



Date: April 27, 2018

Bylaw Committee: M. Susan Mandell (Chair), Ernesto Pretto (President), Tetsuro Sakai (Secretary), Gebhard Wagener (Treasurer), Kathirvel Subramaniam, Daniela Damian, Klaus Torp, Michael Ramsay

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

On February 22, 2018, Society for the Advancement of Transplant Anesthesia (SATA) Executive Council meeting was held, and Dr. M. Susan Mandell, Chair, Executive Rules and Bylaws Committee, had a call for volunteers to serve on the Executive Bylaws Working Group to review the SATA Bylaws and make recommendations for amendments on the original SATA bylaws (approved by the Board on April 30, 2016).

The aims of this Working Group are to build consistent and binding rules that direct the election and service responsibilities of SATA leadership positions. The intent is to create transparent rules for the membership that provides clear criteria for access to leadership positions.

The Working Group is an independent decisional body of the Executive Rules and Bylaws Committee. Final Bylaw recommendations will be reviewed by the Executive Council of SATA. The Executive Council will post a finalized version of the Bylaws on the Website for the membership. On July 2, 2018 the Bylaws Working Group was transitioned to a standing Committee.

ARTICLE I
OFFICE AND REGISTERED AGENT

Section 1. Principal Office

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

Section 2. Registered Office and Agent

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

**ARTICLE II
PURPOSES**

The Society for the Advancement of Transplant Anesthesia (SATA) was founded to provide an identity and a common voice for Anesthesiologists and other professionals engaged in the care of the organ transplant recipient. We understand the field of Transplant Anesthesia to encompass specialized expertise in the perioperative management of the thoracic and abdominal organ transplant recipient. Moreover, because the outcome of the organ recipient depends on the quality of the transplanted organ(s) we envision a greater role of the Transplant Anesthesiologist in the operative management of the organ donor. Within this context we intend to facilitate and support care of organ donors and research on organ resuscitation, which we define as encompassing the development and application of innovative therapies for donor preconditioning, ex-vivo organ preservation, and reperfusion injury of the graft.

SATA is committed to the following specific aims in support of its members and in advancing the field of Transplant Anesthesia:

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

ARTICLE III MEMBERSHIP

Section 1. Classes and Qualifications

There shall be the following classes of members:

a. **Active Members:**

Any person with a medical degree (MD, DO, or equivalent degree) or student currently enrolled for a medical degree (MD, DO, or equivalent degree) may be an active member after receipt of annual dues.

b. **Associate Members:**

Any other person with a demonstrated interest in the field of organ transplantation may apply for associate membership by special consideration of the Membership Committee.

c. **Honorary Members:**

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

Section 2. Voting and Holding Office

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

Section 3 Dues

- a. Membership dues shall be determined by the Board of Directors.
- b. Dues shall be payable annually in advance at the start of the calendar year (January 1). Those who have not paid their dues by March 1 shall be notified that they are delinquent and that their names will be dropped from the membership roster after two notices are given in a continuous 60 day period. Members shall be reinstated upon payment of dues.

Section 4. Expulsion

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

may be present. Restoration of membership after expulsion may be given only by an affirmative vote of the Board of Directors, after application by the expelled person.

Section 5. Minimum Numbers for decisions during a Business Meeting

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

Section 6. Resignation

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

**ARTICLE IV
OFFICERS**

Section 1. Officers

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

Section 2. Election

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

Election/Appointment of SATA Officers:

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

The Officers will serve 2 years with review at one year by the SATA Board. A majority vote (5 votes) by the 8 voting Board after the first year of

service allows each Officer to complete a 2-year term. All Officers will serve the same term unless there is a resignation or removal of an Officer. The empty Officer position will be filled in accordance with the bylaws governing Officers.

Section 3. Term

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

Section 4. Resignation

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

Section 5. Removal

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

Section 6. Vacancies

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

Section 7. President

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

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

Section 8. President-Elect

The President-Elect is elected by the general membership to serve in this capacity for the same tenure as the President. The President-Elect shall assume the duties of the President if the President is absent or unable to

perform the duties of the office. The President-Elect shall become familiar with the current issues in the Society and the people doing its work. Other duties may be assigned by the Board of Directors and outlined in the Society's policies and procedures manual.

Section 9. Secretary

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

Section 10. Treasurer

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

Section 11. Executive Director/Association Manager

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

Section 12. Contracts

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

Section 13. Bonding

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

ARTICLE V
EXECUTIVE COUNCIL MEMBERS

Section 1. Powers

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

Section 2. Number and Qualifications

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

Section 3. Election and Term of Office

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

The election of Treasurer and 4 At-large Councilors:

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

Section 4. Resignation

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

Section 5. Removal

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

Section 6. Vacancies

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

Section 7. Regular Meetings

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

Section 8. Special Meetings

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

Section 9. Notice

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

Section 10. Quorum

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

Section 11. Manner of Acting

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

Section 12. Unanimous Written Consent In Lieu of a Meeting

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

Section 13. Telephone Meeting

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

**ARTICLE VI
COMMITTEES**

Section 1. Committees

The Executive Council, by resolution adopted by a majority of the Executive Council members in office, may designate and appoint one or more committees which shall have and exercise the authority of the Executive Council in the governance of the Society. However, no committee shall have

the authority to amend or repeal these Bylaws; elect or remove any officer or Director; adopt a plan of merger; or authorize the voluntary dissolution of the Society. The President, after Executive Council approval, is authorized to form, direct, and terminate ad hoc committees and to appoint or replace ad hoc committee chairpersons. Ad hoc committee chairpersons will recommend to the President an appropriate number of individuals for committee membership who will be appointed formally by the President on an annual basis. The chairperson of the ad hoc committee or Executive Council will appoint a member of the committee to serve as Co-Chair (designee chair), with the approval of the President.

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

Section 2. Bylaws Committee

The Bylaws Committee shall consist of at least three members and shall prepare or recommend amendments to the Bylaws to guide the mission of the Society. Members shall be appointed by the Executive Council for staggered two-year terms and may be reappointed. The chairperson shall be the Immediate Past- President.

Section 3. Nominating Committee

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

Section 4. Committee on Finance

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

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

The President-Elect shall designate members of the Executive Council to serve as liaisons to the standing and ad hoc committees of the Society. The Standing Committees are: Bylaws, Nominating, Finance, Membership, Scientific Affairs, Standards and Quality, Fellowship, Thoracic Transplant,

Perioperative Management, Pediatric Transplant, and Conference/Meetings. The list of standing committees is subject to change by the Board. Additional Standing Committees may be created as outlined in the Society's policies and procedures manual. The committee liaison will ensure continuity of committees by seeking appropriate individuals for committee appointments and shall encourage nominations. Self-nomination by Society members is highly encouraged. Committee chairs and members are appointed as outlined in Section 1. ARTICLE VI – COMMITTEES.

Rules governing Chairs:

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

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

Conduct and service of Chairs:

Preamble, General Organization

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

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

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

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

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

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

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

Duties of Committee Leadership

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

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

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

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

Section 6. Ad Hoc Task Forces and Working Groups

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

Section 7. Term of Office

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

Section 8. Resignation or Termination from Committees

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

Section 9. Vacancies

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

Section 10. Rules

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

**ARTICLE VII
MEETINGS AND ELECTIONS**

Section 1. Meetings

There shall be at least one business meeting per year open to the entire membership at a place chosen by the Executive Council. In the event a physical meeting cannot be held, the meeting may be held by an alternative method, as approved by the Executive Council. Members shall be notified of the date, time, place, and, if necessary, alternative method of the business meeting at least 30 days prior to the meeting. There shall be at least one educational meeting per year at a place and time chosen by the Executive Council. At the discretion of the Executive Council, a business meeting may be scheduled to occur during the educational meeting. If such a meeting is scheduled, members shall be notified of the date, time, and place of the meeting at least 30 days prior to the meeting. Special meetings may be called by the Executive Council.

Section 2. Election

An election will be held to select the At-large Councilors and Officers (President-Elect, Secretary, Treasurer) scheduled for election in that year. The Nominating Committee (ARTICLE VI, Section 3) is responsible for proposing at least one qualified member for each position scheduled for selection at the next election, including any vacant positions.

Section 3. Nomination

If a business meeting is held between January 1 and June 30 in conjunction with an educational meeting, the Chair of the Nominating Committee will inform the members present at the business meeting of the list of nominees and then call for additional nominations from the members present for any position scheduled for selection at the next election. Any member qualified to vote in an election may nominate any member qualified for the position. Once this process has been completed, the nomination period will be closed.

If a business meeting is not held between January 1 and June 30, the list of candidates approved by the Executive Council shall be disseminated to the membership in electronic format no later than June 1. Following the dissemination of the list, there will be a one-month period during which members qualified to vote in the election may submit additional nominations for any positions scheduled for selection at the next election.

Qualified members shall submit the name of the candidates and the positions for which the candidates are being nominated to the Executive Director/Association Manager of the Society in electronic, printed, or written form. The Chair of the Nominating Committee will confirm that the nominees are qualified for the positions for which they have been nominated and that the members are willing to serve in those positions. Nominees who are qualified and willing to serve will be added to the list of candidates. The period for open nominations will close one month following the dissemination of the list, but no later than July 1.

Section 4. Candidates

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

Section 5. Quorum and Voting

Each voting member in good standing shall have one vote at any meeting of the members. Elections will be conducted by electronic transmission (e-voting) using a method approved by the Executive Council. All members qualified to vote will be eligible to vote in the election. For the members who will not able to attend the meeting, video conference attendance will be allowed. The election period will open on September 1 and close at the end of the calendar day on October 1. Within 7 days after the election period has closed, the Secretary will certify the results of the election and submit the results in electronic or written format to the Executive Council. If a business meeting is held in October, the term of office for all elected positions will end or begin at the conclusion of the business meeting. In the event a business meeting is not held in October, the term of office for all elected positions will end or begin on October 15.

**ARTICLE VIII
FUNDS AND EXPENDITURES**

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

**ARTICLE IX
REPORTS**

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

**ARTICLE X
AMENDMENTS TO BYLAWS**

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

forty days prior to the annual business meeting may be waived by a unanimous vote of the members present at the annual business meeting.

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

ARTICLE XI

INDEMNIFICATION

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

ARTICLE XII

TERMINATION OR DISSOLUTION

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