



UNITED NETWORK FOR ORGAN SHARING

# *Amended and Restated Bylaws*

**Effective Date: March 30, 2024**

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## ***Article I: Membership***

### **1.0: Membership**

UNOS shall have the following seven classes of Members, none of which has voting rights.

1. Transplant hospital members
2. Organ procurement organization (OPO) members
3. Histocompatibility laboratory members
4. Medical/scientific members
5. Public organization members
6. Business members
7. Individual members

References in these Bylaws to members include all seven member classes, unless otherwise noted.

### **1.1 Membership Requirements**

This section provides an overview of membership in UNOS. The requirements for applying to be a UNOS member are defined in *Appendix A: Membership Application and Review* of these Bylaws, including:

- The application process for membership.
- The election process.

#### **A. Membership Responsibilities**

UNOS members will:

1. Review the UNOS Articles of Incorporation and Bylaws.
2. Comply with all requirements of membership, including prompt payment of UNOS fees.

#### **B. Meetings**

The annual meeting of members shall be held at such date, time, and place, if any, as shall be determined by the Board of Directors and stated in the notice of meeting. The annual meeting of members may be held virtually by electronic means, rather than in person, and also may be held in conjunction with a Board of Directors meeting. UNOS will not pay or reimburse a member's cost to attend meetings of UNOS members.

#### **C. Member Compliance**

By accepting membership in UNOS, each member agrees to comply with the UNOS Bylaws and to fulfill all reasonable requests for information related to Membership. Signatures necessary to

meet UNOS obligations may be handwritten or electronically produced, including digital or electronically imaged signatures.

#### D. Removal of Members

Members who no longer qualify for UNOS membership may be removed through any of the following procedures:

- The member may request to voluntarily withdraw from UNOS membership by forwarding a written request to the Chief Executive Officer.
- UNOS may notify the member in writing that, unless the member demonstrates within 60 days of notification that it continues to meet applicable membership criteria, the member's UNOS membership will be terminated, even if the member does not request removal.

If, within 60 days of notification, the member demonstrates, to the satisfaction of UNOS, that the member meets UNOS membership requirements, UNOS will withdraw its notice of termination. If the member fails to demonstrate that it continues to meet UNOS membership requirements, its membership in UNOS will terminate on the 60th day after notification of termination by UNOS. Any member removed from UNOS membership for any reason may later reapply for membership.

The Board of Directors will periodically review these requirements and may amend these Bylaws with additional membership requirements for members. Failure to fulfill such requirements will be cause for removal.

### 1.2 Transplant Hospital Members

A transplant hospital member is any hospital that performs organ transplants.

#### A. Transplant Hospital Member Representatives

Transplant hospital members have the following responsibilities:

1. Appoint a representative to act for the member on all UNOS business.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

#### B. Transplant Hospital Membership Terms

Transplant hospital members have unlimited terms.

### **1.3 OPO Members**

An OPO member is any organ procurement organization (OPO), certified by the Centers for Medicare and Medicaid Services (CMS), and designated as a qualified OPO by the Secretary of HHS.

#### **A. OPO Member Representatives**

OPO members have the following responsibilities:

1. Appoint a representative to act for the member in all affairs of UNOS.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

#### **B. OPO Membership Terms**

OPO members have unlimited terms.

### **1.4 Histocompatibility Laboratory Members**

A histocompatibility laboratory member is any histocompatibility laboratory that performs histocompatibility testing, including but not limited to, HLA typing, antibody screening, compatibility testing, or crossmatching, and serves at least one transplant hospital member or OPO member.

#### **A. Histocompatibility Laboratory Member Representatives**

Histocompatibility laboratory members have the following responsibilities:

1. Appoint a representative to act for the member on all UNOS business.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

#### **B. Histocompatibility Laboratory Membership Terms**

Histocompatibility laboratory members have unlimited terms.

### **1.5 Medical/Scientific Members**

A medical/scientific member is a non-profit organization whose members include medical or scientific professionals with an interest in organ donation or transplantation and that has *either* of the following:

1. Been in operation for at least one year.
2. Letters of recommendation from at least three UNOS transplant hospital, OPO, histocompatibility laboratory, public organization, or medical/scientific members.

**A. Medical/Scientific Member Representatives**

Medical/scientific members have the following responsibilities:

1. Appoint a representative to act for the member on all UNOS business.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

**B. Medical/Scientific Membership Terms**

Medical/scientific members have terms of two years and may reapply for unlimited consecutive terms. Medical/scientific members may resign at any time by written notice to the Chief Executive Officer.

**1.6 Public Organization Members**

A public organization member is an organization with an interest in organ donation or transplantation and must have been in operation for at least one year. A public organization member must also be at least *one* of the following:

1. A hospital that refers at least one potential organ or tissue donor per year.
2. A non-profit organization that engages in organ donation activities, or represents or directly provides support and services to transplant candidates, recipients or their families.
3. A non-profit organization that has letters of recommendation from at least three UNOS transplant hospital, OPO, histocompatibility laboratory, public organization, or medical/scientific members.

**A. Public Organization Member Representatives**

Public organization members have the following responsibilities:

1. Appoint a representative to act for the member on all UNOS business.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

**B. Public Organization Membership Terms**

Public organization members have terms of two years and may reapply for unlimited consecutive terms. Public organization members may resign at any time by written notice to the Chief Executive Officer.

## **1.7 Business Members**

A business member must be an organization in operation for at least one year that engages in commercial activities with two or more active UNOS transplant hospital, OPO, or histocompatibility laboratory members.

### **A. Business Member Representatives**

Business members have the following responsibilities:

1. Appoint a representative to act for the member on all UNOS business.
2. Appoint an alternate representative who will have authority if the representative is unable to act.
3. Submit in writing to the Chief Executive Officer the name and address of its representative and alternative representative to receive all meeting notices.

### **B. Business Membership Terms**

Business members have terms of two years and may reapply for unlimited consecutive terms. Business members may resign at any time by written notice to the Chief Executive Officer.

## **1.8 Individual Members**

An individual member must be a person who meets any of the following criteria:

1. Has served or is presently serving on the UNOS Board of Directors or a UNOS committee.
2. Is a transplant candidate, recipient, organ or tissue donor.
3. Is the family member of a transplant candidate, recipient, or organ or tissue donor.
4. Is presently employed by or is an independent contractor to OPO, transplant hospital, or histocompatibility laboratory members.
5. Is formerly employed by or is formerly an independent contractor for OPO, transplant hospital, or histocompatibility laboratory members.
6. Is formerly employed by a Federal or State government agency involved in organ donation or transplantation, and who demonstrates continued interest and involvement in organ donation or transplantation.
7. Has an active interest and involvement in organ donation or transplantation demonstrated by at least three letters of recommendation for membership from three other UNOS individual members.

### **A. Individual Member Representatives**

Individual members must submit in writing to the Chief Executive Officer his or her name and the address to which notices are to be sent.

### **B. Individual Membership Terms**



Individual members have terms of two years and may reapply for unlimited consecutive terms.  
Individual members may resign at any time by written notice to the Chief Executive Officer.

## **Article II: Board of Directors**

### **2.0 General Powers**

The business and affairs of UNOS shall be managed by or under the direction of the Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of UNOS. The Board of Directors shall be responsible for establishing national goals and operating policies for UNOS and shall have responsibility for the general management and control of all of the property and affairs of UNOS.

### **2.1 Composition**

The Board of Directors must have at least 7 but no more than 13 voting Directors. Within the specified limits, the Board of Directors may increase or decrease the number of Directors from time to time, but no decrease shall shorten the term of any Director then in office.

Beginning on the Effective Date of these Bylaws, the following individuals shall be voting Directors of the Board of Directors:

- Anupam Jena: (March 30, 2024 – December 31, 2026)
- Maryl Johnson: (March 30, 2024 – December 31, 2026)
- Irene Kim: (March 30, 2024 – December 31, 2026)
- Marie Quintero-Johnson: (March 30, 2024 – December 31, 2026)
- James Pittman: (March 30, 2024 – December 31, 2027)
- Sue Dunn: (March 30, 2024 – December 31, 2027)
- Jake Kouns: (March 30, 2024 – December 31, 2027)

The Chief Executive Officer shall be an *ex-officio* Director without voting rights. Upon replacement of a Chair whose term as a Director has expired, the Board may appoint such person to be an *ex-officio* Director without voting rights for a term of 1 year following such replacement.

All Directors serve on the Board without compensation. Directors serving on the Board cannot simultaneously serve on the Board of Directors of the Organ Procurement and Transplantation Network (OPTN). With the exception of the Directors named in this Article 2.1: Composition and the Chief Executive Officer, following service on the OPTN Board of Directors, there must be a one-year gap prior to serving on the UNOS Board of Directors.

#### **A. Officers**

The Board of Directors shall elect the following officers from among the members of the Board of Directors:

1. Chair
2. Vice-Chair
3. Treasurer
4. Secretary

Additional officers may include one or more assistant treasurers and assistant secretaries, who are periodically nominated by the Chair and elected by the Board of Directors.

Officers may only hold one position on the Board at a time, except when an officer is appointed by the Board in an additional officer role to fill a vacancy for the unexpired term of another officer.

Officers must perform their duties according to *Article V: Officers*.

## **2.2 Election**

At a meeting of the Board held immediately following the annual meeting of the members, the Board of Directors shall elect Directors to succeed those Director's whose terms are expiring on the next December 31.

## **2.3 Terms**

With the exception of the Directors named in Section 2.1, whose terms are specified therein, each Director shall serve a term of 3 years, and such terms shall be staggered by dividing the total number of Directors into three groups, with each group containing approximately one-third of the total, or as near as possible thereto, in the manner prescribed by the Board. Each Director's term will continue until a successor is duly elected and qualified or until the Director's earlier death, resignation, disqualification, or removal.

## **2.4 Vacancies**

Except in the case of a vacancy in the office of the Chair, the Board of Directors may fill a vacancy by appointing a Director by majority of all voting Directors for the unexpired portion of the Director's term.

If there is a vacancy in the office of the Chair, the Vice-Chair will become the Chair and will serve in that role for the unexpired portion of the term, and the Board of Directors may appoint a Director by majority of all voting Directors to replace the departed Director, after which the Board of Directors may elect a Vice-Chair.

## **2.5 Removals**

The Board may remove a Director for any reason with at least two-thirds vote of all Directors at any regular or special meeting of the Board of Directors.

## 2.6 Meetings

The Board of Directors will hold regular meetings at least twice each year at a time and location selected by the Chief Executive Officer. The Chief Executive Officer or the Chair may call other regular or special meetings as they consider necessary. Directors constituting at least 25 percent of the voting Directors may call a special meeting by submitting a written request to the Chair setting forth the purpose of the special meeting.

The Board of Directors may hold closed sessions for discussions involving confidential matters, including matters involving individuals where an open meeting would compromise their privacy.

### A. Notice of Meetings

At least two business days prior to a regular meeting, UNOS must provide the Directors written notice, including the date, time, place, and agenda for the meeting. Exceptions can be made for emergency meetings.

A Director who signs a waiver of notice at any time will be exempt from the requirement of written notice. A Director who attends a meeting is assumed to have had adequate notice of the meeting unless the Director attends only to object that the meeting is not lawfully convened.

### B. Quorum

Fifty percent of the voting Directors constitute a quorum for transacting business at any meeting of the Board of Directors.

### C. Board Actions

When a quorum is achieved, a majority vote of the voting Directors present is required to act at the meeting. There are two exceptions to the majority requirement:

1. When different voting requirements are defined in the Bylaws.
2. When an amendment to the Bylaws requires approval by a majority of *all* of the voting Directors, not just those present at the meeting.

### D. Actions without a Meeting

The Board may take action without a convened meeting if there is unanimous written consent of all voting Directors. In order for actions to be taken without a meeting, all Directors must vote on the action and the vote must be unanimous.

## 2.7 Conflicts of Interest

It is the UNOS policy that all Directors avoid conflicts of interests and the appearance of conflicts of interests.

Upon commencement of service on the Board, annually, prior to every meeting of the Board, and at any intervening instance in which a potential conflict arises, Directors must disclose employment or activities that might provide personal or financial gain related to the outcomes of matters affecting UNOS and to act as required to avoid a conflict or the appearance of a conflict of interest. If a Director believes that another Director has an undisclosed conflict of interest, the Director must notify the Chair.

Avoiding conflicts of interest or the appearance of conflicts of interest may require that a Director abstain from voting on a matter or leave the room during discussion of the matter after providing relevant information to the Board. Prior to each Board meeting, the Chair will notify Directors that have a conflict of interest with issues to be discussed at the meeting and will advise the Director how to avoid the conflict or the appearance of a conflict.

## ***Article III: Nominating Committee***

The Nominating Committee will recommend candidates for election as officers and Directors.

### **3.1 Composition**

The Chair will appoint up to 5 voting Directors to the Nominating Committee, which shall include the Chair and the Vice-Chair. The Chief Executive Officer and the immediate past Chair, if available, will serve as nonvoting, *ex officio* members of the Nominating Committee.

### **3.2 Vacancies**

With the exception of vacancies in officer positions, the Chair will appoint Directors to fill vacancies on the Nominating Committee. If the vacancy is an officer position, the newly elected officer will be automatically designated as a Nominating Committee member.

### **3.3 Conflicts of Interest**

Nominating Committee members must avoid conflicts of interest and the appearance of conflicts of interest. The Nominating Committee will be held to the same standard as the Board of Directors and will deal with potential conflicts of interest according to *Article 2.7: Conflicts of Interest* of these Bylaws.

## ***Article IV: Chief Executive Officer***

### **4.1 Responsibilities**

UNOS must employ a full time Chief Executive Officer who is appointed by the Board of Directors and reports to the Chair.

The Chief Executive Officer is the chief executive responsible for carrying out the directives, policies, and procedures of the Board of Directors, with the authority commonly held by a person holding such title.

### **4.2 Conflicts of Interests**

The Chief Executive Officer must avoid conflicts of interest and the appearance of conflicts of interest. The Chief Executive Officer will be held to the same standard as the Board of Directors and will deal with potential conflicts of interest according to *Article 2.7: Conflicts of Interest* of these Bylaws.

## **Article V: Officers**

The officers of UNOS are the:

1. Chair
2. Vice-Chair
3. Treasurer
4. Secretary

### **5.1 Chair**

The Chair will preside at all meetings of the members and Directors.

### **5.2 Vice-Chair**

In the absence or unavailability of the Chair, the Vice-Chair will perform all duties required of the Chair, as well as any other duties required by the Board of Directors or these Bylaws.

### **5.3 Treasurer**

The Treasurer will regularly review the finances of UNOS, serve as Chair of the Finance Committee and report to the Board of Directors regarding the financial condition of UNOS at the Board's request. The treasurer must ensure that an annual audit and report of UNOS finances are completed and provide copies of both to the Directors and the Chief Executive Officer. The treasurer is also an assistant secretary and has the authority to sign in place of the secretary when the signature of the secretary of UNOS is required on any document.

### **5.4 Secretary**

The secretary attends all meetings of the members and Board of Directors and keeps the minutes of the business transacted at these meetings. Whenever the signature of the secretary of UNOS is required, the treasurer or Chief Executive Officer has the authority to sign for the secretary.

### **5.5 Assistant Secretaries**

One or more assistant secretaries may perform all duties required of the secretary if the secretary is absent for any reason.

### **5.6 Other Duties**

The officers of UNOS will have other powers and duties that are designated to them by the Board of Directors, or as required by law.



## **5.7 Resignation**

An officer may resign at any time by giving written notice to the Chair. If an officer vacancy occurs, the voting Directors may appoint a new officer according to *Article 2.4 Vacancies*.

## **5.8 Conflicts of Interests**

Officers must avoid conflicts of interest and the appearance of conflicts of interest. Because officers are also Directors, they will be held to the same standard for conflicts of interest as the Board of Directors and will deal with potential conflicts of interest according to *Article 2.7: Conflicts of Interest* of these Bylaws.

## ***Article VI: Corporate Governance Committees***

### **6.1 Composition of Standing Committees**

UNOS will have the following corporate governance committees to assist with the governance of UNOS:

- UNOS Finance Committee
- UNOS Information Technology Committee

The UNOS Finance Committee and UNOS Information Technology Advisory Committee will report to the Board of Directors. The corporate governance committees set forth above will have members, composition, terms, and duties, as determined by the Board of Directors. The Chair may appoint any number of non-voting Advisors to the corporate governance committees subject to approval by the Board of Directors for terms the Chair deems appropriate.

### **6.2 Meetings**

Corporate governance committees will meet as necessary to carry out projects approved by the Board of Directors. The Committees will hold closed sessions for discussions involving confidential matters. Matters involving individuals where an open meeting would clearly compromise their privacy will also be reviewed in closed sessions.

### **6.3 Conflicts of Interests**

All Committee members must avoid conflicts of interest and the appearance of conflicts of interest. Committee members will be held to the standard for conflicts of interest as described in *Article 2.7: Conflicts of Interest* of these Bylaws.

## **Article VII: Financial Considerations**

### **7.1 Fiscal Year**

The fiscal year of UNOS will begin on October 1 and end on the following September 30.

### **7.2 Reserve Fund**

The Board of Directors will establish and maintain a Primary Account and a Reserve Account. The Reserve Account will be available for UNOS program activities identified by the UNOS Board of Directors as critical to UNOS, but that could not be implemented with available Primary Account funds.

#### **A. Reserve Fund Creation and Purpose**

The Reserve Account is funded by a designated amount from UNOS revenue. The Finance Committee will regularly assess the Reserve Account and make recommendations to the Board of Directors on the amount of the Reserve Account and the designation of UNOS fees to be directed toward reserve funding. The Board of Directors may authorize additional transfers from the Primary Account to the Reserve Account at any time. If reserve funds are used due to insufficient funds in the Primary Account, the reserve funds will be replenished from the Primary Account as funds become available.

#### **B. Reserve Account Funds**

The Reserve Account will be fully funded when it contains funds equal to three months of average budget operating expenses based on the then-current fiscal year. Reserves may be held in several accounts with multiple financial institutions and may contain cash or other short term investments.

#### **C. Use of Reserve Account Funds and Notification**

1. The Board will approve a revenue estimate for each fiscal year.
2. In the event of a funding shortfall, funds may be withdrawn from the Reserve Account if two conditions are met:
  - a. A revenue shortfall equal to at least 3 percent of UNOS revenue for a fiscal year is projected to occur. The Chief Executive Officer will report to the Board the reason for the projected shortfall and the new revenue estimate for the fiscal year
  - b. The amount of funds in the Primary Account is less than or equal to one month of average operating expenditures

If both conditions are met, the Chief Executive Officer may transfer the lesser of one-half of the amount of the projected shortfall or one-half of the amount of the balance of the Reserve Account to the Primary Account.

At least 72 hours prior to any transfer from the Reserve Account, the Chief Executive Officer will provide written notification to the Board of Directors of the planned transfer.

Funds may also be withdrawn from the Reserve Account within the discretion of the Chief Executive Officer, after giving at least thirty (30) days advance written notice to the Board of Directors.

## ***Article VIII: Amendment of Articles of Incorporation and Bylaws***

### **8.1 Voting Requirements**

The Board of Directors can amend the Articles of Incorporation or Bylaws with a majority vote of all Directors.

### **8.2 Notice**

Each Director must receive notice of any meeting where there will be a proposal to amend the Articles of Incorporation or Bylaws. The notice will be sent to the address on file with the Chief Executive Officer, or by any method that, in the opinion of the Chair, gives adequate notice to the Directors. Notices for meetings must be sent no more than 60 days and no fewer than 10 days before the date of the meeting. The proposed amendment must be provided with the meeting notice.

### **8.3 Non-substantive Changes to Bylaws**

The Chair may correct *any* of the following, without the approval of the Board of Directors:

- Capitalization or punctuation, as needed to maintain consistency with current policy
- Typographical, spelling, or grammatical errors
- Lettering and numbering of a rule or the subparts of a rule, according to style conventions in current policy

Cross-references to rules or sections that are cited incorrectly because of subsequent repeal, amendment, or reorganization of the sections cited.

## **Appendix A: Membership Application and Review**

This appendix outlines the application process for membership in UNOS. It includes information about completing the membership application, the application review process, and application approval for transplant hospital, organ procurement organization (OPO), histocompatibility laboratory, individual, Medical/Scientific, public organization, and business members.

For more information on membership types, terms, and responsibilities, see *Article I: Membership* of these Bylaws.

### **A.1 Applying for Membership in UNOS**

Staff reviews each application for membership and makes recommendations to the Board of Directors.

The Board of Directors makes all final decisions regarding membership.

Applications for UNOS Membership must be submitted on the form provided by UNOS, and signed by a representative of the applicant who can certify that the information, including any supporting documents, is accurate.

#### **A. Conditions for Application**

By submitting a signed application for membership in UNOS, each applicant and member agrees to *all* of the following:

1. That the applicant has received and read the current UNOS Articles of Incorporation and Bylaws, and agrees to be bound by the terms of these documents during the application process and if granted membership.
2. That the applicant satisfies all of the criteria for the applicable membership class.

#### **B. Initial Review of the Membership Application**

To initiate the review of any new membership application, the applicant must deliver a completed application, including all requested supporting documentation to the Chief Executive Officer, or their designated representative.

Designated staff will conduct a preliminary review of all submitted applications to ensure that they are complete. This initial review will occur for all application types.

New membership applications that are not completed correctly or are missing information will be returned to the applicant for completion.

#### **C. Final Board of Director's Review of the Membership Application**

When the staff recommends that an application be approved, staff will forward the recommendation to the Board of Directors.

The Board of Directors will review the application and act on it during its next regular meeting if the following conditions are met:

1. The Board of Directors receives the recommendation from staff at least 10 business days before the meeting.
2. A quorum is present at the meeting.

Any application not received at least 10 business days before the meeting will not be considered until the next regular Board meeting at which a quorum is present.

A majority vote of the Directors present at any meeting at which a quorum is present is required to approve a new member.