



INTERNATIONAL LIVER
TRANSPLANTATION SOCIETY

ILTS Bylaws

Article I – General

The name of the organization shall be: International Liver Transplantation Society (“the Society”).

Article II – Offices

The Society shall have such offices, within or without the Commonwealth of Virginia, USA, as shall be determined from time to time by the Council.

Article III – Mission and Goals

Consistent with the Society’s purposes, as set forth in the Articles of Incorporation, the mission of the Society is to promote and disseminate multidisciplinary scientific advances in liver transplantation, worldwide. The Society has therefore established the following goals in furtherance of its purposes and mission:

- To promote research and other scientific inquiry into questions that relate to the practice of liver transplantation;
- To promote teaching excellence in liver transplantation;
- To advocate for initiatives, programs or projects that impact favorably on liver transplantation research, teaching, or program development; and
- To collaborate with existing public and private organizations to promote and encourage education and research in the science and clinical practice of liver transplantation internationally.

Article IV- Membership

A. All members, in good standing, shall have equal status in terms of society privileges and benefits. However, annual membership dues may vary depending on profession, employment status, training status, country of practice, duration of pre-paid membership, and various group discounts.

B. The Council shall have the power to expel any member of the Society for failure to continue to meet membership eligibility requirements, failure to pay dues or other financial obligations owing to the Society, violation of these Bylaws or any policies or procedures duly adopted by the Council, or any conduct which, in the judgment of the Council, is contrary to the best interests of the Society. Such a member may be expelled only after he/she has had notice in writing of the reason for expulsion and, except with respect to expulsion due to



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nonpayment of dues or other financial obligations owing to the Society, an opportunity to appear in person or by counsel in a hearing by the Council to be held thereon. Upon such expulsion, all his/her rights and privileges as a member of the Society shall be forfeited and terminated.

C. An annual meeting of the membership of the Society shall be held at a time and location determined by the Council, generally during the Society's annual Congress. At the annual membership meeting, such business as may properly come before the meeting, as determined by the Council, shall be transacted. At any meetings of the members, properly called and announced as required herein, the number of members appearing for said meeting shall constitute the quorum necessary for transaction of the business of the meeting.

Article V – Dues and Audit

Dues amounts shall be determined annually by the Council. Dues payments are non-refundable.

An audit of the Society's financial status shall be performed yearly and the results thereof shall be presented by the Treasurer to the membership during the annual membership meeting.

The Society's fiscal year shall be January 1 – December 31.

Article VI – Amendments

These Bylaws may be amended, repealed or altered in whole or in part by a vote of the Council at any regular meeting or any special meeting called for that purpose, provided that a copy of the proposed amendment shall be included with the meeting notice. These amendments should be reported to the membership at the annual meeting.

Article VII – Policies and Procedures

Policies and Procedures consistent with the Society's Articles of Incorporation and these Bylaws may be developed and adopted by the Council to clarify and interpret the policy and operation of the Society and shall be contained in a document accessible to the entire membership.

To the extent not inconsistent with applicable law, the Articles of Incorporation, these Bylaws and the Policies and Procedures adopted from time to time by the Council, the meetings and operation of the Society shall be governed by the latest edition of Robert's Rules of Order, Newly Revised.



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Article VIII – Officers, Executive Committee and Council

The elected Executive Committee of the Society consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer. Officer terms commence at the conclusion of the annual membership meeting following the officer's election. Sitting members of the Council and any person who has served on the Council during the five years immediately preceding the election shall be eligible to serve on the Executive Committee of the Society. In accordance with the Society's commitment to leadership renewal and governance diversity, except under exceptional circumstances, each Officer's term shall be non-renewable, serving only one term in the same capacity.

The Executive Committee shall be authorized to act on behalf of the Council and the Society between meetings of the Council. Actions taken by the Executive Committee shall be reported promptly to the Council.

The Council: The Council shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer and eight Council members at-large. Council members may not vote by proxy. All members of the Council must be members of the Society in good standing. The Council shall be constituted with an unwavering commitment to diversity in gender, geographical representation, institutional affiliation, and specialty. Individual skills and qualifications shall serve as the primary criteria for the selection. Individual In order to promote diversity and prevent undue influence, it is recommended that no more than one member from the same institution serve concurrently on the Council. Exceptions to this recommendation may be considered on a case-by case-basis, subject to review and approval by the Council. This provision is designed to foster a wide-ranging and inclusive perspective within the Council's deliberations and activities.

The Council shall meet at least four times a year, including two in person meetings (one during the winter and one during the Annual Congress) and two meetings virtually. The presence of a majority of the voting members of the Council will constitute a quorum for the transaction of business.

If any position in the Executive Committee (other than that of Immediate Past President) becomes vacant for any reason during the year, the Council may vote and decide on filling this post temporarily by nominating one of the Council members to the same. The interim individual will be eligible for the position during the next election. This nomination will hold only until the immediate next election cycle, but not longer than one year, when the post will be filled as per the



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usual election process as further detailed in the Bylaws.

If the position of Immediate Past President becomes vacant, then it shall remain unfilled until the current President advances to such a position.

President: The President is responsible to pursue the goals of the Society, represents the interests of the Society towards other societies and the general public. S(he) presides at Council and membership meetings. The President serves a one-year term, following which s(he) succeeds to the office of Immediate Past President.

President-Elect: The President-Elect shall be elected by the Council at the first Council meeting of each calendar year. The President-Elect shall serve a term of one year, following which s(he) automatically succeeds to the office of President. The President-Elect shall perform the duties of President in case of unavailability of the President.

Secretary: The Secretary shall be elected by the Council to serve a three-year term. The Secretary shall perform the usual duties of a Secretary, be responsible for maintaining the records of the Society and act under the supervision of the Council which shall define his/her various duties.

Treasurer: The Treasurer shall be elected by the Council to serve a three-year term. The Treasurer shall perform the usual duties of a Treasurer, be responsible for overseeing the funds of the Society, and act under supervision of the Council which shall define his/her various duties.

Immediate Past President: The Immediate Past-President shall preside at Council and membership meetings in the absence of both the President and the President-Elect. The Immediate Past President shall serve as chair of the Nominating Committee.

Council Members-At-Large: Eight Council members at-large shall be elected by the Council to serve staggered terms of four years commencing at the conclusion of the annual meeting following the Council member's election. Under ordinary circumstances, Council members at-large may not serve more than one consecutive term.

If for any reason a Council member at-large is unable to complete his/her term of office this position remains unfilled until the immediate next election cycle.

Nomination and election Process

Nomination and election process:



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The Nominating Committee shall consist of seven members: the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, one additional member of the Council appointed by the past President and the chair of the Vanguard Committee. The Nominating Committee shall identify, research, cultivate, and recruit persons willing to serve on the Council and shall develop slates of candidates for officer positions and Council member-at-large positions.

In the formation and function of the Nominating Committee, it is imperative to uphold the principles of impartiality and conflict-free decision-making. Should a conflict of interest arise, the chair of the Nominating Committee should take immediate remedial action. In the event that the Chair of the Vanguard Committee has a conflict of interest, the position falls to the Vice-Chair of the Vanguard Committee for the duration of the nomination process.

Nomination and Election of Executive Committee: Three months prior to the Winter Council Meeting, the Nominating Committee shall solicit nominations for open positions in Executive Committee from Council Members who have served on the ILTS Council in the last five years. Each eligible candidate shall be personally informed that the nominations for Officer positions are open. The nomination period is open for one calendar month.

After the nomination period closes, the Nominating Committee shall select two or more candidates for each Officer position open. The applications of all nominations received will be shared with the ILTS Council one month before the Winter Council Meeting.

All Councilors must vote, in a secret ballot, on the candidates selected by the Nominating Committee in the following order for each open Officer position: President-Elect, then Secretary, then Treasurer. Each candidate will be elected if he or she wins an absolute majority.

Nomination and Election of Council Members-At-Large: Three months prior to the Winter Council Meeting, the Nominating Committee shall solicit nominations for open Council members-at-large positions from the membership of the Society. The nomination period is open for one calendar month. Each of the ILTS members shall be personally informed that the nominations for Council members-at-large positions are open.

After the nomination period closes the Nominating Committee suggests a choice of two or more candidates for each open position (considering diversity of gender, geographical region, institutional affiliation, and specialty). The applications of all nominations received will be shared with the ILTS Council one



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month before the Winter Council Meeting. All Councilors must vote, in a secret ballot, for each open position. Each candidate will be elected if they win an absolute majority.

Article IX – Committees

Committees may be created only by these Bylaws or by resolution of the Council to function in a manner provided for herein or in the aforesaid resolution. Each committee shall have no less than three members, all of whom must be members of the Society in good standing. Appointment of Committee Chair, Vice-Chair, and Committee members will be done by the President-Elect in liaison with the

Affiliated Councilor, considering the recommendations of the Committee Chair and members. The Vice-Chair of the Committee shall serve a one-year term, automatically succeeding to the position of Chair for an additional one-year term, followed by a one-year term as Past Chair.

A committee member shall serve for three years and may be re-appointed for an additional one year. Maximal duration of serving in the committee should not exceed seven consecutive years (including of 3 years of leadership).

Article X – Non-Discrimination

There shall be no discrimination on the basis of color, race, religion, creed, national origin, age, gender, sexual orientation, marital status or disability in decisions concerning eligibility for membership, committee assignments or office or concerning any other business or activity of the Society.

Article XI – Conflicts of Interest

Conflicts of interest shall be disclosed and resolved pursuant to the Society's Conflict of Interest policy.

Article XII – Force Majeure

When a major event results in cancellation of the annual meeting, incumbent officer and council member terms may be extended for one year if approved by a Council majority. Newly elected council members may attend Council meetings during this year in a non-voting capacity. Newly elected officers may attend both Council and Executive Committee meetings, but without voting privileges unless already held at the time of the Council vote. Terms of service stated in these bylaws will not include this one-year extension



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These articles were adopted by the ILTS Council then voted unanimously in favor at the ILTS Council Meeting in Singapore on May 25, 2025.



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Ethical Statement

ILTS is an international society of transplant professionals, and we support the international standards of informed, uncoerced consent of organ donors and prohibitions on trafficking of organ donors for profit.



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Financials

ILTS is a Charitable 501(c)(3) with Tax ID 54-1624149

State Disclosures

Certain states require written disclosures for nonprofit organizations soliciting contributions. Individual state disclosures are below.

Florida: A copy of the official registration and financial information may be obtained from the division of consumer services by calling toll-free, within the state, 1-800-435-7352 (800-help-fla), or visiting www.floridaconsumerhelp.com. Registration does not imply endorsement, approval, or recommendation by the state. Florida Registration #CH51483

Georgia: A full and fair description of our programs and our financial statement summary is available upon request at our office and phone number indicated above.

Maryland: For the cost of copies and postage, from the Office of the Secretary of State, State House, Annapolis, MD 21401.

Mississippi: The official registration and financial information of International Liver Transplantation Society may be obtained from the Mississippi Secretary of State's office by calling 1-888-236-6167. Registration by the Secretary of State does not imply endorsement.

Nevada: Contributions may be tax deductible pursuant to the provisions of sec. 170(c) of the Internal Revenue Code of 1986, 26 U.S.C. §170(c).

New Jersey: Information filed with the attorney general concerning this charitable solicitation and the percentage of contributions received by the charity during the last reporting period that were dedicated to the charitable purpose may be obtained from the attorney general of the state of New Jersey by calling (973) 504-6215 and is available on the internet at www.state.nj.us/lps/ca/charfrm.htm. Registration with the attorney general does not imply endorsement.

New York: Upon request, from the Attorney General Charities Bureau, 120 Broadway, New York, NY 10271.



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Pennsylvania: The official registration and financial information of International Liver Transplantation Society may be obtained from the Pennsylvania Department of State by calling toll-free, within Pennsylvania, 1-800-732-0999.

Virginia: From the State Office of Consumer Affairs in the Department of Agriculture and Consumer Affairs, P.O. Box 1163, Richmond, VA 23218.

Washington: From the Secretary of State at 1-800-332-4483 or <http://www.sos.wa.gov/charities/>

West Virginia: West Virginia residents may obtain a summary of the registration and financial documents from the Secretary of State, State Capitol, Charleston, WV 25305.

Wisconsin: A financial statement of the charitable organization disclosing assets, liabilities, fund balances, revenue and expenses for the preceding fiscal year will be provided to any person upon request.

REGISTRATION WITH A STATE AGENCY DOES NOT CONSTITUTE OR IMPLY ENDORSEMENT, APPROVAL OR RECOMMENDATION BY THAT STATE.

More information about [nonprofit fundraiser disclosures](#) and [annual charity registrations](#).