

LINED TO SHOW CHANGES  
SINCE BEGINNING OF  
10/23/86 BOARD OF  
DIRECTORS MEETING

**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.

**ARTICLE II**

**PURPOSES AND POWERS**

The purposes for which the Corporation is organized and the powers of the Corporation, 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. The Corporation is organized exclusively for charitable,

educational, and scientific purposes related to organ procurement and transplantation.

(b) 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 the Corporation 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 the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation 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 the Corporation 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 the Corporation engage in any activities that are unlawful under applicable federal, state or local laws, and (4) the Corporation shall not operate for the purposes of carrying on a trade or business for profit.

(c) The Corporation 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

The Corporation shall have two classes of Members, national in scope: Institutional Members and Public Members. An Institutional Member shall be active in the field of human organ transplantation and shall be either (a) a transplant center; (b) an independent organ procurement agency which serves two or more centers that are active in the field of human organ transplantation within its service area; or (c) an independent tissue typing laboratory which serves two or more centers that are active in the field of human organ transplantation within its service area. Other qualifications and rights of Institutional Members shall be established in the By-Laws by the Board of Directors. By amendment to the By-Laws, the Board of Directors may establish additional categories of Institutional Members in

order to conform to requirements of law and regulations applicable to the national Organ Procurement and Transplantation Network; however, an Institutional Member from a category that is not named in the Articles of Incorporation, as amended or restated, shall have no vote.

Institutional Members shall be elected by a majority vote of the Directors present at any meeting at which a quorum is present.

A Public Member shall be either (a) a private, non-profit voluntary health organization which is significantly engaged on a national scale in the promotion of organ donation or in representing, or providing direct support or services to, transplant recipients, transplant registrants or their families; or (b) an individual who is a representative of the general public, which may include (but is not limited to) transplant recipients, transplant registrants and individuals drawn from the fields of law, theology, ethics, health care financing, the social and behavioral sciences, and labor and management unrelated to the field of health care. There may be as many as twelve voluntary health organizations and twelve individuals serving as Public Members at any time. ^ Other qualifications and rights of Public Members, and the terms of membership of

Public Members, shall be established in the By-Laws by the Board of Directors. Public Members shall be elected by a majority vote of the Directors present at any meeting at which a quorum is present.

The Board of Directors shall establish a plan for recruiting Members into the Corporation. The Corporation shall issue certificates evidencing membership therein. Each Member (other than an Institutional Member from a category that is not named in the Articles of Incorporation as amended or restated) shall have one vote and the Members shall elect the Board of Directors and the Officers of the Corporation. Membership shall not be transferable. The By-Laws shall be adopted in Amended and Restated form by the Members at the same time that they adopt these Amended and Restated Articles of Incorporation. Thereafter, the Board of Directors shall have the exclusive power to amend the By-Laws; however, any such amendment to the By-Laws 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 the Corporation and shall have the general management and control of all of the property and affairs of the Corporation. Beginning at the 1987 annual meeting of Members, 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 may be. 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 after 1987, Directors shall be chosen for a term of two years to succeed those whose terms expire. The By-Laws may prescribe qualifications for Directors.

**ARTICLE V**  
**PROVISIONS FOR THE REGULATION OF THE**  
**INTERNAL AFFAIRS OF THE CORPORATION**

(a) In the event of dissolution of the Corporation, the Directors shall, after paying or making provisions for

the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation 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 the Corporation 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 the Corporation shall be indemnified as of right to the fullest extent nor 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,

arbitrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation or otherwise) arising out of their services to the Corporation. Persons who are not Directors or Officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation 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 the Corporation 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 be applicable to actions, suits or proceedings commenced after the adoption hereof, and 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 attorney's fees) incurred in defending an action, suit or proceeding whether civil, criminal, administrative, arbitrative or investigative, may if authorized at any time by the Board of Directors, be paid by the Corporation 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 the Corporation 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 the Corporation's operations are principally to be conducted is the United States of America; the Corporation 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).

## TRANSITION PROVISIONS

When the Board of Directors submits these Amended and Restated Articles of Incorporation and Amended and Restated By-Laws to the Members and recommends their adoption, the Board of Directors shall also submit to the Members for election a slate of Directors, which shall consist of all incumbent Officers and Councillors, the past President and such other nominees as the Board of Directors shall designate who meet the Organ Procurement and Transplantation Network governing body composition criteria, and a slate of Officers, which shall consist of all incumbent Officers. The new slate of Directors elected by the Members will replace the incumbent Board of Directors in its entirety and will serve until the 1987 annual meeting of Members, at which time new Directors and Officers will be elected.