

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**UNITED NETWORK FOR ORGAN SHARING**

**A VIRGINIA NONSTOCK, NOT FOR PROFIT CORPORATION**

**(As in effect June 23, 2009)**

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION OF**  
**UNITED NETWORK FOR ORGAN SHARING**

**Article I – Name**

The name of the corporation is: **United Network for Organ Sharing (“UNOS”)**.

**Article II - Purpose and Powers**

The purposes for which UNOS is organized and the powers of UNOS, in addition to those provided by law, are as follows:

- (a) To establish a national Organ Procurement and Transplantation Network under the Public Health Service Act, in order to improve the effectiveness of the nation's renal and extrarenal organ procurement, distribution, and transplantation systems by increasing the availability of, and access to, donor organs for patients with end-stage organ failure; to develop, implement, and maintain quality assurance activities; and to systematically gather and analyze data and regularly publish the results of the national experience in organ procurement and preservation, tissue typing, and clinical organ transplantation.
- (b) To gather, maintain and analyze data for the purpose of measuring and improving medical outcomes.
- (c) UNOS is organized exclusively for charitable, educational and scientific purposes related to the field of medicine, including, but not limited to, organ procurement and transplantation.
- (d) To have all the powers provided for in Section 13.1-826, Code of Virginia 1950, as amended, as at any time amended; provided, however, (1) all of the assets, earnings and income of UNOS shall be used exclusively for the purposes set forth above, including the payment of proper expenses incidental thereto, and (2) no part of the net earnings of UNOS shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that UNOS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above, and (3) no substantial part of the activities of UNOS shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall UNOS engage in any activities that are unlawful under applicable federal, state or local laws, and (4) UNOS shall not operate for the purposes of carrying on a trade or business for profit.
- (e) UNOS shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as any organization described in IRC Section 501(c)(3) or invalidate its status as a corporation, contributions to which are deductible under IRC Section 170(c)(2).

### **Article III – Members**

UNOS shall have five classes of Members, national in scope: Institutional Members, Medical/Scientific Members, Public Organization Members, Business Members, and Individual Members.

An Institutional Member shall be active in the field of human organ transplantation and shall be either (a) An organization designated as an organ procurement organization by the Secretary of the Department of Health and Human Services (HHS) under Section 1138(b) of the Social Security Act; (b) a hospital (i) that aspires to perform organ transplants, as evidenced by submission of an active application for designated transplant program status for at least one organ type, or in which organ transplantation is performed, and (ii) that participates in the Medicare or Medicaid programs (Transplant Hospital); or (c) an independent histocompatibility laboratory that serves at least one Transplant Hospital that is active in the field of human organ transplantation within its service area (Histocompatibility Laboratory). Independence from Transplant Hospital(s) served shall be defined by demonstration of a distinct governing body for the Histocompatibility Laboratory that is separate and not under the direct or indirect control of the governing body of any of the Histocompatibility Laboratory's Transplant Hospitals or of the governing body of a commonly controlled group of the Histocompatibility Laboratory's Transplant Hospitals.. Other qualifications and rights of Institutional Members shall be established in the Bylaws by the Board of Directors. Institutional Members shall be elected by a majority vote of the Directors present at any meeting at which a quorum is present.

A Medical/Scientific Member shall meet the following criteria: (a) an established, non-profit organization or institution with at least one year of operating history that has an interest in the fields of organ donation or transplantation, defined as: (1) an organization or institution that serves as a medical or scientific membership organization and includes within its membership professional members who are involved in organ transplantation, or (2) an organization or institution that is supported by letters of recommendation for UNOS membership from at least three other organizations or institutions, each of which meets the criteria for Institutional Membership, Medical/Scientific Membership, or Public Organization Membership, as described in the Bylaws.

A Public Organization Member shall meet the following criteria: (a) an established, non-profit organization or institution with at least one year of operating history that has an interest in the fields of organ donation or transplantation, defined as: (1) an organization or institution that engages in organ donation activities or represents or provides direct support or services to transplant recipients, transplant candidates, or their families, or (2) an organization or institution that is supported by letters of recommendation for UNOS membership from at least three other organizations or institutions, each of which meets the criteria for Institutional Membership, Medical/Scientific Membership, or Public Organization Membership, as described in the Bylaws, or (b) a hospital with at least one year of operating history that participates in the Medicare or Medicaid programs and has an interest in the fields of organ donation or transplantation, defined by the referral of at least one potential organ or tissue donor per year for donation.

A Business Member shall be an established organization or institution with at least one year of operating history that has an interest in the fields of organ donation or transplantation, defined as engaging in commercial activities with two or more active Institutional Members. The Board of Directors shall from time to time review these criteria and establish as part of the Bylaws additional membership requirements for Business Members. Failure to conform with such requirements shall be cause for any corrective action described in the Bylaws.

An Individual Member shall be a person with an interest and/or expertise in the fields of organ donation or transplantation, defined to include one or more of the following: (a) Individuals who have served or are presently serving on the UNOS Board of Directors, or a UNOS Committee; (b) Individuals who are themselves or are family members of a transplant candidate, transplant recipient, or organ or tissue donor; (c) Individuals who are presently employed by or are independent contractors with OPOs, Transplant Hospitals, or Histocompatibility Laboratories; (d) Individuals who were formerly employed by or were formerly independent contractors with OPOs, Transplant Hospitals, or Histocompatibility Laboratories and individuals formerly employed by Federal or State government agencies involved in the field of organ donation and transplantation, who demonstrate continued active interest in and involvement with the fields of organ donation or transplantation; and (e) Individuals who otherwise have an active interest in and involvement with the fields of organ donation or transplantation demonstrated by letters of

recommendation for UNOS membership from at least three persons, each of whom meets the criteria for Individual Membership described above.

The Board of Directors shall establish a plan for recruiting Members into UNOS. UNOS shall issue certificates evidencing membership therein. Each Member shall have the voting rights set forth below, subject to amendment by the Board of Directors as a change in the Bylaws. The Members shall elect the Board of Directors and the Officers of UNOS. Membership shall not be transferable.

### **Voting Privileges and Responsibilities.**

There shall be six classes of voting Members: (i) Transplant Hospital Members, (ii) OPO Members, (iii) Histocompatibility Laboratory Members, (iv) Medical/Scientific Members, (v) Public Organization Members, and (vi) Individual Members. Members designated "Members Not in Good Standing" shall not have voting privileges until such designation has been removed; provided, however, that all UNOS Members, including Members designated "Members Not in Good Standing" shall be obligated to comply with Member responsibilities. Business Members shall not be entitled to voting privileges in UNOS corporate affairs.

Each Transplant Hospital Member shall be entitled to one vote on UNOS affairs requiring a vote of the Membership; provided, however, that a Transplant Hospital must have received approval as a designated transplant program for at least one organ before it is entitled to vote on affairs of UNOS.

Each OPO Member shall be entitled to one vote on UNOS affairs requiring a vote of the Membership; provided, however, that an OPO must be independent of the Transplant Hospital(s) it serves, which may include a single Transplant Hospital, before it is entitled to vote on affairs of UNOS.

Histocompatibility Laboratories, as a class, shall be represented by 33 separate Histocompatibility Laboratory Member Electors. Each Histocompatibility Laboratory Member Elector shall be entitled to one vote on UNOS affairs requiring a vote of the Membership. Histocompatibility Laboratory Member Electors shall be elected by and from among the Histocompatibility Laboratory Members as follows: (i) Histocompatibility Laboratory Members residing within each of the 11 Regions (as defined in the Bylaws) shall elect two Histocompatibility Laboratory Member Electors from their respective region. If there are no Histocompatibility Laboratory Members residing within a Region, then the number of national Histocompatibility Laboratory Member Electors described in (ii) below shall be increased by two for every such Region without Histocompatibility Laboratory Members. (ii) All Histocompatibility Laboratory Members, collectively, shall elect eleven national Histocompatibility Laboratory Member Electors or, if there are no Histocompatibility Laboratory Members residing in one or more regions, as many national Histocompatibility Laboratory Member Electors as necessary so that there are no more than and no fewer than 33 Histocompatibility Laboratory Member Electors. (iii) Any person serving as or designated by the named UNOS Representative for a Histocompatibility Laboratory Member may serve as a Histocompatibility Laboratory Member Elector upon nomination for and election to this office. UNOS Representatives for Histocompatibility Laboratory Members may submit their own names as candidates for Histocompatibility Laboratory Member Elector, representing Histocompatibility Laboratory Members at the regional or national level. For the number of Histocompatibility Laboratory Member Electors to be elected regionally or nationally, those receiving the highest number of votes among eligible candidates shall be elected. (iv) The term of a Histocompatibility Laboratory Member Elector shall be two years. Histocompatibility Laboratory Member Electors may serve successive terms. (v) Nominations and elections for Histocompatibility Laboratory Member Elector shall be conducted through the Internet using the UNOS web site, [www.unos.org](http://www.unos.org), and/or the United States mail. The number of Histocompatibility Laboratory Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 9% and 11% of the then current total number of Institutional Members. Notwithstanding the foregoing, in the event the total number of Histocompatibility Laboratory Members at any time at which a vote of the UNOS membership is to take place is equal to or fewer than the then current number of Histocompatibility Laboratory Member Electors, the process for voting through Member Electors described above shall be suspended and each such Histocompatibility Laboratory Member shall be entitled to one vote on any UNOS matter requiring a vote of the Membership.

Medical/Scientific Members that provide services and/or are involved in activities on an interregional or national basis, as a class, shall be represented by 24 separate national Medical/Scientific Member Electors. Each Medical/Scientific Member Elector shall be entitled to one vote on UNOS affairs requiring a vote of the Membership. Medical/Scientific Member Electors shall be elected by and from among the Medical/Scientific Members as follows: (i) All Medical/Scientific Members, collectively, shall elect the 24 national Medical/Scientific Member Electors. (ii) Any person serving as or designated by the named UNOS Representative for a Medical/Scientific Member may serve as a Medical/Scientific Member Elector upon nomination for and election to this office. UNOS Representatives for Medical/Scientific Members may submit their own names as candidates for Medical/Scientific Member Elector, representing Medical/Scientific Members at the national level. For the number of Medical/Scientific Member Electors to be elected nationally, those receiving the highest number of votes among eligible candidates shall be elected. (iii) The term of a Medical/Scientific member Elector shall be two years or the remaining UNOS Membership term of the Medical/Scientific member with whom the Medical/Scientific Member Elector is affiliated, whichever is shorter. Medical/Scientific Member Electors may serve successive terms. (iv) Nominations and elections for Medical/Scientific Member Elector shall be conducted through the Internet using the UNOS web site, [www.unos.org](http://www.unos.org), and/or the United States mail. The number of Medical/Scientific Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 6% and 8% of the then current total number of Institutional members. Medical/Scientific Members must provide services and/or be involved in activities on an interregional or national basis to participate in the election of Medical/Scientific Member Electors. Notwithstanding the foregoing, in the event the total number of Medical/Scientific Members in good standing at any time at which a vote of the UNOS membership is to take place is equal to or fewer than the then current number of Medical/Scientific Member Electors, the process for voting through Member Electors described above shall be suspended and each such Medical/Scientific Member shall be entitled to one vote on any UNOS matter requiring a vote of the Membership.

Public Organization Members that provide services and/or are involved in activities on an interregional or national basis, as a class, shall be represented by 12 separate Public Organization Member Electors. Each Public Organization Member Elector shall be entitled to one vote on UNOS affairs requiring a vote of the Membership. Public Organization Member Electors shall be elected by and from among the Public Organization Members as follows: (i) Public Organization Members residing within each of the 11 Regions (as defined in Article 2.4 of these Bylaws) shall elect one Public Organization Member Elector from their respective region. If there are no Public Organization Members residing within a Region, then the number of national Public Organization Member Electors described in (ii) below shall be increased by one for every such Region without Public Organization Members. (ii) All Public Organization Members, collectively, shall elect a twelfth national Public Organization Member Elector or, if there are no Public Organization Members residing in one or more regions, as many national Public Organization Member Electors as necessary so that there are no more than and no fewer than 12 Public Organization Member Electors. (iii) Any person serving as or designated by the named UNOS Representative for a Public Organization Member may serve as a Public Organization Member Elector upon nomination for and election to this office. UNOS Representatives for Public Organization Members may submit their own names as candidates for Public Organization Member Elector, representing Public Organization Members at the regional or national level. For the number of Public Organization Member Electors to be elected nationally, those receiving the highest number of votes among eligible candidates shall be elected. (iv) The term of a Public Organization Member Elector shall be two years or the remaining UNOS Membership term of the Public Organization Member with whom the Public Organization Member Elector is affiliated, whichever is shorter. Public Organization Member Electors may serve successive terms. (v) Nominations and elections for Public Organization Member Elector shall be conducted through the Internet using the UNOS web site, [www.unos.org](http://www.unos.org), and/or the United States mail. The number of Public Organization Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 3% and 5% of the then current total number of Institutional Members. Public Organization Members must provide services and/or be involved in activities on an interregional or national basis to participate in the election of Public Organization Member Electors. Notwithstanding the foregoing, in the event the total number of Public Organization Members at any time at which a vote of the UNOS membership is to take place is equal to or fewer than the then current number of Public Organization Member Electors, the process for voting through Member Electors described above shall be suspended and each such Public Organization Member shall be entitled to one vote on any UNOS matter requiring a vote of the Membership.

Individual Members, as a class, shall be represented by 12 separate Individual Member Electors. Each Individual Member Elector shall be entitled to one vote on UNOS affairs requiring a vote of the Membership.

Individual Member Electors shall be elected by and from among the Individual Members as follows: (i) Individual Members residing within each of the 11 Regions (as defined in Article 2.4 of these Bylaws) shall elect one Individual Member Elector from their respective region. If there are no Individual Members residing within a Region, then the number of national Individual Member Electors described in (ii) below shall be increased by one for every such Region without Individual Members. (ii) All Individual Members, collectively, shall elect a twelfth national Individual Member Elector or, if there are no Individual Members residing in one or more regions, as many national Individual Member Electors as necessary so that there are no more than and no fewer than 12 Individual Member Electors. (iii) With the exception of employees currently employed by or independent contractors currently working with OPOs, Transplant Hospitals, or Histocompatibility Laboratories, any Individual Member may serve as an Individual Member Elector upon nomination for and election to this office. Individual Members may submit their own names as candidates for Individual Member Elector, representing Individual Members at the regional or national level. For the number of Individual Member Electors to be elected nationally, those receiving the highest number of votes among eligible candidates shall be elected. (iv) The term of an Individual Member Elector shall be two years or the remaining UNOS Membership term of the Individual Member elected to the office of Individual Member Elector, whichever is shorter. Individual Member Electors may serve successive terms. (v) Nominations and elections for Individual Member Elector shall be conducted through the Internet using the UNOS web site, [www.unos.org](http://www.unos.org), and/or the United States mail. The number of Individual Member Electors shall be re-evaluated from time to time by the Board of Directors and increased or decreased as necessary to reflect between approximately 3% and 5% of the then current total number of Institutional Members. Notwithstanding the foregoing, in the event the total number of Individual Members at any time at which a vote of the UNOS membership is to take place is equal to or fewer than the then current number of Individual Member Electors, the process for voting through Member Electors described above shall be suspended and each such Individual Member shall be entitled to one vote on any UNOS matter requiring a vote of the Membership.

Affairs of the UNOS involving a vote of the Membership include, for example, election of the Board of Directors, election of the Principal Officers, and amendment of these Articles of Incorporation, and amendment of the Bylaws.

Cumulative voting on affairs of the UNOS is not allowed.

A majority of the Transplant Hospital Members, OPO Members, Histocompatibility Laboratory Member Electors, Medical/Scientific Member Electors, Public Organization Member Electors, and Individual Member Electors, eligible to vote represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting. A vote of a majority of those present and eligible to vote shall be sufficient to transact any business that might come before the meeting, except where a greater or lesser vote is provided for in the Bylaws.

The Board of Directors shall from time to time review these membership categories, criteria and voting rights and establish, as part of the Bylaws, amendments or additions to such categories, criteria and voting rights. In the event of any inconsistencies between the provisions of this Article III and the UNOS Bylaws, the provisions of the Bylaws shall control. Failure to conform with membership requirements shall be cause for any corrective action described in the Bylaws. The Board of Directors shall have the exclusive power to amend the Bylaws; however, any such amendment to the Bylaws shall be automatically repealed, with prospective effect only, if it is not confirmed by majority vote of a quorum present at the next annual meeting of Members.

## **Article IV - Board of Directors**

The Board of Directors shall be responsible for establishing national goals and operating policies for UNOS and shall have the general management and control of all of the property and affairs of UNOS. The terms of Directors shall be staggered by dividing the total number of Directors into two groups, with each group containing one-half of the total, or as near as possible, in the manner prescribed by the Board of Directors. The terms of Directors in the first group shall expire at the first annual meeting after their election and the terms of Directors in the second group shall expire at the second annual meeting after their election. At each annual meeting, Directors shall be chosen for a term of two years, or more as prescribed in the Bylaws, to succeed those whose terms expire. The Bylaws may prescribe qualifications for Directors.

## **Article V - Provisions for the Regulation of the Internal Affairs of UNOS**

- (a) In the event of dissolution of UNOS, the Directors shall, after paying or making provisions for the payment of all of the liabilities of UNOS, dispose of all of the assets of UNOS exclusively for the purposes of UNOS in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or other purposes as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3) as the Directors shall determine. The choice of such tax exempt organization or organizations to which such distribution is to be made shall be determined by the majority vote of the Directors of UNOS holding office at the time of such dissolution. Any such assets not so disposed of shall be disposed of by the Courts of the Commonwealth of Virginia in the City of Richmond exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.
- (b) Directors and Officers of UNOS shall be indemnified as of right to the fullest extent now or hereafter permitted by law, including but not limited to all provisions of Article 9 of Chapter 10 of Title 13.1 of the Code of Virginia 1950, as amended, in connection with any actual or threatened civil, criminal, administrative, arbitrate or investigative action, suit or proceeding (whether brought by or in the name of UNOS or otherwise) arising out of their services to UNOS. Persons who are not Directors or Officers of UNOS may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of UNOS. UNOS may purchase and maintain insurance to protect itself and any such Director, Officer or other person against any liability asserted against him and incurred by him in respect of such service whether or not UNOS would have the power to indemnify him against such liability by law or under the provisions of this paragraph. The provisions of this paragraph shall also be applicable to Directors, Officers and such other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the Directors, Officers and other persons referred to in this paragraph. Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding whether civil, criminal, administrative, arbitrate or investigative, may if authorized at any time by the Board of Directors, be paid by UNOS in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, or other person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by UNOS as provided, in the case of Officers and Directors, in this provision, or as authorized, in the case of other persons, by the Board of Directors pursuant to this provision.

## **Article VI - Place of Operation**

The territory in which UNOS's operations are principally to be conducted is the United States of America; UNOS may also conduct operations in foreign countries, subject, however, to the laws of the State of Virginia and the United States, including the Public Health Service Act under which the Organ Procurement and Transplantation Network was established.

## **Article VII – Definitions**

All references herein to IRC sections shall mean the provision of the Internal Revenue Code of 1954 and shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

## **Article VIII - International Associates**

The Board of Directors may by amendment to the Bylaws, provide for the establishment of one or more categories of non-member, non-voting international associates for organ procurement or transplant related organizations in foreign countries, which perform within their countries of origin similar functions as those performed in the United States by UNOS. These organizations should be officially accredited by their government(s) and their medical societies.