Proposed Change #1: Board of Directors Structure and Qualifications

RATIONALE:

Board Structure
The current Board of Directors consists of 14 Board members: President, President-Elect, Secretary, Treasurer, Executive Councilor, Immediate Past President, and Past President who make up the Executive Committee, and seven (7) Councilors-at-Large. After reviewing recommendations from various sources regarding the ideal size of a Board of Directors, and reviewing the past few years performance and expenses of the NATCO Board of Directors the Board has made the following recommendation:

The NATCO Board of Directors should be changed to include an Executive Committee of the following officer positions: President, President-Elect, Secretary, Treasurer, and Immediate Past President. The remainder of the Board of Directors will be made up of no less than five (5) and no more than eight (8) elected Councilors-at-Large. The number of Councilors will be determined by the needs of the organization, while taking into account NATCO’s financial situation at the given time.

The Board of Directors strongly recommends this change as it allows flexibility within the Board of Directors to accomplish projects in a more timely and efficient manner and allows NATCO to be good stewards of its members’ dues. Since the Board reduction will also reduce Board expenses, more money will be allocated to membership needs and the organization will have more opportunity for future financial security. If accepted these bylaw changes will take effect with the 2014-2015 election.
Current Organizational Chart
The current Board of Directors structure includes the Past President as a non-voting member and an eighth Councilor-at-Large appointed to the position of Executive Councilor by the Board of Directors and serves on the Executive Committee.
Proposed Organizational Chart
The proposed change supports the reduction of the Board of Directors to: President, President-Elect, Secretary, Treasurer, Immediate Past President, and elected Councilors-at-Large. A recommendation for the number of Councilors-at-Large will be made by the Nominations & Elections Committee to the current year’s Board of Directors to ensure that the diverse representation of the membership is reflected on the incoming Board of Directors.
PROPOSED BYLAW CHANGES:
NORTH AMERICAN TRANSPLANT COORDINATORS ORGANIZATION

The organization shall be known as the North American Transplant Coordinators Organization (henceforth referred to in this document as NATCO).

NATCO shall be incorporated in the State of Texas as a non-profit educational corporation. The powers of the corporation and its directors and members concerning the conduct and regulation of the affairs of the corporation shall be subject to the provisions set forth in the Articles of Incorporation and by these Bylaws.

II. GOVERNANCE

A. The Board of Directors shall be the governing body of NATCO. The Board of Directors shall have the final determination of all fiscal, administrative and education matters. The Board of Directors may delegate to workgroups and standing committees specific responsibilities unless prescribed otherwise in these Bylaws.

1. The Board of Directors shall be comprised of four elected officers: President, President Elect, Secretary, Treasurer, no less than five and no more than eight elected Councilors-at-Large, and Immediate Past President, and the Past President of NATCO. All members of the Board of Directors shall serve without compensation.

2. All members of the Board of Directors shall serve for a term of two years, except the Executive Councilor and the Past President who shall serve a term of one year, or as stated otherwise in this document. Councilors shall be allowed to serve for no more than two consecutive two-year terms in the same position.

3. All members of the Board of Directors shall be. The Board of Directors shall consist of 13 voting members and each member of the Board of Directors, except the office of Past President, shall have one vote on the Board and must be present to cast such vote. In all matters, majority vote shall prevail. A majority of the Board shall constitute a quorum and shall be required for the transaction of business at all meetings of the Board of Directors.

4. All meetings of the Board of Directors shall be open to the membership of NATCO.

B. Robert’s Rules of Order (newly revised) shall govern the conduct of business of NATCO in all cases in which they are applicable and are not in conflict with these Bylaws, the Articles of Incorporation, or other policies or rules of this organization. The parliamentarian may be appointed or retained by the Board of Directors for any meeting of the NATCO membership or Board of Directors.
III. BOARD OF DIRECTORS

The members of the Board of Directors shall have the following duties:

A. PRESIDENT: The President shall be the Chief Executive Officer and the spokesperson for NATCO. The President is an ex-officio member of any and all workgroups and standing committees. The President shall appoint all workgroup and standing committee chairpersons in accordance with Article V and establish any Ad Hoc committees. The President shall have all rights and privileges consistent with the office of President. The President shall serve for a term of one year. The President shall represent NATCO on the UNOS Board of Directors.

B. PRESIDENT-ELECT: The President-Elect shall succeed to the office of President upon the completion of the President’s term of office or upon an earlier vacancy in the office of the President, except as elsewhere noted in these Bylaws. The President-Elect shall assume all the duties and responsibilities of the President in the President’s absence or in the President’s inability to fulfill the duties of office, such inability to be determined by the Board of Directors and reported to the general membership for approval within 21 days of such action. The President-Elect is an ex-officio member of any and all workgroups and standing committees. The President-Elect shall have all of the rights and privileges consistent with the office of President-Elect. The President-Elect shall serve for a term of one year.

C. SECRETARY: The Secretary shall keep the minutes of all meetings of the Board of Directors and of the membership of NATCO; shall see that all notices are duly given in accordance with the provisions of these Bylaws and shall be custodian of all contracts, assignments and other legal documents and records. The Secretary shall be responsible for filing all required corporate reports and papers. The Secretary shall be responsible for disseminating to the full membership the transaction of all business conducted at the Annual Meeting. The Secretary will be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms. The two-year term of office will become effective with the 1994-1995 Board of Directors election. The Secretary shall have all of the rights and privileges consistent with the office of Secretary.

D. TREASURER: The Treasurer shall be responsible for keeping an account of all monies received, all assets and payment of all federally insured banks(s), trust company(s)
and/or savings and loan association(s) as approved by the Board of Directors. The Treasurer will present a financial report at all meetings of the Board of Directors, at the Annual Business Meeting and at any other time when called upon by the President. The Treasurer will present the proposed budget for adoption by the Board of Directors. The Treasurer shall be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms. The Treasurer shall have all of the rights and privileges consistent with the office of Treasurer.

E. COUNCILORS: The eight elected Councilors-at-Large shall have rights and privileges of members of the Board of Directors and shall perform any duties determined by the President. They will be elected to one two-year term of office and may seek re-election to serve a total of two consecutive two-year terms.

F. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve on the Board of Directors as a senior member to lend expertise to the current President, shall serve as a member of the Nominations and Elections Committee and shall perform any other duties determined by the President. The Immediate Past President shall serve for a term of one year. The Immediate Past President shall represent NATCO on the UNOS Board of Directors. The Immediate Past President shall also act as a liaison to professional organizations to promote NATCO and provide information to impact legislation and regulations pertaining to procurement, preservation, distribution and transplantation of organs and tissue, and clinical transplant issues. The Immediate Past President will provide formal documentation of the society’s position on specific topics with the Board of Directors.

G. PAST PRESIDENT: The Past President shall serve on the Board of Directors as a non-voting senior member to lend expertise to the current President as requested, shall serve as a member of the Nominations and Elections Committee and shall perform any other duties determined by the President. The Past President shall serve for a term of one year. The Past President shall also act as a liaison to professional organizations to promote NATCO when the Immediate Past President is unavailable or as requested by the President, and provide information to impact legislation and regulations pertaining to procurement, preservation, distribution and transplantation of organs and tissue, and clinical transplant issues. The Past President will provide formal documentation of the society’s position on specific topics with the Board of Directors. The Past President shall fulfill the duties and responsibilities of any board member, other than the President, should the position become vacant.

H. EXECUTIVE COUNCILOR:
The Executive Councilor shall have rights and privileges of members of the Executive Board of Directors and shall perform any duties determined by the President. They must have completed at least one full year as Councilor at Large to be eligible for
Executive Councilor. They will be appointed to a one-year term by the Board of Directors and may seek re-election to serve a total of two consecutive one-year terms. This one-year term of office will become effective with the 2012-2013 Board of Directors election.

I. The terms for Secretary and Treasurer will be staggered so that both offices are not elected in the same year. Also, four of the eight Councilors at Large terms will alternate in the same manner.

JG. Removal from the Board of Directors
1. Any person elected to the Board of Directors may be removed with cause by a majority vote, with the exception of the Board member in question, of the Board of Directors. Such person shall be notified in writing by certified mail, return receipt requested.
2. The member of the Board shall be given full opportunity for redress of grievances. Such person shall be invited to appear at a hearing before the Board of Directors only after notification of such hearing has been presented in writing and transmitted via certified mail, return receipt requested, not less than 30 days prior to the hearing. The member of the Board may alternately reply in writing.
3. Any person removed from the Board of Directors by majority vote due to unprofessional behavior shall be permanently ineligible to serve on future NATCO boards.

IV. ELECTIONS
A. Not less than 90 days prior to the Annual Meeting, Practitioner, Colleague and Emeritus members in good standing will receive the slate of candidates as proposed by the Nominations and Elections Committee.
1. All elections shall be determined by a plurality of the votes cast. In the event of a tie, a run-off election shall be held.
2. The manner of the ballot and conditions to assure proper control shall be determined by the Nominations and Elections Committee and approved by the Board of Directors.

B. The newly elected members of the Board of Directors shall assume their respective offices upon the conclusion of the Annual Meeting.

C. A practitioner member may be a candidate for election to the position of President-Elect, Secretary or Treasurer if the person has served on the Board of Directors within five years prior to the year of nomination. A Practitioner member may be a candidate
for the position of President-Elect, Secretary or Treasurer if he/she has been a member of NATCO for five (5) consecutive years as of December 31 immediately prior to the election.

D. A Practitioner member may be a candidate for Councilor-at-Large if he/she has been a member of NATCO for at least three (3) consecutive years as of December 31 immediately prior to the election. In addition, the individual must have served as a committee or workgroup chairperson.

E. Any vacancy, except the office of the President and/or Councilor at Large, on the Board of Directors shall be filled for the balance of the unexpired term by the Past President.

The Board will adhere to the following process to fill a vacancy on the Board of Directors:

1. If the office of President becomes vacant, the President-Elect shall fulfill the balance of the unexpired term, and will then continue on as President for the term in which he/she was elected.
2. If the President-Elect is unable to take office as President a special election must be held to ensure the position is filled through the election process.
3. If a Councilor at Large any position becomes vacant for any reason, the position will remain unfilled until the next scheduled election be filled or remain vacant as outlined in the Policy and Procedure Manual. and the duties will be reassigned by the President.

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