

BYLAWS

of

NORTH AMERICAN TRANSPLANT COORDINATORS ORGANIZATION

The organization shall be known as the North American Transplant Coordinators Organization (hereinafter referred to as “NATCO” or “Organization”). NATCO is a non-profit corporation organized under the laws of the State of Texas and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE I – OBJECTIVES AND PURPOSES

Section 1. Objectives and Purposes. NATCO is organized exclusively for charitable and educational purposes as meant by and within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code, as amended, including the following:

- a) To promote the advancement of organ, eye and tissue donation and the professional development of transplant professionals through informational and educational conferences, courses and webinars.
- b) To carry on such other activities as shall be consistent with the Organization’s 501(c)(3) non-profit purposes and as conferred upon non-profit corporations by the State of Texas.
- c) In furtherance of the stated charitable and educational purposes, the Organization is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to apply the income and principal of any funds received to the advancement of the non-profit goals and objectives of the Organization.

ARTICLE II – MEMBERSHIP

Section 1. Membership Categories. NATCO shall operate as a membership organization with the following categories of membership – *Practitioner, Colleague, ~~Corporate Partner~~ and Emeritus.*

- A. PRACTITIONER** – This category shall be comprised of Practitioners certified by ABTC and/or:
1. Clinician Practitioner: Transplant Practitioner: Professionals whose primary responsibilities are directly involved with coordinating the multi- disciplinary approach in the evaluation, treatment and facilitation of the transplant process, research and the follow-up care of those individuals and families receiving organ and/or tissue transplants.
 2. Procurement Practitioner: Professionals whose primary responsibilities are directly involved with coordinating the multi- disciplinary approach for the evaluation, management, recovery, and allocation of organs and/or tissue for transplantation.
 3. Non-Clinician Practitioner: Individuals whose primary responsibilities are directly involved with donation and transplantation who do not otherwise qualify under Clinician Practitioner, Colleague, Patron, Benefactor or Emeritus status. Refer to the Policy and Procedure Manual for specific examples.

Practitioner Benefits - Practitioner members in good standing are authorized to 1) vote in all general elections and on such other matters as are properly placed before the voting membership as may be required by applicable Texas law or these Bylaws; 2) hold elected office, including President, President-Elect, Immediate Past President, Secretary, Treasurer, and Councilor at Large; 3) serve as chair of a committee, workgroup or be a member of any standing committee or workgroup; and 4) take

advantage of such additional benefits of Practitioner membership as are identified in the NATCO Policy and Procedures Manual, as amended from time to time.

- B. COLLEAGUE** – This category of membership shall be comprised of individuals who do not fall within the definition of Practitioner member, but whose interests or efforts align with and can be reasonably construed as beneficial to NATCO and its tax-exempt purposes.

Colleague Benefits – Colleague members in good standing are authorized to 1) vote in all general elections and on such other matters as are properly placed before the voting membership as may be required by applicable Texas law or these Bylaws; 2) chair a committee or workgroup or be a member of any NATCO standing committee or workgroup; 3) take advantage of such additional benefits of Colleague membership as are identified in the NATCO Policy and Procedures Manual, as amended from time to time.

- C. EMERITUS** – This category of membership shall be comprised of:

- a. Individuals who are a NATCO member in good standing for five (5) or more years, retired and over the age of 55. The term “Retired” shall mean “not currently employed in a full-time position.”
- b. Individuals who are 62 years old, still employed in a full-time position, and who have been NATCO members in good standing for ten (10) years or more.
- c. Requirements. At application for EMERITUS status, each applicant must provide proof of their date of birth for verification. EMERITUS status must be renewed annually.
- d. Benefits. EMERITUS members may 1) vote in all general elections and on such other matters as are properly placed before the voting membership as may be required by applicable Texas law or these Bylaws; 2) chair a committee or workgroup or be a member of any NATCO standing committee or workgroup; and 3) a \$100 (USD) Board approved discount on the NATCO annual meeting registration fee; and 4) qualify for all types of membership within NATCO.

Section 2. Additional Categories of Membership. The Board of Directors may from time to time establish such additional categories of membership and designate the necessary qualifications, rights and obligations of the members of each such category.

Section 3. Membership Rights. Membership in NATCO is personal and non-transferrable or assignable to any other party. Membership in NATCO is a privilege and does not confer upon any member an ownership or property interest or right in the nonprofit corporation or its assets.

Section 4. Obligations of Membership. Each member of the Organization shall be obligated to at all times faithfully abide by these Bylaws, and any other rules, policies or regulations established by the Board of Directors and to pay all dues, assessments, and financial obligations as they become due.

Section 5. Annual Business Meeting. There shall be an Annual Business Meeting of the membership of NATCO at such time, place and by such means as the Board of Directors shall determine for the election of persons to the Board of Directors, for receiving annual reports of offices, directors, and committees, and for the transaction of any other business as determined by the Board of Directors. Notice of such meeting shall be sent to each member in good standing by U.S. Postal Service, 1st Class postage prepaid, facsimile, or by electronic mail to the member’s email address of record not less than thirty ninety (390)

days prior to the time and date appointed for the meeting. The Board of Directors shall be responsible for the formulation of the agenda and other arrangements and preparations necessary for the hosting and conduct of the Annual Business Meeting or any special meeting of the NATCO membership. The Annual Business Meeting and any special meeting of the membership may be held in person or by such other electronic means as are permitted by applicable Texas law.

Section 6. Special Meeting. Special meetings of the membership may be called by majority vote of the Board of Directors or by written petition signed by not less than ten percent (10%) of the voting members of NATCO to consider a specific subject or issue. Notice of a special meeting of membership shall be sent to each member by U.S. Postal Service, 1st Class postage prepaid, facsimile or by electronic mail to the member's email address of record not less than ten (10) days before the time and date appointed for the meeting. No business other than that specified in the notice shall be transacted at any special meeting of the membership.

Section 7. Voting. Each member of NATCO in good standing and who belongs to a category of membership authorized to vote may cast a single vote on the issue properly placed before the membership for action. Voting members of NATCO may vote by proxy executed in writing by the member. The form of proxies shall be as prescribed by the Board of Directors.

Section 8. Quorum. A quorum at a duly noticed Annual Business Meeting or special meeting of the membership of NATCO shall be ten percent (10%) of the members in good standing present at such meeting. ~~shall be not less than ten percent (10%) of NATCO membership qualified to vote.~~

Section 9. Resignation. A member of NATCO may resign from the organization at any time by submitting written notice of resignation to the Executive Director and such notice shall be deemed to take effect upon receipt by the Executive Director without further action on the part of the Board. The resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the submission of resignation.

Section 10. Termination of Membership. Any member ceasing to qualify for membership as set forth in these Bylaws or the NATCO Policy and Procedures Manual, including any additional criteria established by the Board of Directors from time to time, shall cease to be a member of NATCO. Any member failing to pay dues, assessments, or other financial obligations within sixty (60) days of the issuance of the invoice will be notified of the delinquency and suspended from membership. If such dues, assessment, or financial obligations are not paid within the succeeding thirty (30) days, the delinquent member shall forfeit membership in NATCO and all rights and privileges granted by the Organization, including, if applicable, the member's position on the Board of Directors. Such forfeiture of membership shall not relieve the delinquent member of the duty and obligation to pay all unpaid and delinquent dues, assessments, or other financial obligations to NATCO. The Board of Directors may also suspend or terminate the membership of a member *for cause* after providing the member with reasonable written notice of the charges and an opportunity to respond to the charge(s) in writing. Cause shall be deemed to include, but not be limited to, failure to pay dues or assessments, failure to abide by the Bylaws or Board enacted policies of NATCO, conduct that brings dispute or ill will to or upon the Organization. Specific procedures for consideration of suspensions and terminations of membership may be established by the Board of Directors. The decision of the Board on such matter shall be final and binding on the member.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors shall be the governing body of NATCO and shall be responsible for the supervision, control and direction of the affairs and finances of NATCO. The Board shall determine NATCO policies or changes in the same within the limits of these Bylaws. It shall actively prosecute NATCO's goals and objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of the business of NATCO as it shall deem reasonable and prudent, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors may delegate to workgroups and standing committees specific responsibilities unless prescribed otherwise in these Bylaws.

Section 2. Composition. The Board of Directors shall be comprised of President, President Elect, Secretary, Treasurer, no less than five (5) and no more than eight (8) elected Councilors-at-Large, and Immediate Past President. All members of the Board of Directors shall serve without compensation. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws.

Section 3. Terms. All elected Councils-at Large shall serve for a term of two (2) years, or as stated otherwise in this document. Councilors shall be allowed to serve for no more than two (2) consecutive two-year terms in the position of Councilor. Terms of office shall coincide with the fiscal year of the Organization. The terms of Officers of NATCO shall be as set forth in Article IV of these Bylaws.

Section 4. Voting. All members of the Board of Directors shall be voting members of NATCO in good standing and each member of the Board of Directors shall have one (1) vote to cast on each matter properly placed before the Board for action. Proxy voting by members of the Board of Directors is prohibited.

Section 5. Nominations and Election.

- a. Not less than ninety (90) days prior to the end of the fiscal year, Practitioner, Colleague and Emeritus members in good standing will receive the slate of candidates as proposed by the Nominations and Elections Committee and approved by the Board of Directors.
- b. The election of officers and Councilors shall be conducted [by electronic ballot sent to each qualified voting member](#).
- c. 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 between the two candidates receiving the most recorded votes.
- d. 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.
- e. The newly elected members of the Board of Directors shall assume their respective offices or Councilor positions upon the beginning of the fiscal year. In the transition year between 2023 and 2024, the elected Board Members as of August 1, 2023 will continue in their roles through the end of the current fiscal year. Newly elected members of the Board of Directors will assume their roles as of January 1, 2024.

- f. A Councilor-at-Large Board member may be a candidate for election to the position of Secretary or Treasurer if the individual has served on the Board of Directors within five (5) years prior to the year of nomination.
- g. 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, served on the Annual Meeting Planning Committee, or served as a Faculty Member for a NATCO educational program.
- h. A candidate for the office of *President-Elect* shall be a Board member who has previously served as Secretary, Treasurer, or has been a Past President within the five (5) year period as of December 31 immediately prior to the election.

Section 6. Quorum. Unless a greater proportion or number is required by law, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of NATCO business. If a quorum is present at the commencement of the meeting, a quorum shall be deemed present throughout such proceedings.

Section 7. Action by Board. Except as otherwise required by law or these Bylaws, a majority vote of the members of the Board of Directors present at a meeting at which a quorum of the Board is present shall constitute an act on behalf of the Board.

Section 8. Meetings of the Board. The Board of Directors shall meet in person or by authorized electronic means not less than three (3) times each fiscal year. Regular meetings of the Board may be held at such time, place and means as shall be determined by the Board. Notice of the time, place and manner of each such meeting shall be provided to each Board member not less than ten (10) days and not more than thirty (30) days prior to the scheduled meeting. Notice of Board meetings shall be sent by one or more of the following methods of delivery - U.S. Postal Service, 1st Class Postage prepaid, by electronic mail, facsimile, or by telephone.

Special meetings of the Board may be called by the President or by any four (4) members of the Board of Directors pursuant to the above notice requirements. Matters to be considered by the Board at a specially called meeting shall be limited to the specific matter(s) for which the meeting was noticed and which are set forth in the notice and agenda. Members and guests may attend meetings of the Board only upon the specific invitation of the President or of a majority of the Board of Directors.

Section 9. Electronic Meetings. Except where otherwise prohibited by law, the members of the Board may participate in any meeting of the Board by means of a conference telephone call or video conference or similar electronic communications by means of which all members participating in the meeting may hear each other simultaneously, and participation in such meeting either in person or electronically shall be deemed to constitute "presence in person" at such meeting.

Section 10. Compensation. Members of the Board of Directors shall not receive compensation for

their services but may be reimbursed for documented costs and expenses according to established NATCO Board reimbursement policies.

Section 11. Vacancy. A vacancy on the Board shall be filled by a majority vote of the remaining members of the Board of Directors at a meeting where a quorum is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and shall serve until his or her successor is elected and qualified.

Section 12. Removal of Director. Except as otherwise required by law or these Bylaws, an Officer or Director may be removed *for cause* by a majority vote of the Board of Directors at any regular or special meeting of the Board where a quorum is present. Written notice of such meeting, be it regular or special, shall be sent by either electronic mail, facsimile, by USPS 1st Class postage prepaid to the Board member who is the subject of the removal not less than thirty (30) days prior to the date of such hearing. The notice shall include the date, time and means by which the meeting will be conducted as well as the nature of the allegations upon which the action for removal is based. A member of the Board who is the subject of such removal action shall be invited to appear in person or by electronic means at the meeting where the Board of Directors is to act on the removal.

Section 13. Waiver. A Director's attendance at any meeting, whether in person or by electronic means, shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the called or convened meeting.

Section 14. Unanimous Consent. An action to be taken at a meeting of the NATCO Board of Directors or an action that may be taken at a meeting of a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting. The consent must state the date of each Director's or committee member's signature.

ARTICLE IV - OFFICERS

Section 1. 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 (1) year.

Section 2. 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 of the duties and responsibilities of the President in the President's absence or in the President's inability or unwillingness to fulfill the duties of office, such inability or unwillingness to be determined by two-thirds (2/3rds) vote of the Board of Directors acting at a meeting where a quorum is present. Such action shall be reported to the membership within thirty (30) days of the removal. ~~and reported to the general membership for approval within twenty one (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.

Section 3. 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 may delegate such duties and responsibilities to the Executive Director or such Assistant Secretary as may be approved by the Board. The Secretary shall serve a term of two (2) years and may not serve more than two (2) consecutive terms without at least a one (1) year break in service in that office.**

Section 4. 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 duties of the Treasurer may be delegated to the Executive Director or such Assistant Treasurer as may be approved by the Board. Notwithstanding the above, the Treasurer shall be and remain obligated to remain current in his or her monitoring of NATCO financial matters. The Treasurer will present a financial report when called upon by the President. The Treasurer will work with the Executive Director to develop and present the proposed budget for adoption by the Board of Directors. The Treasurer will serve a two (2) year term and may serve not more than two (2) consecutive terms in office without at least a one (1) year break in service. The Treasurer shall have all of the rights and privileges consistent with the office of Treasurer.**

Section 5. 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 (1) year. The Immediate Past President shall represent NATCO on the UNOS Board of Directors.

Section 6. Executive Director. There shall be an executive director of NATCO chosen and retained by the Board of Directors, who shall serve at the pleasure of the Board. The Executive Director shall be charged with the hiring, discharge, and direction of all employees, contractors, and agents of NATCO and shall manage and administer the day-to-day activities and operations of the Organization. The Executive Director shall serve as an ex-officio non-voting member of the NATCO Board of Directors and Executive Committee.

Section 7. Election. The President-Elect, Secretary and Treasurer shall be elected by the voting membership of NATCO at the Annual meeting of the Organization. Such election shall be conducted as set forth in Article III, Section 5 of these Bylaws.

Section 8. Removal. Any officer of the Organization may be removed by the Board of Directors in conformity with the process set forth in Article III, Section 12 of these Bylaws.

Section 9. Vacancy. A vacancy among the officers of NATCO because of death, resignation, removal or disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the officer's term. The Board member appointed to fill such officer position shall serve until replaced through the regular officer/director election process.

Section 10. Compensation. Officers will not receive compensation for their services but may be reimbursed for documented costs and expenses in accordance with a Board established NATCO reimbursement policy.

ARTICLE V - COMMITTEES

Section 1. Committees of NATCO. There shall be the following standing committees: 1) Ethics, 2) Hospital Engagement, 3) Procurement, 4) Tissue, 5) Family Services, 6) Thoracic, 7) Abdominal, 8) Living Donor, 9) Nominations and Elections, 10, Public Policy, and 11) Research and 12) Executive Committee.

Section 2. Committee Composition. Committees of NATCO will be comprised of volunteer member practicing in the specific area related to the committee and will be called upon from time to time to provide their expertise or volunteer service in support of NATCO educational meetings or other Board projects of initiatives. The President of NATCO will be charged with the appointment of each committee and/or workgroup chair.

Section 3. Ethics Committee. The **Ethics Committee** establishes and maintains a process to research ethical issues in donation and transplantation and participates in forums for discussion and understanding of ethical principles. The Ethics Committee will also create new position statements and review current position statements on various topics important to NATCO membership.

Section 4. Hospital Engagement Committee. The **Hospital Engagement Committee** will be responsible for providing educational and practice content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to workgroups or special projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing, and developing the standards of practice of the hospital engagement professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 5. Procurement Committee. The **Procurement Committee** will be responsible for providing educational and practice content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing, and developing the standards of practice of the procurement professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 6. Tissue Committee. The **Tissue Committee** will be responsible for providing educational and practice content expertise to the President, the Board of Directors, other committees and the NATCO membership for best practices. The Committee will be responsible for providing content expertise to workgroups or special projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO

membership, establishing and developing the standards of practice of the procurement professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 7. Family Services Committee. The **Family Services Committee** will be responsible for providing content expertise to the President, the Board of Directors, other committees and the NATCO membership. The Committee will be responsible for providing content expertise to wWorkgroups or sSpecial pProjects as requested by the President and/or Board of Directors to meet the strategic initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the family care and authorization professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 8. Thoracic Committee. The **Thoracic Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The Committee will be responsible for providing content expertise to wWorkgroups or sSpecial pProjects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the thoracic transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 9. Abdominal Committee. The **Abdominal Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The committee will be responsible to provide content expertise to wWorkgroups or sSpecial pProjects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The Committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the abdominal transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 10. Living Donor Committee. The **Living Donor Committee** will be responsible for providing content expertise to the President, the Board of Directors, other Committees and the NATCO membership. The Committee will be responsible to provide content expertise to Workgroups or Special Projects as requested by the President and/or Board of Directors to meet the Strategic Initiatives of NATCO. The committee will assist in identifying the educational needs of the NATCO membership, establishing and developing the standards of practice of the living donor transplant professional, advocating on behalf of the NATCO membership, and developing responses on behalf of the Board of Directors to legislative, regulatory and policy development in the donation and transplantation community.

Section 11. Nominations and Elections Committee. The **Nominations and Elections Committee** will identify and recommend to the Board the slate of candidates for elected office by identifying NATCO members who are qualified to lead the organization in accordance with guidelines approved by the Board of Directors. The Nominations and Elections Committee will consist of at least five (5) Past Presidents.

Section 12. Public Policy Committee. The **Public Policy Committee** will work with the Immediate Past President, the Past President and the Washington [D.C. based consultant](#) ~~Representative~~ to set legislative priorities, and to communicate these initiatives to the membership and to facilitate membership participation and active support of these legislative initiatives. The Public Policy Committee will also create position statements on various topics important to NATCO membership. The Public Policy Committee will develop responses to requests by the OPTN for public comment for review by the Board of Directors.

Section 13. Research Committee. This committee will develop and publish appropriate guidelines for presentation of scientific data provided by NATCO members. They may conduct research and/or direct surveys on behalf of the membership and ultimately maintain results for publication. The Research Committee will develop educational materials and tools to facilitate membership participation and contribution to related research.

Section 14. Executive Committee. There shall be an Executive Committee of NATCO comprised of its five (5) officers. The Executive Director of NATCO shall be a *non-voting ex-officio* member of the Executive Committee. The Executive Committee may, to the extent permitted by law, exercise the authority of the Board between meetings of the Board. A majority of the voting members of the Executive Committee shall constitute a quorum and action taken by the Executive Committee shall require a majority vote of the voting members at a meeting where a quorum is present. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any three (3) members of the Committee.

Section 15. Other Committees. The Board of Directors shall determine what other standing committees or workgroups may be necessary to best effectuate the will of the Board and membership and shall appoint such committees and their chairs, as provided in these Bylaws. The Board of Directors may also dissolve any committee or workgroup by majority vote of the voting members of the Board at a meeting where a quorum is present.

Section 16. Telephone Meetings. Except where otherwise prohibited by law, the members of any NATCO committee may participate in a meeting of the same by means of a conference telephone call or similar video or electronic communications equipment by means of which all committee members participating may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VI – MISCELLANEOUS

Section 1. Budget. For each fiscal year of NATCO, the Executive Director in coordination and consultation with the Treasurer and chairs of each committee and workgroup shall prepare a proposed annual budget. The Treasurer, or the Executive Director, shall transmit the proposed budget to the Board of Directors for the coming fiscal year not less than sixty (60) days prior to the end of the then calendar year. Upon receipt of the recommended budget the Board shall review the same and after consideration and deliberation approve a budget for the coming fiscal year. Such Board approval shall occur not later than December 31 for the next fiscal year.

Section 2. Dues and Fees. The Board of Directors shall be charged with establishing policies and procedures regarding the annual membership dues, including the establishment of late fees, reinstatement fees, partial or pro-rated annual dues and application fees. ~~The Board shall also be charged with consideration and approval of Annual Meeting registration fees as recommended by the Treasurer and Executive Director.~~

Section 3. Rules. The Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the Organization.

Section 4. Fiscal Year. The fiscal year of the Organization shall be as fixed by the Board of Directors.

Section 5. Indemnification. Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding"), by reason of the fact the he or she is or was a director or officer of the Organization, shall be indemnified and held harmless by NATCO to the fullest extent permitted by the laws of the State of Texas, though not in excess of the actual amount of the Organization's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities, and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of willful or intentional misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of NATCO.

Section 7. Insurance. The Board of Directors, working with the Executive Director, will undertake to ensure that the Organization carries appropriate property and casualty insurance, workers' compensation insurance, commercial general liability insurance, Directors and Officers liability insurance all in commercially reasonable limits, as well as such other coverages as may be appropriate to the liability risks presented NATCO.

Section 8. Amendments to Bylaws. Except as otherwise provided in applicable Texas Code provisions, these Bylaws of NATCO, including this Article VI, may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors.

Section 9. Dissolution. In the case of dissolution of NATCO as a corporate entity or the winding up of its affairs, the assets the Organization shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, director, committee member, or any Association member or contributor.

Section 10. Parliamentary Procedure. 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 as may be enacted by the Board. A parliamentarian

may be appointed or retained by the Board of Directors for any meeting of the NATCO membership or Board of Directors