

ASTCT Bylaws

BYLAWS OF THE AMERICAN SOCIETY FOR TRANSPLANTATION AND CELLULAR THERAPY

ARTICLE 1. NAME AND PURPOSE

Section 1. Name

The name of the corporation is the AMERICAN SOCIETY FOR TRANSPLANTATION AND CELLULAR THERAPY (hereinafter the “Society” or “ASTCT”).

Section 2. Purposes

The general purposes for which the Society is organized are:

1. To foster research and development of transplantation both as a science and a therapy;
2. To be responsive to and represent several medical and scientific disciplines, including hematology, oncology, immunology, genetics, internal medicine, and pediatrics;
3. To develop standards of medical care in the context of autologous and allogeneic transplants, identifying commonly accepted practices as well as areas that require further research;
4. To provide guidelines for professional training;
5. To promote the exchange of scientific and clinical information about transplantation through regular medical and scientific meetings and through scholarly publications;
6. To organize and conduct analyses of transplantation, including studies of the costs, benefits, and barriers to access for individuals, specific populations, and society generally, to encourage responsible regulation; and
7. To issue recommendations and guidelines about the role of transplantation as a therapeutic approach, so as to promote financially responsible and appropriate reimbursement by third-party insurers.
8. To foster a diverse and inclusive transplantation and cellular therapy discipline through membership, governance, and activities.

Section 3. Limitations

Notwithstanding Section 2 above or any other provision of these Bylaws:

1. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the Society shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

2. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to intervene or influence any political campaign on behalf of any candidate for public office.
3. The Society shall not conduct any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
4. Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision of any future United States internal revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE II. MEMBERSHIP

Section 1. Membership Categories

Membership in the Society shall consist of the following categories: Member, Associate Member, In-Training Member, Affiliate Member, Affiliate Institutional Member, International Member, Emeritus Member and Honorary Member. The Society promotes diversity and inclusion in its membership and does not discriminate in membership on the basis of race, age, religion, national origin, gender identity, sexual orientation, or disability.

Section 2. Qualifications

Member. To qualify as a Member, an applicant:

1. shall hold an M.D. or Ph.D. degree, or equivalent (such as D.O, M.B.B.S., etc.) with demonstrated expertise in marrow transplantation as evidenced by either (1) the publication of two papers on marrow transplantation-related research as recorded by curriculum vitae or (2) documentation of two years of experience in clinical transplantation as recorded by curriculum vitae and letter from the director of a transplant center attesting to the experience of the candidate; and

2. shall be of high moral, ethical, and professional standing.

Associate Member. To qualify as an Associate Member, an applicant shall hold an M.D. or Ph.D. degree but not otherwise meet the criteria for full membership.

In-Training Member. To qualify as an In-Training Member, an applicant shall be a fellow-in-training in a bone marrow transplant or hematology/oncology program. Individuals enrolled in programs leading to an advanced practice degree (i.e., Nurse Practitioner, Physician Assistant, PharmD) may also qualify for this designation. Other candidates may be considered on an individual basis.

Affiliate Member. Affiliate Membership is extended by majority vote of the Board of Directors to allied non-M.D. or non-Ph.D. professionals with an interest in blood and marrow transplantation. Affiliate membership is especially appropriate for pharmacists, physician assistants, nurses, nurse practitioners, social workers, psychologists, cell processors, and administrative staff of bone marrow transplant centers, collection centers and processing laboratories, and for professional staff of corporations related to the field of blood and marrow transplantation.

Affiliate Institutional Member. Affiliate Institutional Membership is extended by majority vote of the Board of Directors to an institution employing five (5) or more allied non-M.D. or non-Ph.D. professionals with an interest in blood and marrow transplantation. Affiliate Institutional membership is especially appropriate for bone marrow transplant centers, collection centers, processing laboratories, and corporations related to the field of blood and marrow transplantation with administrative, nursing, or other professional staff.

International Member. International Membership is extended (i) as a joint membership through partnerships with other societies approved by the Board of Directors; or (ii) on an individual basis according to criteria approved by the Board and implemented by the Membership Committee.

Emeritus Member. Emeritus Membership is available to individuals who (a) have been a Member for a minimum of five years, (b) attained the age of 65, (c) have retired from practice or an academic position, and (d) apply for Emeritus Member status.

Honorary Member. Honorary membership may be conferred by a two-thirds vote of the Board of Directors upon any individual who has made an exceptional contribution to the advancement of blood and marrow transplantation.

Section 3. Application and Election Procedures

The procedure for applying for membership shall be:

1. Persons seeking initial membership in the Society or seeking to move from one membership category to another shall apply in writing on such forms, if any, as shall be provided by the Society.
2. Upon receipt of a membership application (whether for initial membership or transfer to a different category), the Executive Director, or his or her designee(s), shall evaluate the applicant's qualifications and report their findings and recommendations to the Board of Directors.

3. An applicant meeting the qualifications of a membership category shall be elected to such category upon the affirmative vote of the members of the Board of Directors present at a duly called and convened meeting of the Board. (Two-thirds majority vote is required for the election of an Honorary Member.)

Section 4. Rights and Duties

1. **Meetings.** All members shall be entitled to attend and participate in meetings of the members of the Society.
2. **Voting.** Only Members (and Honorary Members if otherwise qualified to be Members) shall be entitled to vote on matters submitted to a vote of the members. Each voting member shall have one (1) vote. No member may act by proxy on any matter.
3. **Officers and Directors.** Only Members (and Honorary Members if otherwise qualified to be Members) may be elected to the Board of Directors or hold an elected office in the Society.
4. **Committees.** Except as otherwise provided by these Bylaws, all members may serve on committees of the Society.
5. **Dues and Special Assessments.** The annual dues for members of the Society and the time for paying such dues shall be determined from time to time by the Board of Directors. The Board of Directors may levy special assessments upon reasonable notice as to the amount and purpose thereof.

Section 5. Meetings

1. **Annual Meeting.** An annual meeting of the members of the Society shall be held at such time and place as shall be determined by the Board of Directors. In its discretion, the Board may determine that the place of the meeting will be: (1) a physical location; (2) a virtual location where members participate by means of remote communication; or (3) a physical location that provides members with the opportunity to attend in person or participate virtually by means of remote communication. At each annual meeting, the voting members shall conduct such business as is necessary and appropriate.
2. **Special Meetings.** Special meetings of the members of the Society shall be called at the request of the Board of Directors or at the written request of at least one hundred (100) voting members of the Society. Meetings called at the written request of one hundred or more voting members must be held within 60 to 120 days of the receipt of the written request by the President, Secretary or Executive Director of the Society. A special meeting may be held only for the purpose or purposes set forth in the notice fixing the time and place of the meeting. The time and place for holding special meetings shall be determined by the Board of Directors unless otherwise required by law.
3. **Quorum.** Fifty (50) voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members of the Society, provided that if less than a quorum is present, a majority of the voting members present may adjourn the

meeting to another time without further notice. If a quorum has been present at a meeting and voting members have withdrawn from the meeting so that less than a quorum remains, the voting members still present may continue to transact business until adjournment.

4. **Manner of Acting.** The act of a majority of the voting members present at a duly called meeting at which there is a quorum shall be the act of the members of the Society, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
5. **Notice.** Written notice stating the place, date, time and, in the case of a special meeting, agenda of a meeting of the members shall be delivered to each voting member at his or postal or electronic mail address as shown by the records of the Society or by publication in the Society's official journal not less than 30 days nor more than 120 days before the date of the meeting.
6. **New Business.** Any member who wishes to introduce, by motion or otherwise, any item for discussion during the new business portion of the annual meeting shall submit the item to the President, Secretary or Executive Director in writing not more than 120 days nor less than 30 days before the annual meeting. Any item submitted less than 30 days before the annual meeting may, at the discretion of the Board of Directors, be discussed at the upcoming annual meeting or held until the following annual meeting. The Board of Directors may exclude from discussion or consideration any item which is inconsistent with the purposes of the Society.

Section 6. Termination of Membership

1. **Voluntary Termination.** A member may withdraw from membership at any time by giving written notice to the President, Secretary or Executive Director. Such resignation shall take effect at the time specified therein but shall not relieve the individual of his or her obligation to pay dues, assessments or any other charges incurred prior to resignation.
2. **Delinquency in Payment of Dues.** Except where the Board of Directors, in its discretion, extends the time for payment, a member whose dues or assessments are not paid in full within twelve (12) months from the date when due shall be dropped from membership in the Society thirty (30) days after written notification unless such dues and assessments are paid before the end of that thirty (30) day period. The Board of Directors may adopt policies that, during the twelve-month period, suspend specific membership benefits, such as subscriptions to publications and member registration rates at meetings. These benefits may be restored to the member when dues payments are current.
3. **Misconduct.** A member may be disciplined for any conduct detrimental to the reputation or best interests of the Society, including, but not limited to, (1) conviction of a felony or crime relating to or arising out of the practice of medicine or involving moral turpitude; (2) limitation, suspension, termination or forfeiture by any state, province or country of the member's right to practice medicine; (3) violation of the Code of Ethics of the American Medical Association or other relevant medical association; or (4) unprofessional behavior.
4. **Due Process.** Any charges against a member alleging misconduct may be initiated by a member of the Society or a third party. All charges shall be in writing, signed and delivered

to the President, Secretary or Executive Director of the Society. The Board of Directors may appoint a special committee of Board members to make a preliminary investigation and provide recommendations to the Board. If the special committee of the Board determines that disciplinary action may be warranted, written notice shall be sent by registered mail, certified mail or courier service to the member not less than thirty (30) days prior to a meeting of the Board informing the member (1) of the time and place of such meeting, (2) of the alleged misconduct, (3) that disciplinary action against him or her will be considered at such meeting, and (4) that the member may appear in person or be represented by counsel and submit such evidence as he or she deems proper to show that disciplinary action should not be taken. The Board of Directors shall take final action with respect to any disciplinary action. The disciplinary action may include, but not be limited to, censure, probation, suspension, or expulsion. The Board of Directors may adopt procedural rules more specifically governing the due process for disciplinary action.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The governing body of the Society shall be its Board of Directors. The Board of Directors shall supervise, control, and direct the business and affairs of the Society, shall actively promote its purposes, and shall supervise the disbursement of its funds. Directors shall carry out their responsibilities in accordance with the Articles of Incorporation, these Bylaws, Society policies, and applicable law.

Section 2. Composition

The Board of Directors shall consist of six (6) Designated Directors and nine (9) Elected Directors. No member may serve as both a Designated Director and an Elected Director. The Editor-in-Chief shall serve as an ex-officio, non-voting member of the Board.

Section 3. Designated Directors

The six designated directors shall be the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate-Past President.

Section 4. Elected Directors

The nine Elected Directors shall be elected for three-year terms. The terms will be staggered, in that each year three directors shall be elected for a three-year term to succeed those directors whose terms are then expiring. Three of the Elected Directors shall be chosen to represent “community or clinical practice;” three shall be chosen to represent “laboratory science;” one shall be a “Diversity Officer,” and two shall be “at large.” The business and affairs of the Society shall be managed by its board of directors except as otherwise provided by law or these Bylaws. No person shall be eligible for nomination or election as a director unless qualified at the time as a Member (or Honorary Member qualified to be a member).

Section 5. Non-Voting Participants

At the discretion of the Board of Directors, other individuals may attend and participate in the meetings of the Board but shall not be entitled to vote.

Section 6. Manner of Acting

The act of a majority of the directors present at a duly called meeting at which there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No director may act by proxy on any matter.

Section 7. Quorum

A majority of the directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors.

Section 8. Regular Meetings

An annual meeting of the Board of Directors shall be held, without notice other than this provision, at the same place and during or within one day of the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called at the request of the President or at the written request submitted to the President by any six (6) directors. Except as provided below, written notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto, by mail, courier service or facsimile transmission to each member of the Board of Directors at his or her business address or residence as shown in the records of the Society. However, in the case of a special meeting to be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak to one another, notice of the meeting shall be given no less than twenty-four (24) hours prior thereto. Any director may waive notice of any meeting. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors needs to be specified in the notice of such meeting unless otherwise required by the Bylaws.

Section 10. Meetings by Conference Call

Any meeting of the Board of Directors, or a committee thereof, may be held by telephone conference or by other means in which all persons participating in the meeting can hear and speak to one another.

Section 11. Mail or Facsimile Ballot

The Board of Directors, as well as committees thereof, may act without a meeting if written consent is obtained by mail or facsimile ballot, signed by all the voting directors or members of the committee, as the case may be, and delivered to the Society.

Section 12. Compensation

Directors shall not receive any remuneration for their services as directors; however, the Board of Directors, by the affirmative vote of a majority of the directors, may authorize partial or complete reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefor.

Section 13. Ex-Officio Members of the Board

The Board of Directors may vote to add non-voting, ex-officio members to the Board of Directors. These non-voting individuals may include representatives of organizations of relevance to the field or who are determined to perform special functions as defined by the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Elected Offices

The elected officers of the Society shall be a President, President-Elect, Vice President, Secretary, Treasurer, and Immediate-Past President.

Section 2. Terms of Office

The term of office for the President, the President-Elect, the Vice President, and the Immediate-Past President is one year. The term of office for the Secretary and for the Treasurer is three years. No two offices may be held by the same person.

Section 3. Succession

Unless otherwise provided by these Bylaws, upon expiration of his or her term, the Vice President shall automatically succeed to the office of President-Elect, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past-President. The Secretary and the Treasurer are limited to two consecutive terms of office. At the conclusion of a term, neither the Secretary nor the Treasurer can immediately be elected to an office in the Presidential succession.

Section 4. Duties

1. **President.** The President shall be the principal officer of the Society and serve as chair of the Board of Directors. The President shall supervise and direct the business of the Society, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the members and the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Board of Directors to some other officer or agent of the Society. Subject to the approval of the Board of Directors, the President shall appoint the members of all committees, except as otherwise provided by the Bylaws or by resolution of the Board of Directors and shall be a non-voting, ex-officio member of all committees. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be assigned from time to time by the Board of Directors.
2. **President-Elect.** The President-Elect shall serve as vice-chair of the Board of Directors. The President-Elect shall assist the President in the discharge of the duties of the President, as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall succeed to the office of President if a vacancy occurs in the office of President.
3. **Vice President.** The Vice President shall assist the President in the discharge of the duties of the President as the President may direct and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President and the President-Elect, or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall succeed to the office of President- Elect if a vacancy occurs in the office of President-Elect.
4. **Secretary.** The Secretary shall have charge and be responsible for the maintenance of the minutes of the meetings of the Board of Directors, the Executive Committee, and the members. The Secretary shall perform all the duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.
5. **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for, and other financial affairs of, the Society. The Treasurer shall perform all the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. Compensation

Elected officers shall not receive any remuneration for their services as officers; however, the Board of Directors, by the affirmative vote of a majority of the directors then in office, may authorize partial or complete reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors as well as reasonable expenses for travel on official business for the Society.

ARTICLE V. EDITOR-IN-CHIEF

The Editor-in-Chief of the Society shall be responsible for the administration and day-to-day operations of the Society's official scientific journal. The Editor-in-Chief shall be appointed by the Board of Directors and is responsible to the Board through the Publications Committee. The Editor-in-Chief is an officer of the Society and a non-voting, ex-officio member of the Board of Directors. The Board of Directors may, at its discretion, provide a salary or stipend for the Editor-in-Chief. The terms by which the Editor-in-Chief provides services to the Board of Directors shall be established in a written contract. The Board of Directors also may appoint two individuals to share the office of Editor-in-Chief and, thereby, share the duties of editor of the Society's official journal in a manner prescribed by the Board of Directors.

ARTICLE VI. EXECUTIVE DIRECTOR

The Executive Director of the Society shall be responsible for the administrative and day-to-day business operations of the Society. The Executive Director shall be appointed by and responsible to the Board of Directors. The Executive Director shall have the authority to execute contracts on behalf of the Society as authorized by the Board of Directors, except for contracts the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Board of Directors to some other officer or agent of the Society. The Executive Director does not have to be a Member of the Society.

ARTICLE VII. ELECTIONS

Section 1. Nominations

The Nominating Committee annually shall nominate at least one individual each for (a) the office of Vice President, (b) the expiring terms of Elected Directors, (c) the expiring terms, if any, for Secretary and for Treasurer, and (d) any vacancies in an unexpired term of a Designated or Elected Director. Additional nominations may be made by written petition signed by fifty (50) voting members and delivered to the President, Secretary or Executive Director no less than ninety (90) days prior to the annual meeting. The Nominating Committee will take into account the values of the Society in promoting diversity and inclusion in its leadership.

Section 2. Directors

To achieve a balance of interests on the Board of Directors, the three director positions that open each year shall be designated on the ballot as “community or clinical practice,” “laboratory science” and “at large/diversity.” Members nominated for the three Board positions should represent those respective interests. With respect to the “at large/diversity” director position, the “at large” designation shall be replaced on the ballot with a “Diversity Officer” designation every third year.

Section 3. Ballots

The annual election of officers and Elected Directors shall be either (a) by mail ballot sent to voting members no more than ninety (90) days nor less than forty-five (45) days prior to the annual meeting, or (b) by secure Web site with e-mail notification to the voting members no more than ninety (90) days nor less than forty-five (45) days prior to the annual meeting. The deadline for receipt of ballots shall be thirty (30) days after the ballot mailing or electronic notification of the members.

Section 4. Tie Votes

In the event two or more nominees for Vice President, Secretary, Treasurer or Elected Director tie for a plurality of the votes, the Board of Directors shall resolve the tie by conducting a game of chance in which the winner is randomly selected (e.g., a coin toss or names drawn from a hat). Such action will be taken at the regular meeting of the Board of Directors held immediately prior to the annual meeting of the members.

Section 5. Terms of Office

All officers and directors shall take office at the adjournment of the annual meeting following their election and shall serve until their successors are duly elected and installed, or until their death, resignation or removal from office in the manner hereinafter set forth.

Section 6. Vacancies

Any vacancy occurring in the offices of Secretary or Treasurer or among the Elected Directors may be filled by action of the Board of Directors at any meeting of the Board. The appointee shall serve until the adjournment of the next annual meeting or until their death, resignation or removal in the manner hereinafter set forth. If the Vice President resigns or cannot fulfill his/her role, the Executive Committee with a majority vote shall, at its prerogative, either:

1. Call for a special election to fill the vacated Vice President position which would then serve until the next ASTCT Business Meeting, thereupon assuming the role of President-Elect,

Or

2. Recommend that a new Vice President AND President-Elect be voted upon in the next regular election cycle with the individuals filling both positions assuming office at the adjournment of the annual meeting of the members following their election.

Section 7. Removal

Any officer or director may be removed from office by a two-thirds (2/3) vote of the Board of Directors at a duly called and convened meeting of the Board of Directors, whenever in their judgment the best interests of the Society would be served thereby. Any Designated Director removed shall at the same time be removed as an officer.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees of the Board

The standing committees of the Board shall be the Executive Committee, Bylaws Committee, Membership Committee, Nominating Committee, and Publications Committee. All standing committees report to the Board of Directors, which may alter or rescind the action of any standing committee.

1. Executive Committee.

- a. The Executive Committee shall be a committee of the Board of Directors and shall consist of the President, President-Elect, Immediate-Past President, Vice President, Secretary and Treasurer. The chair shall be the President. Serving as non-voting, ex-officio members of the Executive Committee are the Editor-in-Chief and the chair of the Annual Meeting Committee.
- b. Between meetings of the Board of Directors, the Executive Committee shall exercise the powers of the Board in the management of the business and affairs of the Society, except as may otherwise be prohibited by law, the Articles of Incorporation or these Bylaws.
- c. Subject to the control of the Board of Directors, the Executive Committee shall supervise and direct the financial affairs of the Society. The Executive Committee shall have an annual audit of the Society's books conducted by a certified public accounting firm and shall perform such other duties as from time to time may be assigned by the Board of Directors.
- d. The Executive Committee may establish honorary awards for meritorious service to the Society or to the public and shall be responsible for determining the recipients of the honorary awards.
- e. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting (including telephone conferences) of the Executive Committee.
- f. The minutes of each meeting of the Executive Committee shall be furnished to the entire Board of Directors at its next meeting, at which time the Board of Directors may alter or rescind any action of the Executive Committee.

2. Bylaws Committee.

- a. The Bylaws Committee shall consist of three (3) members of the Board of Directors, all of whom are Elected Directors. They shall serve staggered three- year terms so that the term of one member of the committee shall expire each year. The President shall nominate, and the Board of Directors shall elect by majority vote, the members of the Bylaws Committee. The chair of the Bylaws Committee shall be its member with the greatest seniority or, if there is no single senior member, the chair will be selected by vote of the committee members.
- b. The Bylaws Committee shall periodically review the Society's Bylaws and offer recommendations for their revision or improvement to the Board of Directors.

3. Membership Committee.

- a. The Membership Committee shall consist of three Elected Directors who are not members of the Bylaws Committee. They shall serve staggered three-year terms so that the term of one member of the committee shall expire each year. The chair of the Membership Committee shall be its member with the greatest seniority or, if there is no single senior member, by vote of the committee members.
- b. The Membership Committee shall have oversight for activities that promote Society membership and, from time to time, may propose membership recruitment and retention activities.

4. Ethics Committee.

- a. The Ethics Committee shall consist of the three (3) members of the Board of Directors who comprise the Bylaws Committee.
- b. The Ethics Committee shall be responsible for administering procedures for review of Board member conduct under the *Officers and Directors Code of Ethics* developed and approved by the Board of Directors.

5. Nominating Committee.

- a. The Nominating Committee shall consist of the President, the President-Elect, the Vice President, and the Immediate-Past President. The Immediate-Past President shall serve as Chair of the Nominating Committee.
- b. In accordance with Article VII, Section 1, of these Bylaws, the Nominating Committee annually shall nominate at least one qualified individual each for (a) the office of Vice President, (b) the expiring terms of Elected Directors, (c) the expiring terms, if any, for Secretary and for Treasurer, and (d) any vacancies in the unexpired terms of Designated or Elected Directors.
- c. The Nominating Committee shall present to the Board of Directors its nominations for officers and Board members no less than ninety (90) days prior to the annual meeting. Between annual meetings, the Nominating Committee shall respond to

any requests from the Board of Directors to nominate one or more qualified individuals to fill vacancies among officers and elected directors.

6. Publications Committee.

- a. The Publications Committee shall consist of the Vice President, the Secretary, and the Treasurer. The Secretary shall serve as Chair of the Publications Committee. The appointed Editor-in-Chief serves as a non-voting, ex-officio member of the Publications Committee.
- b. The Publications Committee shall negotiate contracts with the editor-in-chief of the Society's official journal, subject to the approval by the Board of Directors, develop objective performance standards for the editor-in- chief of the Society's official journal, and perform such other duties related to the oversight of the Society's official journal as the President or the Board of Directors may from time to time assign.
- c. The Board of Directors also may create other periodicals and assign responsibility for them to the Publications Committee.

Section 2. Additional Standing Committees

1. Finance Committee.

- a. The Finance Committee shall consist of the Treasurer, one (1) Elected Director, two (2) Members, and one (1) Associate Member. Each member of the Finance Committee shall serve a two-year term. The terms of the two (2) Members shall be staggered so that one (1) Member is elected each year. The Treasurer shall serve as Chair of the Finance Committee.
- b. The Finance Committee shall review the Society's financial statements and operating reports, review and approve annual budgets and forecasts, review and provide feedback for annual audit reports and information returns, oversee cash management and investment management protocols, and perform such other duties related to the oversight of the Society's finances as the President or the Board of Directors may from time to time assign.

2. Annual Meeting Committee.

- a. The chair of the Annual Meeting Committee is appointed by the President who concludes his or her term of office at the meeting. That President also may appoint other members to the committee.
- b. The Annual Meeting Committee shall be responsible for planning and supervising the scientific, business, social and commercial components of the Society's annual meeting.

3. Committee on Diversity and Inclusion

- a. The Committee on Diversity and Inclusion shall consist of ASTCT members in good standing. The Executive Committee shall appoint the Chair, Vice Chair, and members of the Committee.
- b. The Committee on Diversity and Inclusion shall be responsible for ensuring that the Society fosters a diverse and inclusive environment for both leaders and members. The Committee shall collect data to evaluate the Society's baseline demographics, shall recruit women and other underrepresented minorities at all levels of training, and shall develop programs that promote recruitment, retention, and mentorship of underrepresented minorities, all with the long-term goal of increasing the representation of underrepresented minorities in Society leadership positions.

Section 3. Other Advisory Committees

The Board of Directors may authorize the creation of such other advisory committees as are necessary or appropriate to carry out the purposes of the Society.

1. **Appointments.** Except as otherwise provided by these Bylaws, Society policies, or the resolution establishing the committee, the Executive Committee shall appoint the Chair, Vice Chair, and members of each advisory committee. All advisory committee members must be ACTCT members in good standing. Any member of an advisory committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served by such removal.
2. **Term.** Except as otherwise provided by these Bylaws, Society policies, or the resolution establishing the committee, each member of an advisory committee shall serve from the time of his or her appointment until the adjournment of the next annual meeting of the Society, or until his or her death, resignation or removal, or until the committee is terminated, whichever occurs first. Term limits and other eligibility requirements shall be set forth in Society policies.
3. **Purpose.** Each advisory committee shall have a charter that defines, among other things, its charge/area of focus; goals and responsibilities; and expectations of committee members.
4. **Resignation and Vacancies.** An advisory committee member may resign by giving written notice to the President stating the date upon which the resignation shall become effective. Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments to that committee.
5. **Quorum and Manner of Acting.** Unless otherwise provided in Society policies or the resolution establishing a committee, a majority of the whole advisory committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting (or telephone conference) at which there is a quorum shall be the act of the advisory committee.

6. **Board Liaisons.** A Board member shall be assigned to each advisory committee to serve as a liaison between the Executive Committee or Board and the committee. The liaison will serve as an ex officio member of the advisory committee and report on the relevant activities and requests coming from the Board as well as providing the Executive Committee and/or Board with information on activities and requests arising from the committee.
7. **Finances.** Advisory committee Chairs may request that the Society provide funding to support the advisory committee's activities, but the advisory committee may not pursue funding from industry or other sources independent of the Society Development Team.
8. **Policies and Procedures.** The Board of Directors shall adopt policies and procedures for the operation of all advisory committees.

ARTICLE IX. SPECIAL INTEREST GROUPS

The Board of Directors may establish "special interest groups" (SIGs) within the membership of ASTCT and adopt policies and procedures for the operation of each SIG. All SIG members must be ASTCT members in good standing.

Section 1. Steering Committee

Each SIG shall have a Steering Committee, including a Chair and Vice Chair, of not less than three or more than eight members. Each SIG Steering Committee shall be responsible for monitoring the SIG's Online Community.

Section 2. Purpose

SIGs are established to bring together groups of colleagues who share similar interests in the field to provide specialized education and networking opportunities. SIGs may recommend policies to the Board of Directors or Executive Committee, but they may not enact ASTCT policies or represent ASTCT to other organizations outside the Society.

Section 3. Finances

SIG Chairs may request that the Society provide funding to support SIG activities, but SIGs may not pursue funding from industry or other sources independent of the Society Development Team.

ARTICLE X. FINANCE

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general

or confined to specific instances.

Section 2. Checks and Drafts

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall be determined by the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Society.

Section 3. Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

Section 5. Bonding

Any officer, director or employee of the Society may be required, at the Society's expense, to furnish an adequate surety bond approved by the Board of Directors in such amount as the Board of Directors shall prescribe.

Section 6. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of Members, the Board of Directors and any committees having the authority of the Board of Directors. The books and records of account of the Society shall be audited annually by a certified public accounting firm selected by the Executive Committee and approved by the Board of Directors.

Section 7. Fiscal Year

The fiscal year of the Society shall be fixed from time to time by the Board of Directors.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute waiver of notice of such meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened and does not

participate in the meeting.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify, to the full extent permitted by applicable law, every officer and director of the Society, and every former director and officer, and any persons who may have served at the request of or by the election or appointment of the Society as a director or officer of another corporation.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Society to indemnify its officers and directors.

The Society may purchase and maintain insurance on behalf of any persons referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

ARTICLE XIII. AMENDMENTS

Unless otherwise required by law, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by action of two-thirds (2/3) of the voting members of the Board of Directors at any meeting of the Board of Directors.

The Bylaws may not be altered, amended or repealed by the Executive Committee between meetings of the Board of Directors.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The proceedings of the Society, unless otherwise stated in these Bylaws or in standing rules of order adopted by the Board of Directors, shall be conducted in accordance with the latest edition of Robert's Rules of Order Revised.

Adopted: 4/26/98

Last Amended: __/__/21