

Notice of OPTN Bylaw Changes

Revised Bylaws and Management and Membership Policies

Sponsoring Committee:	Executive Committee
Bylaws Affected:	<i>All OPTN Bylaws</i>
Public Comment:	October 25, 2024 – November 8, 2024
Board Approved:	December 2, 2024
Effective Date:	December 2, 2024

Purpose of Policy Changes

A new independent nonprofit organization, the Independent Network of Volunteers for Equitable and Safe Transplants (INVEST), was established on July 24, 2024 to serve as the OPTN Board of Directors through a HRSA-issued designation agreement.¹ To support this structural change, the governance documents of the OPTN have been updated with the prior bylaws split into two distinct documents: (1) Bylaws, focusing on the governance structure and roles, and (2) Management and Membership Policies, addressing operational details. These changes ensure a more flexible policy framework, but do not alter core content or organ allocation policies.

Proposal History

As an independent, non-profit corporation incorporated in Delaware, INVEST is required to have bylaws that comply with the provisions and requirements of the Delaware General Corporation Law. HRSA worked with the Board and a transition working group of Board members to align existing bylaws and policies and procedures with the new structure. This proposal was submitted for public comment to inform the community about these developments, foster transparency regarding HRSA's modernization efforts and provide an opportunity for feedback. Following public comment, the indemnification clause bylaw was amended to ensure that coverage would be extended to OPTN volunteers, not just directors and officers.

Summary of Changes

The prior bylaws are now separated into two distinct governance documents: (1) bylaws and (2) Management and Membership Policies. The content for both governance documents come from the previously adopted bylaws with some minor non-substantive modifications.

A new section has been added to the bylaws explaining INVEST's requirements to indemnify all OPTN volunteers for actions they take while acting on behalf of the OPTN. The new bylaws also permit the Board to extend the terms of the Officers of the Board in addition to individual Board members in the event of unexpected vacancies. As part of the OPTN Modernization Initiative, HRSA has indicated its

¹ The OPTN Board of Directors manages membership in the OPTN, but OPTN members are not members of, or otherwise a part of, INVEST.

intent to hold a special election for the Board. Depending upon the timing of the special election, the terms of the Officers of the Board may be extended to align with the start of the new Board following a special election.

Implementation

Members will need to replace any printed or electronic copies of the bylaws with the new bylaws and the Management and Membership Policies. Members will need to update any internal policies or documentation that contain references to specific bylaw sections.

Several updates will need to be made by the OPTN to account for the change, including updates to the OPTN website, help documentation, and references across OPTN documents and templates.

Affected Policy Language

Effective December 2, 2024, the OPTN Bylaws were restructured and split into two documents: (1) bylaws and (2) Management and Membership proposal. The below crosswalk shows the remapping of affected Bylaw sections. For the full document of the OPTN Bylaws or the OPTN Management and Membership Policies, please visit the OPTN website. For questions, please contact member.questions@unos.org.

Original Bylaw Section	Location of Material in New Governance Documents
<i>New</i>	Bylaws Article I: Purpose and Definitions
<i>New</i>	Bylaws Article II: Members of INVEST
Article II: Board of Directors	Bylaws Article III: Board of Directors
Article III: Nominating Committee	Bylaws Article IV: Nominating Committee
Article IV: Executive Committee	Bylaws Article V: Executive and other Committees
Article V: Executive Director	Bylaws Article VI: Executive Director
Article VI: Officers	Bylaws Article VII: Officers
<i>New</i>	Bylaws Article VIII: Indemnification
Article X: Amendment of Charter and Bylaws	Bylaws Article IX: Amendment of Bylaws
<i>New</i>	Management and Membership Policies: Introduction
Article VIII: Permanent Standing Committees	Management and Membership Policy A: Permanent Standing Committees
Article VIII: Financial Considerations	Management and Membership Policy B: Financial Considerations
Article IX: Regions	Management and Membership Policy C: Regions
Article 7.7 Conflicts of Interest, 7.8 OPTN Code of Conduct, and 7.9: Public Statements by Committee Members and OPTN Volunteers	Management and Membership Policy D: Code of Conduct
Article XI: Adoption of Policies	Management and Membership Policy E: Adoption of Policies
Article I: Membership	Management and Membership Policy F: Membership
Appendix A: Membership Application and Review	Management and Membership Policies: Appendix A: Membership Application and Review

Original Bylaw Section	Location of Material in New Governance Documents
Appendix B: Membership Requirements for Organ Procurement Organizations (OPOs)	Management and Membership Policies: Appendix B: Membership Requirements for Organ Procurement Organizations (OPOs)
Appendix C: Membership Requirements for Histocompatibility Laboratories	Management and Membership Policies: Appendix C: Membership Requirements for Histocompatibility Laboratories
Appendix D: Membership Requirements for Transplant Hospitals and Transplant Programs	Management and Membership Policies: Appendix D: Membership Requirements for Transplant Hospitals and Transplant Programs
Appendix E: Membership and Personnel Requirements for Kidney Transplant Programs	Management and Membership Policies: Appendix E: Membership and Personnel Requirements for Kidney Transplant Programs
Appendix F: Membership and Personnel Requirements for Liver Transplant Programs and Intestine Transplant Programs	Management and Membership Policies: Appendix F: Membership and Personnel Requirements for Liver Transplant Programs and Intestine Transplant Programs
Appendix G: Membership and Personnel Requirements for Pancreas and Pancreatic Islet Transplant Programs	Management and Membership Policies: Appendix G: Membership and Personnel Requirements for Pancreas and Pancreatic Islet Transplant Programs
Appendix H: Membership and Personnel Requirements for Heart Transplant Programs	Management and Membership Policies: Appendix H: Membership and Personnel Requirements for Heart Transplant Programs
Appendix I: Membership and Personnel Requirements for Lung Transplant Programs	Management and Membership Policies: Appendix I: Membership and Personnel Requirements for Lung Transplant Programs
Appendix J: Membership and Personnel Requirements for Vascularized Composite Allograft (VCA) Transplant Programs	Management and Membership Policies: Appendix J: Membership and Personnel Requirements for Vascularized Composite Allograft (VCA) Transplant Programs
Appendix K: Transplant Program Inactivity, Withdrawal, and Termination	Management and Membership Policies: Appendix K: Transplant Program Inactivity, Withdrawal, and Termination
Appendix L: Reviews and Actions	Management and Membership Policies: Appendix L: Reviews and Actions
Appendix M: Definitions	Management and Membership Policies: Appendix M: Definitions