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

ARTICLE I
NAME AND OFFICES

SECTION 1. NAME
The Corporation will be known as the American Board for Transplant Certification, Inc. hereinafter referred to as ABTC®.

SECTION 2. OFFICES
ABTC will have a permanent registered agent and registered office in the State of California for the receipt of documents and notices. A business office for the ABTC may be established in such locations as the ABTC deems desirable, within or outside of the State of California.

ARTICLE II
PURPOSES

ABTC is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of ABTC are to provide a voluntary certification process for healthcare professionals practicing in the field of organ transplantation and procurement, consistent with the specific purposes outlined in the Articles of Incorporation, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE III
CERTIFICATION

SECTION 1. CERTIFICATION EXAM PROCESS
The Board of Governors shall be responsible for the certification exam process, including creating the examination content, and preparing a candidate handbook, setting eligibility criteria, setting fees, and overseeing of the financial aspects of the examination. The Board of Governors shall establish the process for final determination of eligible certification examination candidates and the process for maintenance of certification.

SECTION 2. TESTING SERVICES
The Board of Governors may contract the services of a testing company to perform any of its duties as specified in Article III.

SECTION 3. REGISTRY OF CERTIFICANTS
The Executive Staff shall maintain a publicly available directory of all candidates who successfully passed an examination and are duly certified by the Board of Governors. All "Certified Procurement Transplant Coordinator" (CPTC®) **or** "Certified Transplant Preservationist" (CTP®)

or "Certified Clinical Transplant Coordinator" (CCTC®) **or** "Certified Clinical Transplant Nurse" (CCTN®) or "Certified Transplant Financial Coordinator" (CTFC)
will be required to meet certification continuing education requirements and pay a certification renewal fee upon the expiration of their certificate, to remain classified as "active". All "Certified Procurement Transplant Coordinator" (CPTC®) **or** "Certified Transplant Preservationist" (CTP®) **or** "Certified Clinical Transplant Coordinator" (CCTC®) **or** "Certified Clinical Transplant Nurse" (CCTN®) **or** "Certified Transplant Financial Coordinator" (CTFC) who fail to reregister will be listed in the registry as "inactive".

Alumnus Status shall be granted to certificants whose intention is to retire and no longer actively practice in the field of organ transplant and procurement. To qualify for Alumnus Status, practitioners must when applying (1) hold a current ABTC certification and (2) hold an unrestricted practice license.

ARTICLE IV
BOARD OF GOVERNORS

SECTION 1. GOVERNING BODY
The governing body of the ABTC is the Board of Governors. The affairs of the corporation shall be managed under the direction of the Board.

SECTION 2. NUMBER AND QUALIFICATIONS

a. The number of Governors of ABTC shall be as determined from time to time by the Board of Governors. If the number of Governors is decreased by action of the Board of Governors, each Governor then in office shall serve until the expiration of their term, or until such resignation or removal is herein provided. Such number may be increased or decreased by amendment to these Bylaws, in the manner set forth herein. If the number of Governors is so decreased by amendment adopted by the Board of Governors, each Governor in office should serve until expiration of term, or until resignation or removal as herein provided.

b. The Board of Governors shall consist of the following: President, President-Elect, Secretary-Treasurer, Immediate Past President, Procurement Examination Committee Chairperson, Clinical Examination Committee Chairperson, Transplant Nurse Examination Committee Chairperson, Financial Coordinators Examination Committee Chairperson, Continuing Certification Committee Chairperson, Judiciary Committee Chairperson, Finance Committee Chairperson, three (3) At-Large Governors from the ABTC body of certificants who represent each of the certified populations, and one (1) Public Governor who is a representative from the general public that represents the public interest. Those serving as At-Large Governors must participate on that individual's respective exam committee. All Governors with the exception of the Public Governor must be certified in their specialty at the time of their election to and throughout their service on the Board.

c. A Governor, or equivalent of another conflicting organization, or related board may not hold a position simultaneously with the ABTC Governor position. Conversely, an ABTC Governor may not

hold a position as Director or Governor, or equivalent, on the board of a sponsoring or related organization.

d. All Committee Chairs and committee members shall be approved by a vote of the full Board of Governors.

e. The public member will represent the public interest and will not have worked previously or work currently in or be affiliated with the field of organ transplant or procurement.

f. All Governors except the At-large representatives and the public member should have served on a standing committee for at least one (1) year.

g. No more than 20% of the Board of Governors, excluding the public member and emeritus, should consist of individuals not directly employed in the field of transplantation or procurement (rounded up to the next whole individual).

h. Emeritus Status should be granted to board members, nominated by a current Board of Governors member, who has been determined to have served on the Board of Governors with distinction. The Board Member Emeritus will serve as an ex officio member of the board in an advisory capacity. This title shall be carried indefinitely. The Emeritus may serve a single active three-year term. If so determined by a vote of the Board of Governors, the term may be extended for additional increments of one year. For designation as a board member emeritus, an individual must:

1. Be a current or former member of the ABTC Board of Governors.
2. Have held a leadership role and considered to have made or continue to make significant contributions through service on the Board
3. Completed the term(s) for which the individual was appointed.

SECTION 3. TERM OF OFFICE

The term of office on the Board of Governors for elected officers and committee chairpersons shall be equivalent to their terms as officers or committee chairpersons, respectively. The term of office for At-Large Governors and the Public Governor shall be three (3) years commencing on January 1 and terminating on December 31. Such Governors may serve a maximum of two (2) consecutive three-year terms in such positions. Any subsequent terms may occur only after an absence of at least one (1) year.

To the extent possible, Governors shall serve staggered terms such that the term of office of approximately one-third (1/3) of the Governors should expire each calendar year.

SECTION 4. NOMINATIONS AND ELECTIONS

The Board of Governors shall elect officers, committee chairpersons, At-Large Governors, and Public Governors by confidential ballot, in a written or electronic vote at a regular meeting of the Board prior to the end of the calendar year.

Individuals who are not directly employed by an OPO or a Transplant Center will not be nominated to serve in the Presidency role/pathway. However, if an individual is serving a term in the presidential pathway when their employment changes, they would be allowed to complete their terms of service in the role

SECTION 5. NOMINATING PROCEDURE

The Nominations Committee shall review all nominations and conduct interviews of qualified nominees for board service. The Nominations Committee will recommend candidates deemed most qualified to the Board at the first meeting following the close of nominations. Final selection of candidates shall be by a confidential vote of the Board of Governors following review of candidate qualifications. Additionally, the Nominations Committee should present a slate of officers for approval.

SECTION 6. RESIGNATION

Any Governor may resign at any time by giving written notice of such resignation to any officer of the Board of Governors. Resignation by a Governor holding an officer position shall also constitute resignation as an officer. A resignation need not be accepted to be effective. Any Governor who is absent from three (3) regularly scheduled meetings in any twelve-month period, shall be deemed to have resigned from the Board of Governors unless such absences are affirmatively excused by an act of the Board.

SECTION 7. REMOVAL

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 whenever the Board of Governors determines the best interests of the corporation will be served thereby. 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 meeting. The Governor being considered for removal is not eligible to vote and should not be considered in determining whether a quorum is present.

SECTION 8. 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 a successor has been duly elected.

SECTION 9. REGULAR MEETINGS

The Board of Governors shall meet regularly at the principal office of the corporation or at such other site as may be selected by the Board of Governors for the transaction of business. Regular meetings of the Board of Governors may be held without notice at such time and place to be determined by the Board.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Governors may be called by the President or President-Elect on the written request of any member of the Board. Special meetings of the Board of Governors shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission.

SECTION. 11. ACTION WITHOUT A MEETING

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 should have the same force and effect as a unanimous vote of the Governors at a meeting duly held. The Secretary-Treasurer should file such consents with the minutes of such meeting of the Board of Governors.

SECTION 12. QUORUM AND VOTING

At all meetings of the Board of Governors, a majority of the Governors 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. Any Governor or all Governors may participate in a special meeting of the Board via remote communication technology permitted by law and such participating Governor shall be considered present at the meeting.

SECTION 13. 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.

SECTION 14. INDEMNIFICATION

Terms and Provisions. To the fullest extent permitted by the Act, the Board may indemnify each present, former and future Governor, Officer, agent, and employee of the Board acting on behalf or at the request of the Board against all liabilities incurred by them in connection with or arising out of any action, suit or proceeding in which they may be or have been involved by reason of their acts or omissions in serving the Board. Such indemnification shall include, but not be limited to, court costs, attorney's fees, cost of settlements, or other incidental costs which the Board of Governors, in its sole discretion, shall determine are appropriate.

Coverage. The above indemnification provisions shall be at the sole discretion of the Board of Governors as to whether or not a person or entity should be indemnified. However, in the event that any dispute arises for which an indemnity may be claimed and there is a final judgment determining that an individual or entity who seeks indemnification is held not to be liable for any wrongdoing, then the Board shall indemnify such individual in accordance with the terms and provisions of this indemnification.

SECTION 15. CONFLICT OF INTEREST

All Governors must annually sign the Board's Conflict of Interest and Confidentiality Statement.

SECTION 16. TERM LIMITS

At-Large Governors and the Public Governor shall be eligible for reelection for one (1) additional consecutive term. Any such Governor elected or appointed to fill a vacancy constituting an unexpired term as provided in these Bylaws shall be eligible to serve two consecutive complete terms, if so elected, in addition to completing the unexpired term.

SECTION 17. INSURANCE

The corporation may purchase and maintain insurance, in such amounts as the Board of Governors deems appropriate, on behalf of any person who is or was a Governor, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or would be required to indemnify such person against such liability under the provisions of this Article or of the laws of the State of California.

SECTION 18. EXECUTIVE COMMITTEE

The Board of Governors shall designate from among its members an Executive Committee consisting of the Immediate Past President, President, President-Elect, Secretary-Treasurer, and delegates to the Executive Committee, between meetings of the Board of Governors, all the authority of the Board of Governors except the authority to amend the Bylaws of the corporation; to voluntarily dissolve the corporation; to adopt a plan of merger or consolidation; to amend the Articles of Incorporation; to sell or otherwise dispose of all or substantially all of the property and assets of the corporation; or to take any other action specifically reserved by law to the Board of Governors. The designation of such committee and the delegation to it of authority shall not relieve the Board of Governors or any member thereof of any responsibility imposed by law.

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. The general duties of officers should 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. TERMS OF OFFICE

The term of office for officers shall be two (2) years commencing January 1 and terminating on December 31. Each officer may serve a maximum of two (2) consecutive full, two-year terms in the same office. Each Board President officer position may serve one (1) two-year term. The Secretary/Treasurer officer may serve a maximum of two (2) consecutive two (2) year terms on the Board unless succeeding into a Presidential role.

SECTION 3. 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. This individual shall carry into effect all directions and resolutions of the Board and shall preside at all meetings of the Board.

The President 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. The President 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 4. 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 Governors. The President-Elect is an ex-officio member of any and all workgroups and standing committees.

SECTION 5. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve on the Board of Governors as a senior member to provide 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.

SECTION 6. SECRETARY-TREASURER

The Secretary-Treasurer shall be responsible for the oversight of: the corporation's funds; the collection of certificants' renewal fees and/or assessments; the establishment of proper accounting procedures for the handling of the corporation's funds; the preparation of annual budget recommendations for the Executive Committee and the Board of Governors.

The Secretary-Treasurer shall be responsible for keeping or causing to be kept the corporation's formal records, including minutes of Board of Governors meetings and the proper recording of Annual Meetings, and shall ensure that accurate records are kept of all certificants. The Secretary-Treasurer shall oversee any contractual arrangements made on behalf of the corporation as well as the filing of any required documents.

In general, the Secretary-Treasurer shall perform all the duties incident to the office of Secretary-Treasurer, subject to the control of the Board of Governors, and should do and perform such other duties as assigned by the Board of Governors.

ARTICLE VI
COMMITTEES

SECTION 1. COMMITTEE CHAIRS

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 in the same committee chair position; however, when filling a vacated position on the committee as chair, that individual shall be eligible to serve two consecutive complete terms, in addition to completing the unexpired term. Any subsequent terms as chair of the same committee may occur only after an absence from such committee chair position of at least one (1) year.

SECTION 2. EXAMINATION COMMITTEES

The standing examination committees of the ABTC shall include: Procurement Coordinator (CPTC) and Preservationist (CTP) Examination Committee, Clinical Coordinator (CCTC) Examination Committee, "Certified Transplant Financial Coordinator" (CTFC), and Transplant Nurse (CCTN) Examination Committee. All examination committee members must be employed in the field of transplantation or procurement. Should a committee member change employment during the term, such that this individual is no longer actively employed in the field of transplant/procurement, but has recent transplant/procurement experience, that individual may continue to serve the remainder of the term for that committee, or until a successor has been duly elected or as determined by a majority of the chair and/or co-chair of said committee.

Each respective examination committee shall consist of at least nine (9) members. Members of each examination committee shall be ABTC certificants in the area in which examinations are offered and are appointed by the chairperson of the committee with the approval of the Board. Examination committees should be constructed to represent the diversity of the profession with respect to gender, geographic location, job setting, job title, educational background, specialty discipline, number of years certified and number of years working in the field.

Examination committee members may serve a maximum of two (2) consecutive three (3) year terms, however, when filling a vacated position on the committee, that individual shall be eligible to serve two consecutive complete terms, in addition to completing the unexpired term with the terms of no more than three (3) members expiring each calendar year. Any subsequent terms shall occur only after an absence of at least one (1) calendar year.

SECTION 3. CONTINUING CERTIFICATION COMMITTEE

The Continuing Certification Committee should consist of at least four (4) members and the chairperson. The chairperson of the committee, approved by the Board, shall appoint the members of the Continuing Certification Committee. Committee members should include ABTC certificants with at least one member from each credential offered, when possible. Whenever possible, the composition of the committee will be reflective of the diversity of the profession with respect to gender, geographic location, job setting, job title, educational background, specialty discipline, number of years certified, and number of years working in the field.

Continuing Certification Committee members may serve a maximum of two (2) consecutive three (3) year terms; however, when filling a vacated position on the committee, that individual shall be eligible to serve two consecutive complete terms, in addition to completing the unexpired term, with the terms of no more than three (3) members expiring each calendar year. Any subsequent terms shall occur only after an absence of at least one (1) calendar year.

The Continuing Certification Committee shall be responsible for establishing a program for recertification of ABTC certificants to maintain active certification status at appropriate 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.

SECTION 4. GOVERNORS' 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 should correspond to their term of office on the Board.

The Judiciary Committee should review and make determinations regarding compliance with the ABTC Code of Professional Conduct.

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 Chief Executive Officer (ex officio). The term of office for the members of the Finance Committee, except for the Chief Executive Officer, 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 the construction or amendment of the annual budget.

C. NOMINATIONS COMMITTEE

The Nominations Committee should be responsible for nominations of Governors and Officers. The Nominations Committee should consist of those members of the Board of Governors, excluding those members of the board, whose terms expire on December 31 of the following calendar year. The Nominations Committee will be chaired by the Immediate Past President or their designee.

SECTION 5. 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 6. COMMITTEE QUORUM

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

ARTICLE VII
AGENTS 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 VIII
EXECUTIVE STAFF

SECTION 1. EXECUTIVE STAFF. In order to further the purposes of the corporation and in order to most effectively coordinate the functions of the corporation, the Board of Governors may employ or engage professional staff.

SECTION 2. EXECUTIVE DIRECTOR. The Executive Director shall have such powers and perform such duties as from time to time may be prescribed by the Board of Governors under the direct supervision of the President. The Executive Director shall meet with both the Executive Committee and the Board of Governors, but will not be a member of either and will therefore have no vote. The Executive Director shall work under the terms and conditions set by the Board of Governors either in a contract of employment or indirectly through a management agreement with the Executive Director's employer.

ARTICLE IX
CONTRACTS; CHECKS

The Board of Governors, except as otherwise provided in these Bylaws, 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 pecuniary for any purpose or to any amount.

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
BOOKS AND RECORDS

ABTC shall keep correct and complete books and records of all accounts and should keep minutes of the proceedings of its Board of Governors, and committees having any of the authority of the Board of Governors, which books, records, and minutes shall be kept by the Executive Director or Secretary-Treasurer of the Board of Governors or by other person duly appointed. Such records should be kept at the principal office of the corporation. All books and records of the corporation may be inspected by any officer or Governor, or Governor's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI
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 should 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.

ARTICLE XII
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 XIII
AMENDMENTS

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 should be open to inspection by any Board member at all reasonable times during office hours.

ARTICLE XIV
DISSOLUTION

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)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

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