

BYLAWS

Transplant Recipients International Organization, Inc.

(Bylaws as amended at the TRIO Board of Directors Meeting held on October 11, 2019)

ARTICLE 1: NAME

The name of the Corporation shall be Transplant Recipients International Organization, Inc., hereinafter referred to as TRIO or the Corporation, incorporated in the state of Pennsylvania.

ARTICLE II: PURPOSE AND OBJECTIVES

Section I. TRIO. TRIO is an independent, non-profit international organization committed to improving the quality of life of transplant candidates, recipients, donors, and their families hereinafter referred to as members. Through the TRIO Headquarters and a network of Chapters, TRIO serves its members in the following areas:

Advocacy: Effectively communicating the concerns and needs, on issues in the field of transplantation that affect the welfare of transplant candidates, recipients, and their families and donor families, to international, federal, state, and local governmental bodies.

Education: Providing transplant candidates, recipients, and their families and donor families with current information on developments in organ and tissue donation, transplantation, medications, social issues and finances, as well as on initiatives in the transplantation field.

Awareness: Promoting organ and tissue donation as an important social responsibility. Developing and supporting mechanisms to improve the availability of organs and tissues, on an equitable basis, to meet the needs of transplant candidates.

Support: Providing support to transplant candidates, recipients, and their families, living donors and donor families to help alleviate the stresses and problems associated with the transplant process.

Section 2. Membership. Membership in TRIO is available through local Chapters and memberships at large. Such membership is provided without regard to race, creed, color, sexual orientation, gender or national origin.

Section 3. Charitable Purposes. In furtherance of these purposes, TRIO is organized solely for charitable purposes as a non-profit organization. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual.

Section 4. Prohibited Activities. TRIO shall not engage in fundraising activities on behalf of individual transplant candidates, recipients, and/or their families.

ARTICLE III: MEMBERSHIP

Section I. Categories of Membership:

- A. **Active members** shall be individuals who have either received or are awaiting an organ, tissue, or mechanical transplant and their family members, donor families, living donors or other interested individuals, including health care professionals, or any individual who has a desire to contribute time and assistance to meeting the goals and purposes of TRIO upon payment of TRIO dues.
- B. **Other Categories of Members.** Other membership categories may be created by the Board of Directors, which may also define the rights and obligations of each category so created.

ARTICLE IV: DUES, FEES AND FINANCES

Section 1. Dues. The Board of Directors shall establish dues for membership categories. Dues shall be paid annually directly to TRIO Headquarters. The Board of Directors shall have the discretion to accept a reduced dues rate in cases of hardship. Failure of members to pay membership dues shall result in loss of membership in TRIO.

Section 2. Budget. A proposed budget for the next fiscal year shall be submitted annually by the Treasurer to the Board of Directors. The budget shall be adopted annually by the Board of Directors at the TRIO Annual Meeting.

Section 3. Audit. The financial records of TRIO shall be independently reviewed annually and at other times as requested by the Board of Directors. The Board of Directors shall approve all audit reports.

Section 4. Fiscal Year. The fiscal year of TRIO shall be that directed by the Board of Directors.

ARTICLE V. ORGANIZATION

TRIO is an organization operated by a Board of Directors, officers, and staff, and individual incorporated chartered Chapters. Memberships-at-large are available in areas where there are no Chapters.

Section 1. Chapters. TRIO Chapters may be established only with approval of the TRIO Board of Directors. Chapters so approved shall be contractual affiliates, but in no event shall be deemed to be agents of TRIO. Once approved, Chapters shall be incorporated under the laws of their jurisdictions and shall be issued thereafter a charter by TRIO. Chapters shall be authorized and required to use the TRIO emblem. No other bodies, groups or units other than those chartered, pursuant to the terms of this Section, shall be recognized as affiliates of TRIO.

- A. Policies. The policies of each Chapter shall be in harmony with the policies of TRIO through adherence to the purposes and objectives set forth in Article IV of these bylaws.
- B. Bylaws. Chapters shall adopt bylaws similar to those of TRIO as outlined in the chartering agreements, and as required by the laws of their own jurisdiction of incorporation. Chapters shall submit these bylaws to TRIO for approval. Chapters shall also comply with TRIO's Articles of Incorporation and Bylaws, the Chapter chartering agreements, and other rules or policies adopted by the Board of Directors.
- C. Contributions. Each Chapter shall contribute annually to TRIO a percentage, directed by the TRIO Board of Directors, all of net fundraising dollars. The percentage shall be the same for all incorporated Chapters and determined on an annual basis by the TRIO Board of Directors.
- D. Fiscal Year. The fiscal year of each Chapter shall be in harmony with the TRIO fiscal year.
- E. Dues. In order to be a Chapter in good standing, each Chapter shall remit the annual TRIO National dues by March 31st of each year. The amount of the National TRIO dues will be set by the Board of Directors.
- F. Good Standing:
 - (1) Failure of any Chapter to be in good standing in TRIO (i.e., including compliance with Chapter and TRIO bylaws and Chapter regulations and compliance with not-for-profit statutes and regulations) may result in the revocation of the charter of said Chapter.

- (2) When a Chapter's roster of dues paying members falls below 12 members, that Chapter shall be considered as "Inactive" and their dues paying members will become Members-at-Large.
- G. Surrender of Charter. A Chapter may voluntarily surrender its charter by notification to the Secretary of TRIO. Such surrender shall be effective thirty days after receipt of such notice from TRIO.
- H. Effect of Revocation of Charter. Upon revocation or voluntary surrender of a Chapter's charter does occur, all moneys in the treasury after paying or making provisions for payment of all liabilities of the Chapter, and all printed materials of the disassociated Chapter, shall revert to TRIO, unless otherwise provided by law in the jurisdiction of incorporation.
- I. Administration of Chapters. The Board of Directors may, in lieu of Chapter revocation as provided for in Subsection H. of this Article, appoint a representative of the Corporation, with full power to administer all the affairs and business of the Chapter (including access to and keeping of its books, files and records) until the Board of Directors determines that the Chapter is in good order or issues a notice of charter revocation, as the case may be.
- J. Duties and Liabilities. Every Chapter is required to comply with and observe all laws applicable to it. TRIO shall not be liable for any failure of any Chapter to comply with any such law, rule or regulation. TRIO shall not be liable for any act or any failure to act by any Chapter, of any member, Executive Committee, officer, or employee thereof, nor for any obligation assumed or incurred by any Chapter.
- K. Chapter Address. The principal mailing address of each Chapter shall be designated by the Chapter, and maintained in the files of TRIO.
- L. Annual Report. Each Chapter shall submit to TRIO a detailed report of its activities and financial status, as specified by the Board of Directors.

Section 2. Memberships-at-Large. For individuals who do not wish to affiliate with a local chapter there shall be memberships-at-large. The members-at-large shall have all the rights and duties of active members, as long as they are members in good standing.

Section 3. Chapter Council. There shall be a Chapter Council which shall have one delegate elected by each of the TRIO chartered Chapters, or an alternate appointed by the delegate.

- A. Meetings and Purpose. The Chapter Council shall meet periodically, with one meeting held in conjunction with the TRIO Annual Meeting. The Chapter Council may, at its discretion, hold additional meetings. The purpose of the Council is to advise the Board of Directors on membership, organizational and policy issues.
- B. Board Membership. The Chapter Council shall elect a Chairperson. The Chairperson shall be a full member of the TRIO Board of Directors. The Chairperson can be re-elected.

Vacancies. A vacancy in the position of Chapter Council Chairperson shall be filled for the unexpired term by a vote of the Chapter Council representatives.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of TRIO shall be a President, a Vice-President, a Secretary, a Treasurer, the Immediate Past President and Directors of the Board identified elsewhere in these bylaws.

Section 2. Qualifications. To be eligible for an office, a person must be a member of the Board of Directors and a member in good standing of TRIO.

Section 3. Elections. The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from among its members, from a slate of nominations developed by the Nominating Committee and/or nominations from the floor of the Board of Directors Meeting. The officers shall assume their duties immediately.

Section 4. Term of Office. The President, Vice-President, Secretary, Treasurer, and Past President shall serve for a term of two years or until their successors are elected. Officers can be re-elected.

Section 5. Vacancies. A vacancy in the office of President, Vice-President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by the Board of Directors, at a Board Meeting or by mail ballot, telephone conference, or electronic means, as provided by Board of Directors policies and procedures.

Section 6. Duties of Officers. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, and in the adopted parliamentary authority.

A. The President shall:

1. Be the Chairperson of the Board of Directors and an official spokesperson of TRIO.
2. Appoint the chairpersons of all standing committees; sign contracts as required by the Board of Directors' policy and procedures.
3. Have such other duties as are usually incidental to the office of President or as may be assigned by the Board of Directors.

B. The Vice President shall:

1. Perform the duties of the President in the absence or temporary disability of the President.
2. Have such other duties as may be assigned by the President or Board of Directors.

C. The Secretary shall:

1. Record the minutes of meetings of TRIO, the Board of Directors and the Executive Committee and furnish a copy of the minutes of the TRIO Annual Meeting, Board meetings and Executive Committee meetings to members of the Board and to such persons as may be directed by the President or the Board within 15 days of the meetings.
2. Fulfill such other duties as may be assigned by the President or the Board of Directors.

D. The Treasurer shall:

1. Be custodian of all funds and disburse them under the direction of the Board of Directors or the Executive Committee.
2. Serve as Chairperson of the Finance and Budget Committee preparing the proposed annual budget by September 1 of each year or 60 days before the Annual Meeting, whichever occurs first.

3. Present a written financial report to the Board of Directors at each meeting, and at other times when requested by the President, the Board of Directors or the Executive Committee.
4. Annually present an independently reviewed annual report to the Board of Directors.
5. Have other duties as assigned by the President or the Board of Directors.

Section 7. Compensation. Officers shall not receive any compensation for their services as such.

Section 8. Resignation and Removal. Any officer may resign at any time by giving written notice to the Secretary of TRIO. Any officer may be removed by a two-thirds vote of the members of the Board of Directors present at any regular or special meeting at which a quorum is present, for such reasons and in accordance with such procedures as the Board of Directors, in their sole discretion, shall determine while acting on the basis of reasonable and consistent criteria, with the objective of advancing the best interests of the Corporation.

ARTICLE VII: NOMINATIONS AND ELECTIONS OF DIRECTORS

Section 1. Nominations. A Nominating Committee of three members of the Board of Directors, who shall be appointed by the President. The Committee shall be responsible for nominating candidates for the Directors-at-Large positions.

- A. The committee shall notify all TRIO members in order to solicit names of persons interested in serving as Directors. Names shall be submitted to the Committee no later than the date established in the policies and procedures of the Board of Directors. The Committee shall consider the qualifications of all candidates proposed by members of TRIO or by the Nominating Committee. Nominees for Director must be members of TRIO.

Section 2. Elections. The following procedures shall be used in conducting elections of Directors:

Election of one-third of the Directors shall be conducted by secret ballot of the current Board each year by a specific date and process adopted by the Board of Directors as part of its policy and procedures. A plurality vote shall elect. In case of a tie for any positions, a runoff election shall be held between the tied candidates.

Section 3. Term of Office. Directors shall serve for a term of three years or until their successors are elected. No individual may serve as a Director for more than two consecutive terms.

Section 4. Vacancies. Any vacancy in the position of Director shall be filled by the TRIO Board of Directors for the unexpired term.

ARTICLE VIII: MEMBERSHIP MEETINGS

Section 1. TRIO Annual Meeting. A TRIO Annual Meeting shall be held at a time and place determined by the Board of Directors for the purpose of receiving reports and transacting such other business as may properly come before the members. The Annual Meeting may be held by electronic means.

Section 2. Notice. Notice stating the time, date and place of the TRIO Annual Meeting shall be mailed or sent by electronic means to the last recorded address of each member at least 30 days prior to the meeting. The official notice of the TRIO Annual Meeting may be given in TRIO's official publication, provided the prescribed time for such notice is met.

Section 3. Special Meetings. Special meetings of the membership may be called at the direction of the President and shall be called at the request of a majority of the directors, or at the request of one-third of the Chapters in good standing, to be held at such time, date and place as shall be designated in the meeting notice which must be sent with a minimum of 5 days notice.

Section 4. Postponement or Cancellation. In the event of a national or other emergency, the Board of Directors, by two-thirds vote in session or by mail, telephone conference, or electronic means, may postpone or cancel a TRIO Annual Meeting. All members shall be notified of the postponement or cancellation and the election shall be announced in the official publication of TRIO.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Composition. Not more than twelve shall constitute the Board of Directors, not including the Immediate Past President.

- A. Members of the Board of Directors from which the President, Vice-President, Secretary and Treasurer are elected shall be as listed below:
 - 1. Not more than eleven (11) Directors
 - 2. Chairperson of the Chapter Council
 - 3. The Immediate Past President for one year after leaving office.

Section 2. Duties. The governance and management of TRIO shall be vested in its Board of Directors, who shall provide oversight and the policy direction of TRIO. The Board of Directors shall adopt such rules and regulations for the conduct of its business, as shall be deemed advisable insofar as authority is not inconsistent with the Articles of Incorporation or Bylaws of TRIO or to any applicable law.

Section 3. Meetings.

- A. Regular Meetings: A minimum of four regular meetings of the Board of Directors shall be held each year. Regular meetings shall be scheduled at specified intervals to be decided by the Board of Directors.
- B. Special Meetings: Special meetings of the Board of Directors may be called by the President or upon request of a majority of the directors to be held a such time, date and place as shall be designated in the meeting notice with a minimum of 5 days notice.
- C. Means: Meetings may be conducted by telephone or electronic conference or similar communications equipment by means of which all Directors participating in the meeting can communicate with each other.
- D. Notice of the time, agenda, date and place of any regular meeting of the Board of Directors shall be given at least twenty-one (21) days prior to the meeting by mail, telephone, or other electronic communication. Five days prior notice shall be required for special meetings of the Board of Directors, except in the case of an urgent electronic conference meeting.

Section 4. Manner of Acting. The act of a majority of Directors, at a meeting at which a quorum is present, shall be the act of the Board of Directors. Each member of the Board shall be entitled to one vote. There shall be no proxy voting. In the absence of a quorum, any action taken

shall be recommendatory only, but may become valid, if subsequently confirmed by the Board of Directors, in conformance with the voting and quorum requirements previously stated.

- A. Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all Directors and filed with the Secretary of TRIO.

Section 5. Quorum. Fifty percent (50%) of the Directors in office shall constitute a quorum for conducting the official business of TRIO.

Section 6. Vacancies. Vacancies in the Board shall be filled as provided for each category in the corresponding sections of these bylaws.

Section 7. Resignation/Removal

- A. Any Director may resign at any time by notice to the Secretary of TRIO.
- B. Any Director may be removed by two-thirds vote of the Directors in office at a regular or special meeting at which a quorum is present, for such reasons and in accordance with such procedures as the Board, in its sole discretion, shall determine while acting on the basis of reasonable and consistent criteria with the objective of advancing the best interests of the Corporation.
- C. Any Director who misses three consecutive meetings of the Board of Directors without excuse may be removed from the Board of Directors.

Section 8. Compensation. Directors shall not receive any compensation for their services as such.

Section 9. Procedure. The Board of Directors may adopt its own policies, rules and procedures, which shall be consistent with these Bylaws.

Section 10. Annual Report to Membership. The Board of Directors shall present a report summarizing the activities of TRIO during the current or most recently ended fiscal year to the membership.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Composition. The members of the Executive Committee shall be the President as Chairperson, the Vice-President, the Secretary, the Treasurer, the Chairperson of the Chapter Council and the Immediate Past President. The chief staff person, unless excused, shall attend all meetings of the Executive Committee in a non-voting capacity.

Section 2. Duties. The Executive Committee shall:

- A. Exercise the authority of the Board of Directors when it is not in session and conduct the overall management of TRIO, subject to these bylaws or to Board of Directors' resolution.
- B. Provide direct policy and oversight to the chief staff person when the Board is not in session.
- C. Conduct any business that may be referred to it by the Board of Directors.

Section 3. Meetings. The Executive Committee shall meet at the discretion of the President. The fiscal authority of the Executive Committee shall be defined to be within the limits of the annual budget approved by the Board of Directors. Meetings may be conducted by

telephone and electronic conference or similar communications tools by which all persons participating in the meeting can communicate with each other.

Section 4. Quorum. Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the manner of acting provisions shall be the same as specified in Article IX, Section 5 of the bylaws.

Section 5. Reports. The Executive Committee shall submit minutes of all its meetings to the Board of Directors.

ARTICLE XI. COMMITTEES

Section 1. Standing Committees

- A. The Standing Committees of TRIO shall be: Finance, Communications, Fund Raising/Development, Membership/Chapter Relations, Nominating, and Public Policy.
- B. All committee Chairpersons shall be appointed by the President. Each committee Chairperson shall appoint members to the committee in consultation with the President of TRIO.
- C. Composition. Standing Committees must have members from the Board of Directors and may have other members of TRIO.
- D. Ex-Officio Committee Members:
 1. The President of TRIO shall be an ex-officio member of all committees.
 2. The Chairperson of each standing committee shall be an ex-officio member of all subcommittees within the respective committee.
- E. The term for committee members shall be one year or until their successors are appointed. There is no limit on the number of terms a committee member may serve on the same committee.

Section 2. Finance Committee:

- A. The committee shall evaluate TRIO's ability to manage fiscal and accounting functions, and work with the Fund Raising/Development Committee to set adequate TRIO funding goals.
- B. The committee shall prepare the TRIO proposed annual budget, in consultation with the Executive Director, to be presented to the Board of Directors.

Section 3. Fund Raising/Development Committee:

- A. The committee shall work with the Finance Committee to develop a financial plan for TRIO, working with the Executive Director and subject to the approval of the Board of Directors, and shall function as the fundraising arm of the Board of Directors.
- B. The committee shall develop and execute a business plan for fundraising in consultation with the Executive Director, subject to the approval of the Board of Directors.

Section 4. Communications Committee. The Committee shall be responsible for overseeing TRIO publications and lead Board of Directors' efforts to enhance all type of TRIO communications.

Section 5. Chapter/Membership Relations Committee

- A. The committee shall lead the Board of Directors' efforts in increasing membership by developing new Chapters and recommending Chapters for incorporation and chartering.
- B. The committee shall promote education programs.
- C. The committee shall work with the Chapter Council to help Chapters and to increase membership.

Section 6. Nominating Committee

- A. Composition. The nominating committee shall be composed of three members of the Board to be selected as provided in Article IX, Section 1 of these bylaws.
- B. In addition to the nominating duties of the committee described in Article IX, it shall:
 - 1. Lead the Board of Directors in identifying the type of members needed for the TRIO Board of Directors.
 - 2. Recruit and propose new Directors for election by the Board or, in the case of vacancies, for appointment by the Board of Directors.
 - 3. Nominate candidates for President, Vice-President, Treasurer, and Secretary for election by the Board of Directors at its first session.

Section 7. Public Policy Committee

- A. The committee shall keep the Board of Directors informed of legislation and policy, pending before the U.S. and state legislatures, regulatory bodies and international bodies, which is of interest to TRIO and they shall develop proposed responses or plans of action for the Board of Directors and Executive Committee to consider.
- B. Time permitting, the committee shall use its best efforts to survey Chapters, before recommending public policy or legislative positions that may be controversial.

Section 8. Additional Duties and Committees. The Board of Directors may assign additional duties to any standing committee, as needed.

Section 10. Ad Hoc Committees. Ad Hoc committees may be created, as necessary, by the President.

ARTICLE XII. EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Executive Director, if the position is deemed appropriate and necessary by the Board of Directors, shall be appointed by the TRIO Board of Directors and shall be compensated as recommended by the Executive Committee and approved by the Board of Directors. The Executive Director shall be responsible for administering and implementing the business of TRO to accomplish its mission, reporting to the Executive Committee and subject to oversight of the Board of Directors.

- A. The Executive Director shall serve as an ex-officio member of the Board of Directors. The Executive Director shall be counted for quorum purposes.
- B. The Executive Director shall direct and perform such other duties as stated in the bylaws, policy and procedures, and as directed by the TRIO Board of Directors.

ARTICLE XIII: INDEMNIFICATION AND LIABILITY

Section 1. Limitation of Liability. A director or officer of TRIO shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his role as such director or officer; provided, however, that this provision shall not eliminate or limit the liability of a director or officer to the extent that such elimination or limitation of liability is expressly prohibited under laws of the Commonwealth of Pennsylvania, as from time to time amended.

Section 2. Indemnification. TRIO shall indemnify directors and officers against all reasonable expenses incurred by them in defending claims made or suits brought against them as directors or officers and against all liability in such suits, including any civil, criminal, administrative or investigative action, arising from any action taken, or failure to take any action, as such directors or officers, both with respect to third party actions, as well as derivative action by or in the right of TRIO, unless otherwise prohibited by Pennsylvania law, as from time to time amended. Such indemnification shall extend to the payment of judgments against such directors and officers and to the reimbursement of amounts paid in settlement of such claims or actions, and may apply to judgments in favor of the Corporation or amounts paid in settlement to the Corporation.

Section 3. Employees and Agents. The Board of Directors of TRIO, in its discretion, shall have the power to indemnify any employees or agents of the Corporation against all reasonable expenses incurred by them in defending claims made or suits brought against them as employees or agents and against all liability in such suits, including any civil, criminal, administrative or investigative action arising from any action taken, or failure to take any action as such employees or agents, both with respect to the third party actions as well as derivative actions by or in the right of TRIO, unless otherwise prohibited by Pennsylvania law, as from time to time amended. Such indemnification shall extend to the payment of judgments against such employees or agents and to the reimbursement of amounts paid in settlement of such claims or actions, and may apply to judgments in favor of the Corporation or amounts paid in settlement to the Corporation.

Section 4. Counsel Fees and Expenses. The indemnification provided for in this Article shall also extend to the payment of counsel fees and expenses of suit of directors, officers, employees or agents in such suits, and the Board of Directors shall have the power to advance such fees and expenses to the full extent authorized by Pennsylvania law, as from time to time amended.

Section 5. Insurance. The Board of Directors of TRIO has the authority to purchase insurance on behalf of any director, officer, employee, agent or any other person acting as a representative of the Corporation or any affiliated institution, against any liability asserted against him and incurred by him in any such capacity arising out of his status as such.

Section 6. Contract. The provisions of this Article shall be deemed to be a contract with each of TRIO's directors and officers, who serve as such at any time during which such provisions are in effect.

ARTICLE XIV: GENERAL PROVISIONS

Section 1. Non-Discrimination. In administering its affairs, TRIO shall not discriminate against any person on the basis of race, creed, color, sexual orientation, national or ethnic origin, sex, age, or physical disability.

Section 2. Notice and Mailings. Whenever written notice is required by statute or by terms of these bylaws, said notice shall be deemed to have been given upon deposit in the U.S. Mail, or sent by electronic means. Nomination ballots, election slates and other documents, to be mailed in accordance with the terms of these bylaws, will be deemed to have been properly mailed upon deposit in the U.S. Mail or sent by electronic means.

ARTICLE XV: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, as amended from time to time, shall govern the proceedings of TRIO in all cases in which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order adopted by TRIO or any applicable statutes.

ARTICLE XVI: AMENDMENTS

These bylaws may be amended by a majority of the Board of Directors present and voting at the TRIO Annual Meeting or other meeting held for this purpose provided that the amendment or amendments:

- A. Shall have been submitted to the Board of Directors for review at least thirty (30) days prior to the meeting, where said amendments will be considered.