Review Process**

1. Upon receipt of any notice of appeal and of any statements of claims, reasons, and evidence in support of such claim, and of any additional substantiation of qualifications for admittance of information pertaining to said claim, within the periods provided for herein, such notice and other written information shall be transmitted via next business day delivery by the Chairperson of the Judiciary Committee to each other member of the Judiciary Committee, with a copy thereof to the President of the Board of Governors, within thirty (30) days of receipt of the documents submitted by the Appellant.
2. The Judiciary Committee shall then convene within forty-five (45) days of such transmittal of information, either by conference telephone call, or by meeting to determine the issue. The decision of the Judiciary Committee must be transmitted via next business day delivery to the President of the Board of Governors within thirty (30) days.

**c. Suspension and Revocation of Certificate**

Any certificate granted or issued by the Board may be suspended and/or revoked. Any certificant found to be in violation of Article III; Membership, may be reviewed by the Judiciary Committee for disciplinary action, including suspension or revocation of membership, by resolution of the Judiciary Committee, for any or all of the following reason(s):

1. The individual was ineligible at the time of granting or issuance of such certificate under the provisions of these Bylaws, whether or not his/her ineligibility was known or could have been ascertained by the Board at the time of the granting or issuance of such certificate.

2. The individual made any misstatement or misrepresentation of fact, failed to state or concealed any fact, either in his/her application for such certificate or otherwise, as to any matter referred to in such application or in any of the preceding sections of this Article.
3. Any other reason for revocation recommended by the Judiciary Committee and approved by the Board.
  - a. The Judiciary Committee may revoke or suspend an individual's credentials for a period of time, up to and including permanent suspension.
  - b. The Judiciary Committee may recommend that the individual be reported to their state licensing agency if the Committee feels the individual put public at risk.

The decision of the Judiciary Committee shall be communicated in writing to the holder of the certificate in question, outlining disciplinary action (if any) and time frame of suspension, within thirty (30) days of the Judiciary Committee's final decision.

In the event any certificate is revoked as herein provided, it shall be the duty of the person having possession of the same to return such certificate to the ABTC Executive Office upon its demand. The Board and Judiciary Committee shall have the power to proceed in any manner permitted by law to enforce the return of any certificate that has been revoked.

## **ARTICLE VIII AGENT AND REPRESENTATIVES**

The Board of Governors may appoint such agents and representatives of ABTC with such powers and to perform such acts or duties on behalf of ABTC as the Board of Governors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

## **ARTICLE IX CONTRACTS; CHECKS**

- a. The Board of Governors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of ABTC, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Governors, no officer, agent, or employee of ABTC shall have any power or authority to bind ABTC by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.
- b. All disbursements and similar instruments for the payment of money shall be signed by such officer or officers as the Board of Governors may from time-to-time designate or by the Executive



Director of ABTC. The President and the Secretary/Treasurer of the Board shall also have power to sign all such instruments in the name of ABTC or made in the ordinary course of ABTC's business.

## **ARTICLE X FISCAL YEAR**

The fiscal year of ABTC shall be for periods ending June 30.

## **ARTICLE XI INVESTMENTS**

ABTC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Governors, without being restricted as to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restrictions; provided, however, that no action shall be taken by or on behalf of ABTC if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may be amended hereafter.

## **ARTICLE XII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No governor, officer, or employee of or member of ABTC or any of its committees or other person connected with ABTC, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of ABTC, provided, that this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for ABTC in effecting any of its purposes as shall be fixed by the Board of Governors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of ABTC. Upon such dissolution or winding up of the affairs of ABTC, whether voluntary or involuntary, the assets of ABTC, after all debts have been satisfied, then remaining in the hands of the Board of Governors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Governors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Governors, exclusively to organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XIII EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no governor, officer, member, employee or representative of ABTC shall take any action or carry on any activity by or on behalf of ABTC not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended.

## **ARTICLE XIV AMENDMENTS**

The Judiciary Committee (was president elect) shall be responsible to review the Bylaws annually to determine if changes are necessary. (was every two years) The Board of Governors shall have the power to make, alter, amend, and repeal the Bylaws of ABTC and to adopt new Bylaws, which power may be exercised by a vote of two-thirds (2/3) of the Board of Governors at a regular meeting of the Board or at a special meeting of the Board called for the purpose. ABTC shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any Board member at all reasonable times during office hours.

### **Approved and published**

July 1988

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