



**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, 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 issues, 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 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.

Article VII – Rules and Regulations

Rules and Regulations 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 Rules and Regulations 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.

Article VIII – Officers and Council

The elected Officers of the Society shall be 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 Nominating Committee's presentation to the Council of a slate of officer candidates shall be eligible to serve as an officer of the Society.

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 meet at least two times a year: once during the winter and during the Annual Congress. The presence of a majority of the voting members of the Council will constitute a quorum for the transaction of business.

If any office (other than that of Immediate Past President) becomes vacant for any reason (and there is no officer to move up automatically to the vacant position), then a successor to fill the vacant office will be appointed by vote of the existing Council members.

If the position of Immediate Past President becomes vacant, then it shall remain unfilled until the current President advances to such 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, and presides at Council and membership meetings. The President serves a one-year term, following which he or she succeeds to the office of Immediate Past President. The President may not succeed himself or herself.

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 he or she 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 membership meeting following the Council member's election. Under ordinary circumstances, Council members at-large may not serve two consecutive terms. If for any reason a Council member at-large is unable to complete his/her term of office, a successor will be appointed by the President with the concurrence of the Council to serve to serve the remainder of the original Council member's term of office.

Nomination and Election of Officers: Three months prior to the Council meeting at which Officers are to be elected, the Nominating Committee shall solicit nominations from the membership of the Society. Two months prior to the Council meeting at which officers are to be elected, the Nominating Committee shall develop a slate consisting of three candidates for each officer position to be filled. Fewer than three nominations will be acceptable only if fewer than three candidates are eligible and accept nomination. The Nominating Committee slate shall be presented to the Council at the meeting at which officers are to be elected. Additional nominations may not be made. The Council shall determine the precise manner in which the election shall be held, and the candidate receiving the greatest number of votes shall be elected to each office to be filled.

Nomination and Election of Council Members-At-Large: Three months prior to the Council meeting at which Council members-at-large are to be elected, the Nominating Committee shall solicit nominations from the membership of the Society. Two months prior to the Council meeting at which officers are to be elected, the Nominating Committee will develop a slate consisting of three candidates for each Council member-at-large position to be filled. The Nominating Committee slate shall be presented to the Council at the meeting at which Council members-at-large are to be elected. Additional nominations may not be made. The Council shall determine the precise manner in which the election shall be held, and the candidate receiving the greatest number of votes shall be elected to each Council member-at-large position to be filled

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. Committee chairpersons shall be appointed by the President, with the approval of the Council. Committee members shall be appointed by the President, with the approval of the Council, unless the right to appoint shall be delegated by the Council to the committee chair.

A committee member, including the chairperson, shall, except as otherwise provided in these Bylaws, serve for three years and may be re-appointed for an additional three years, but may not serve for more than six consecutive years.

The Executive Committee, which shall be composed of the President, President-Elect, Secretary, Treasurer and Immediate Past President, 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 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. The members of the Committee shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President, one additional senior member of the Council appointed by the President and the chair of the Vanguard Committee.

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