

BY- LAWS OF THE
AMERICAN BOARD OF HISTOCOMPATIBILITY
AND IMMUNOGENETICS

ARTICLE I

Definitions

Section 1.

Board. Wherever used herein, the term "Board" shall refer to the Board of Directors of the American Board of Histocompatibility and Immunogenetics as defined in Article VI, Section 1.

Director. Wherever used herein, the term "Director" shall refer to a member of the Board of Directors.

Chair. Wherever used herein, the term "Chair" shall refer to the chairman of a committee.

Registry. Wherever used herein, the term "Registry" shall refer to the American Registry of Histocompatibility and Immunogenetics.

Society. Wherever used herein, the term "Society" shall refer to the American Society for Histocompatibility and Immunogenetics (ASHI).

Certified Individual. Wherever used herein, the term "Certified Individual" shall refer to a person holding a certificate of competency in Histocompatibility and Immunogenetics, or any sub areas or levels thereof which has been awarded by the American Board of Histocompatibility and Immunogenetics.

Histocompatibility and Immunogenetics. The laboratory science of histocompatibility and immunogenetics is concerned with the study of genetic polymorphism in healthy subjects and patients in relation to the development, performance and interpretation of tests for histocompatibility and other applications in medicine and biology. The occupation includes the following major areas:

1. Identification of human leukocyte antigens, their genes and other genetic systems commonly studied in connection with the HLA system.
2. Genotype analysis of family segregation data.
3. Production, procurement, and characterization of antibodies, immune cells and genetic probes for products and genes of the major histocompatibility complex (MHC).
4. Functional histocompatibility assays including mixed lymphocyte culture reactions and cell-mediated cytolytic reactions.
5. Application of polymorphisms to questions of parentage, genetic relationship, and disease risk.
6. Principles of transplantation immunology, self-recognition, and MHC restriction of immune responses.
7. Behavior of MHC genes in populations and their significance to anthropology and evolution.
8. Principles of laboratory administration, quality control, quality assurance and personnel management.
9. Knowledge of rules and policies pertaining to the laboratory aspects of human organ transplantation and organ sharing at the national, regional and local levels.

ARTICLE II

Name and Sponsor

Section 1. Name. The official name and title by which the corporation shall be known is the American Board of Histocompatibility and Immunogenetics.

Section 2. Sponsor. The Board is sponsored by the American Society for Histocompatibility and Immunogenetics. The Board is legally and administratively separate from the Society in all matters pertaining to certification of individuals.

ARTICLE III

Purposes

Section 1. Purposes Stated in Articles. The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation, as may be amended, including:

- A. To implement the educational and competency standards established by the Society for laboratory personnel by means of certification.
- B. To define and promote laboratory work in histocompatibility and immunogenetics as an occupation in the public sector.
- C. To examine individuals at the pre-doctoral and post-doctoral levels on a national scale and to issue certificates of competency to successful applicants in the name of the Board.
- D. To maintain a registry of certified individuals and to disseminate other information by publications or other means.
- E. To promote continued professional growth and to document such activity.

Section 2. IRS Exemption Statement. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

"Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

ARTICLE IV

Offices and Records

Section 1. Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the corporation in the State of Missouri shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provision of law. Unless otherwise permitted by law, the address of the registered office of the corporation and the address of the business office of the registered agent shall be identical.

Section 2. Corporate Offices. The corporation may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the corporation may require. The "principal place of business" or "principal business" or "executive" office or offices of the corporation shall be at the headquarters of the American Society of Histocompatibility and Immunogenetics or as may be fixed and so designated from time to time by the Board of Directors, but the location or residence of the corporation in Missouri shall be deemed for all purposes to be in the county in which its registered office in Missouri is maintained.

Section 3. Records. The corporation shall keep at its registered office, or principal place of business, original or duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of residence of its officers and directors, and from time to time such other or additional records, statements, lists, and information as may be required by law or these By-Laws.

Section 4. Inspection of Records. A member, if S/he is entitled and demands to inspect the records of the corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation. A member may delegate the right of inspection to a certified or public accountant on the condition, to be enforced at the option of the corporation, that the member and accountant agree with the corporation to furnish to the corporation promptly a true and correct copy of each report with respect to such inspection made by such accountant. No member shall use, permit to be used or acquiesce in the use by others of any information so obtained to the detriment competitively of the corporation, nor shall he furnish or permit to be furnished any information so obtained to any competitor or prospective competitor of the corporation. The corporation as a condition precedent to any member's inspection of the records of the corporation may require the member to indemnify the corporation, in such manner and for such amount as may be determined by the Board, against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such member of information obtained in the course of such inspection. All such inspections shall be at no cost to the corporation.

ARTICLE V

Officers

Section 1. Officers. The officers of the corporation shall be a President, who shall be a member of the corporation, President-Elect, Immediate Past President and one or more Vice President, a Treasurer, a Secretary and such other officers as the Board may determine.

Section 2. Election. The President-Elect shall Chair the Nominations Committee, which shall be comprised of the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer. The Nominations Committee shall prepare a slate of nominees for Officers and distribute to the Board thirty (30) days prior to the annual meeting. Nominees shall be ABHI certified CHS or Diplomate level. Election of Officers shall be by ballot of the Board at the annual meeting of the Board. Tellers to count the ballots will be appointed by the Board. Results will be certified by the tellers to the Secretary. Results of the election will be announced during the meeting.

Section 3. Term of Office. The President, President-Elect, Immediate Past President, Vice President each shall hold office at the pleasure of the Board for a term of one (1) year which will terminate at the annual meeting of the Board one (1) year succeeding election or appointment or upon removal as herein set forth. The President-Elect and Vice President are elected officials, with the President-Elect becoming the new President at the end of the term, and the President becoming the Immediate Past President upon the accession of the President-Elect to the office of President. To be consistent with the term of office for other officers, a sequence of three (3), one year terms are construed as one term of office. The sequence is Vice-President to President-Elect to President.

The Secretary and Treasurer of the corporation shall hold office at the pleasure of the Board for a term of three years which shall terminate at the annual meeting of the Board held three (3) years succeeding election or appointment or upon removal as herein set forth.

Section 4. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board with cause by a vote of the majority of the Board.

Section 5. Salaries and Compensation. Officers of the corporation shall receive such compensation for services as officers as may be determined from time to time by the Board, provided that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefor.

Section 6. President. The President shall be the chief executive officer of the corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation and s/he shall carry into effect all directions and resolutions of the Board. S/he shall preside at all meetings of the Board at which s/he may be present.

S/he shall execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation.

S/he shall have such other or further duties and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board.

Section 7. President-Elect. The President-Elect shall, in the absence, disability or inability to act of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall from time to time prescribe. The President-Elect shall chair the Nominations Committee which shall be composed of the members of the Executive Committee.

Section 8. Vice-President. The Vice-President shall, in the absence, disability or inability to act of both the President, and the President-Elect perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall from time to time prescribe.

Section 9. Immediate Past President. The Immediate Past President will be responsible for reporting the activities of

the ABHI Board to ASHI. The Immediate Past President shall perform other duties as the Board shall prescribe.

Section 10. Secretary. The Secretary shall attend all meetings of the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. S/he shall perform like duties for any standing committees when requested by the Board or any such committee to do so.

S/he shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or home office of the corporation in Missouri or elsewhere, are so maintained.

S/he shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, s/he shall attest the same by his signature.

S/he shall perform such other duties and have such other authority as may be prescribed elsewhere in these by-laws or from time to time by the Board or the President of the corporation, under whose direct supervision s/he shall be.

S/he shall have the general duties, powers and responsibilities of a secretary of a corporation.

Any assistant secretary appointed by the Board, in the absence, disability or inability of the Secretary to act, may perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other authority as the Board may from time to time prescribe.

Section 11. Treasurer. The Treasurer shall have responsibility for the safekeeping of the funds and securities of the corporation, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep, or cause to be kept, all other books of account and accounting records of the corporation. S/he shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board or by any officer of the corporation to whom such authority has been granted by the Board.

S/he shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board, and shall render to the chief executive officer of the corporation and the directors whenever they may so require, an account of all his/her transactions as Treasurer and of those under his/her jurisdiction, and of the financial condition of the corporation.

S/he shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these by-laws or from time to time by the Board.

S/he shall have the general duties, powers and responsibility of a Treasurer of a corporation, and shall, unless otherwise provided by the Board, be the chief financial and accounting officer of the corporation.

If required by the Board, s/he shall give the corporation such bond as it shall determine appropriate for the faithful performance of his/her duties.

Any Assistant Treasurer appointed by the Board, in the absence, disability or inability to act of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other authority as the Board may from time to time prescribe.

Section 12. Executive Secretary. An Executive Secretary shall be appointed by the Board of Directors and shall be a non-voting member of the Board. The Executive Secretary shall have such duties and have such authority and responsibility as the Board may from time to time prescribe.

Section 13. Duties of Officers may be Delegated. The Board may delegate, some or all of the functions, duties and powers of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board concurs therein.

ARTICLE VI

Directors

Section 1. Number. The number of directors to constitute the Board shall be at least nine (9) but not more than twenty (20). The number of directors maybe increased or decreased by amendment to the by-laws, in accordance with the articles of incorporation and the applicable laws of the State of Missouri. Each director named in the articles of incorporation shall serve until the first annual meeting of the Board and until his/her successor shall have been elected and commenced his/her term of office. The first Board shall hold office until the first annual meeting of members. The directors shall consist of officers as defined in Article V, Section 1, standing committee Chairs, one or more at-large ABHI certified individuals and a public representative.

A public representative shall be an individual from either (a) a private non-profit voluntary health organization which is engaged on a national scale in field of organ transplantation or (b) an individual who represents the general public, which may include, but is not limited to transplant recipients, transplant registrants, or an individual from the fields of law, credentialing, health care financing, labor or management.

An at-large ABHI certified individual shall represent the membership of ABHI and will perform duties as prescribed by the Board.

Section 2. Election. Officers shall be elected as described in Article V, Section 2. The Nominations Committee comprised of the members of the Executive committee shall prepare a slate of nominees for Public Representative and At-Large Representative(s) and distribute to the Board thirty (30) days prior to the annual meeting. Election of these Directors shall be by ballot of the Board at the annual meeting of the Board. Tellers to count the ballots will be appointed by the Board. Results will be certified by the tellers to the Secretary. Results of the election will be announced during the meeting. The Chairs of all committees will be appointed by the President of the Board with the advice and consent of the Directors.

Section 3. Term of Office. With the exception of President, President-Elect, Immediate Past President, and Vice President who have terms of 1 year, the term of each director shall be three (3) years, which terms shall begin at the completion of the calendar year following their appointment. The terms of office of the directors shall be so staggered that approximately one-third (1/3) of such terms expire each year. A director may be reelected or reappointed for one additional three (3) year term.

Section 4. Duties and Powers. The property and affairs of the corporation shall be controlled and managed by the directors, acting as the Board. The Board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the articles of incorporation or these by-laws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a not-for-profit corporation organized under the laws of the State of Missouri, (2) none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation, (3) all income and property of the corporation shall be applied exclusively for its not-for-profit purposes, (4) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, (5) the corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the corporation.

Section 5. Meetings. The Board shall meet at least annually in conjunction with the ASHI annual meeting or other national meeting upon which a majority of the Board shall agree. Notice of an annual meeting shall be given to each elected director not less than five (5) days before the date of the annual meeting. Regular meetings may be held at such times as the Board may from time to time determine. Members of the Board or any committee designated by the Board

may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, provided the directors or committee members have been notified in advance of the agenda for the meeting and the anticipated length of the conference call.

The President of the Board shall preside at each meeting. In the absence of the President, the President-Elect shall preside. In the absence of the President-Elect, the Vice-President shall preside. If none are present, a member of the Board shall be chosen President of the meeting by the majority of the directors present and shall preside.

Section 6. Notice.

- A. Regular Meetings. Regular meetings of the Board may be held without notice at such times and places either within or without the State of Missouri as shall from time to time be fixed by resolution adopted by the full Board. Any business may be transacted at a regular meeting.
- B. Special Meetings. Special meetings of the Board may be called at any time by the President of the Board, the President-Elect, a Vice-President or by a vote of two-thirds (2/3) of the directors, provided the directors have been notified in advance of the agenda for the meeting. The place may be within or without the State of Missouri as designated in the notice. Notice shall be served upon each director in person or by mail addressed to him/her at his/her last known post office address at least five (5) days prior to the date of such meeting, specifying the time and date of and the business to be conducted at such meeting.

Section 7. Committees. The Board shall have standing and ad hoc committees, which shall consist of such members, and have such powers and duties, as are hereinafter set forth. The chairman of all committees shall be ABHI certified CHS or Diplomate and appointed by the President of the Board with the advice and consent of the Directors. Based on need, the President of the Board with the advice and consent of the Directors may waive this requirement and appoint an ABHI certified CHT with 5 or more years of histocompatibility experience as a committee chair. In addition, the Board, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall have and exercise the authority of the Board in the management of the corporation to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him/her by law. All outgoing chairpersons may be requested to remain in an advisory capacity for one year on their committee.

The ABHI Board of Directors, ABHI officers, and any individual serving as an ABHI Committee member is obliged to uphold the philosophy, purpose, and goals of the ABHI organization. Any breach of confidentiality may be grounds for removal by the Board with a majority vote. If removed, the individual will not be allowed to serve a any ABHI committees, and may result in loss of certification, depending on severity of the breach.

Other committees not having the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board.

- A. Executive Committee. The Executive Committee shall consist of the Officers of the corporation as defined in Article V, Sections 1, 2, and 3. The President, President-Elect, Immediate Past President or Vice-President of the Board shall preside at meetings of the committee. Minutes of the proceedings shall be subject to review by the whole Board. The duties of the Executive Committee shall be to act on procedural and policy matters during intervals between meetings of the Board or any matters as are referred to it by the President.
- B. CHA/CHT/CHS Credentials Committee. The Credentials Committee shall consist of a minimum of 3 members, including the chair. The Chair of the Credentials Committee shall be appointed by the President of the Board with the advice and consent of the Directors. The members of the Credentials Committee shall be appointed by the Chair of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. If a member other than the Chair

is unable to complete the term of office, a new member will be appointed by the chairman to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year. Members shall include certified individuals from each subarea or level in which examinations are offered. The Credentials Committee shall (1) investigate and determine the eligibility of applicants for examination; and (2) make recommendations to the Board with respect to the granting of such certificates to applicants therefore. This committee shall not have the power itself to grant or issue any certificate.

- C. CHA/CHT/CHS Examinations Committee. The Examinations Committee shall consist of at least seven (7) and no more than twelve (12) members. The Chair of the CHA/CHT/CHS Examinations Committee shall be appointed by the President of the Board with the advice and consent of the Directors. The members of the CHA/CHT/CHS Examinations Committee shall be appointed by the Chair of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. Members shall include certified individuals in each subarea or level in which examinations are offered. If a member other than the Chair is unable to complete the term of office, a new member will be appointed by the Chair to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the executive committee. The CHA/CHT/CHS Examinations Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examinations at sites and at intervals as are determined by the Board. The results of examinations and their validation shall be recorded by the committee and made available to the Board.
- D. CHA/CHT/CHS Continuing Certification Committee. The CHA/CHT/CHS Continuing Certification Committee shall consist of at least seven (7) and no more than twelve (12) members. The Chair of the CHA/CHT/CHS Continuing Certification Committee shall be appointed by the President of the Board, with the advice and consent of the Directors. The members of the CHA/CHT/CHS Continuing Certification Committee shall be appointed by the Chair of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. If a member other than the Chair is unable to complete the term of office, a new member will be appointed by the Chair to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the executive committee. The CHA/CHT/CHS Continuing Certification Committee shall (1) develop, promote and operate a program for recertifying individuals who wish to maintain active certification status at three year intervals following initial certification, (2) maintain a computerized record of credits for Registry Participants, (3) maintain and publish a registry of Certified Histocompatibility Associates, Technologists and Specialists, (4) in cooperation with the Director Continuing Certification Committee, provide approval of content in regards to educational programs that the committee considers for continuing education credits.
- E. Director Credentials Committee. The Director Credentials Committee shall consist of at least three (3) and not more than five (5) members and serve a three year term of office with approximately one third the members terms expiring every year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Board. Members shall be individuals who hold doctorate degrees and have been certified at the doctoral level as Diplomates of the American Board of Histocompatibility and Immunogenetics. The Chair of the Director Credentials Committee shall be appointed by the President of the Board, with the advice and consent of the Directors. The Director Credentials Committee shall (1) investigate and determine the eligibility of applicants for examination; and (2) make recommendations to the Board with respect to the granting of such certificates to the applicants. This committee shall not have the power itself to grant or issue any certificate.

- F. Director Examination Committee. The Director Examination Committee shall consist of at least five(5) and no more than eight (8) members and serve a four (4) year term of office with approximately one half (1/2) of the members terms expiring every two years. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Board. Members shall be individuals who hold doctorate degrees and have been certified at the doctoral level as Diplomates of the American Board of Histocompatibility and Immunogenetics. The Chair of the Director Examination Committee shall be appointed by the President of the Board, with the advice and consent of the Directors. The Director Examination Committee shall be responsible for determining the content and passing scores for examinations and for determining the administration of examinations at sites and at intervals with the approval of the Board. The results of examinations and their validation shall be recorded by the committee and made available to the Board. Certification will be for a period of years to be decided by the Board. At the end of the stated period, renewal of the certificate will be by re-examination or by submission of continuing education credits.
- G. Director Continuing Certification Committee. The Director Continuing Certification Committee shall consist of at least three (3) and not more than five (5) members and serve a three year term of office with approximately one third of the members terms expiring every year. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the executive committee. Members shall be individuals who hold doctorate degrees and have been certified at the doctoral level as Diplomates of the American Board of Histocompatibility and Immunogenetics. The Chair of the Director Continuing Certification Committee shall be appointed by the President of the Board, with the advice and consent of the Directors. The Director Continuing Certification Committee shall (1) develop, promote and operate a program for recertifying individuals who wish to maintain active certification status at three year intervals following initial certification, (2) maintain a computerized record of credits for Registry Participants, (3) maintain and publish a registry of Certified ABHI Diplomates and (4) in cooperation with the CHA/CHT/CHS Continuing Certification Committee, provide approval of content in regards to educational programs that the committee considers for continuing education credits.
- H. Judiciary Committee. Notwithstanding any provisions of the preceding sections of this Article or of any other Article of the by-laws authorizing, permitting, or contemplating the exercise of any power or the making of any decision, finding, or determination of the Credentials and Examinations Committees or any other committee, the Judiciary Committee, shall have final authority to prescribe, determine and decide all disputed matters and questions relating to or arising under any of the provisions of these by-laws. The Judiciary Committee shall have eleven (11) and be composed of a chairperson and five (5) CHA/CHT/CHS certified individuals, at least one of which will be a Director and five (5) ABHI Diplomates, at least one of which will be a Director. The Chair will utilize the members of the committee that have the appropriate certification for the decision being made. The Chair's vote will be used in the event an alternate is needed or a tie breaking vote is needed. The Chair of the committee shall be appointed by the President of the Board with the advice and consent of the Directors. The members of the Judiciary Committee shall be appointed by the Chair of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. The expiration of the Directors terms will coincide with their elected term of office. If a member other than the Chair is unable to complete the term of office, a new member will be appointed by the Chair to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year ,or may be extended upon the vote of the executive committee,.
- I. Financial Committee. The Financial Committee shall consist of 5 (five) to 12 (twelve) members. The committee Chair shall be the ABHI Treasurer. The Immediate Past President shall serve as a committee member. The members of the Financial Committee shall be appointed by the Chair of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. If a member other than the Chair is unable to complete the term of office, a

new member will be appointed by the Chair to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the executive committee,

- J. Publications Committee. The Publications Committee shall consist of **5 (five) to 10 (ten)** members. The committee Chair shall be appointed by the President of the Board with the advice and consent of the Directors. Members shall include the Executive committee and all committee Chairs.

The Publications Committee shall make contributions to and publish a periodic newsletter to keep certified individuals at the pre-doctoral and post-doctoral levels informed of the activities of the ABHI committees, ABHI approved continuing education programs, employment opportunities and other topics of interest.

1. The Website Sub-Committee. The Website Sub-Committee shall consist of 5 (five) to 10 (ten) members. The sub-committee Chair shall be appointed by the President of the Board with the advice and consent of the Directors. The members of the Website Sub-Committee shall be appointed by the Chair of the committee. The Chair of the Publications Committee will serve as a member. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Chair, with equitable numbers of members rotating on and off the committee each year. If a member other than the Chair is unable to complete the term of office, a new member will be appointed by the Chair to complete the term. Completing another member's term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year or may be extended upon the vote of the executive committee

- K. Other Standing Committees. The President, with the approval of the Board, may appoint additional standing committees as the need arises.

- L. Ad hoc Committees. The President of the Board shall be empowered to appoint ad hoc committees, which shall report to the Board at the request of the President.

- M. Liaison with the Society. The ASHI Board of Directors may designate a member of the Society to serve as a liaison with the Board. Committees of the Society may designate advisors to the Board. Society advisors and liaison members shall not vote on any matter before the Board.

Section 8. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 9. Quorum. At all meetings of the Board, a majority of the full Board shall, unless a greater number as to any particular matter is required by the articles of incorporation or these by-laws, constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum present, except as may be otherwise specifically provided by statute, the articles of incorporation, or these by-laws, shall be the act of the Board.

Section 10. Vacancies. Vacancies among the directors resulting from the death, resignation, removal, incapacity or disqualification of a director, ineligibility for reelection or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the Board at any regular meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these by-laws, and shall serve for the remaining unexpired term of his predecessor and until his successor has been duly elected and has commenced his term of office.

Section 11. Resignation. Any director may resign from the Board. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board as such resignation may provide.

Any member of the Board absent for 3 meetings in any twelve-month period without permission from the President

may, by vote of a majority of the other directors, be held to have resigned his office.

Section 12. Action Without a Meeting. If all the directors severally or collectively consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board.

Section 13. Indemnification of Directors and Officers. Each director or officer, or former director or officer, of the corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been such director or officer; and any person who, at the request of the corporation, served as director or officer of another corporation in which the corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon.

In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

Section 14. Compensation of Directors and Committee Members. Directors shall not receive any compensation for their services as such, or for attending meetings of the Board provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 15. Expenses. Each member of the Board shall be allowed such traveling expenses and other out-of-pocket disbursements and expenses actually paid or incurred in connection with attending special meetings of the Board, or otherwise in connection with the activities and affairs of the Board or the Executive Committee within the limitations of the budget. Traveling expenses to the annual meetings of the Board shall not be paid to any director if that meeting occurs at the time of a national meeting of a society which that director generally attends. However, that director shall be reimbursed for reasonable living expenses during the time period s/he otherwise would not be attending that national meeting.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given under the provisions of these by-laws, the articles of incorporation, or any law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. To the extent provided by law, attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

ARTICLE VIII

Certification of Histocompatibility Associates (CHA)

Section 1. Education, Training and Experience Requirements. Certification as a Histocompatibility Associate may be granted or issued by the American Board of Histocompatibility and Immunogenetics to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he had made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this Article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) completed 24 semester hours of science courses from an accredited college or university that include-- (i) Six semester hours of chemistry; (ii) Six semester hours of biology; and (iii) Twelve semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least two (2) years of notarized, documented relevant full-time work experience in a laboratory which is approved by the Society or one in which the laboratory director meets the standards of the Society for an accredited laboratory. Time requirements to sit for the exam will include through the end of the month in which the exam is administered. This experience must be completed within 5 years of the application date and prior to the end of the month in which the exam is administered

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the director does not meet standards of the Society for director, may fulfill the requirement by sponsorship. Written recommendations from two qualified sponsors, to include CHS or directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Directors must be ABHI certified or the director of an ASHI, UNOS, EFI (European Federation for Immunogenetics), ASEATTA (Australian and South East Asian Tissue Typing Association) or BSHI (British Society for Histocompatibility and Immunogenetics) accredited laboratory. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE IX

Certification of Histocompatibility Technologist (CHT)

Section 1. Education, Training and Experience Requirements. Certification as a Histocompatibility Technologist may be granted or issued by the American Board of Histocompatibility and Immunogenetics to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he had made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this Article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) possess a baccalaureate degree in chemical, physical, biological or clinical laboratory science from an accredited college or university or possess a baccalaureate degree with at least 24 semester hours of science courses that include-- (i) Six semester hours of chemistry; (ii) Six semester hours of biology; and (iii) Twelve semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least one (1) year of notarized, documented relevant full-time work experience in a laboratory which is approved by the Society or one in which the laboratory director meets the standards of the Society for an accredited laboratory. Time requirements to sit for the exam will include through the end of the month in which the exam is administered. This experience must be completed within 5 years of the application date and prior to the end of the month in which the exam is administered

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the director does not meet standards of the Society for director, may fulfill the requirement by sponsorship. Written recommendations from two qualified sponsors, to include CHS or directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Directors must be ABHI certified or the director of an ASHI, UNOS, EFI (European Federation for Immunogenetics), ASEATTA (Australian and South East Asian Tissue Typing Association) or BSHI (British Society for Histocompatibility and Immunogenetics) accredited laboratory. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE X

Certification of Histocompatibility Specialist (CHS)

Section 1. Education, Training and Experience Requirements. Certification as a Histocompatibility Specialist may be granted or issued by the American Board of Histocompatibility and Immunogenetics to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he has made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this Article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) possess a baccalaureate degree in chemical, physical, biological or clinical laboratory science from an accredited college or university or possess a baccalaureate degree with at least 24 semester hours of science courses that include-- (i) Six semester hours of chemistry; (ii) Six semester hours of biology; and (iii) Twelve semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least five (5) years of notarized, documented relevant full-time work experience, in a laboratory which is approved by the Society or one in which the laboratory director meets the standards of the Society for an accredited laboratory, and c) have notarized written verification of histocompatibility work experience in the form of a letter from the laboratory director which states the length of time in histocompatibility testing, details of the work performed, a brief description of the procedures used and the director's signature. This experience must be completed within 10 years of the application date and prior to the end of the month in which the exam is administered.

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the director does not meet standards of the Society for director, may fulfill the requirement by sponsorship. Written recommendations from two qualified sponsors, to include CHS or directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Directors must be ABHI certified or the director of an ASHI, UNOS, EFI (European Federation for Immunogenetics), ASEATTA (Australian and South East Asian Tissue Typing Association) or BSHI (British Society for Histocompatibility and Immunogenetics) accredited laboratory. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE XI

Diplomate Certification

Section 1. Education, Training and Experience Requirements. Certification as a Diplomate may be granted or issued by the American Board of Histocompatibility and Immunogenetics to qualified individuals on recommendations of the Board. Such certificates shall not be granted or issued to any person unless she/he has made application thereof and has been found by examination to be qualified in accordance with the provision of this Article. Any applicant for such a certificate shall possess an earned doctoral degree (Ph.D.) in a biological science or have a medical degree (M.D., D.O.) and be licensed to practice in the State in which the laboratory is located and meet one of the following requirements for experience:

A Have at least 2 years full-time post-doctoral laboratory training or experience in immunology, histocompatibility, immunogenetics, or a related field, or a residency in clinical and/or anatomic pathology or other related medical specialty, and have at least 2 years full-time post-doctoral training in directing or supervising high complexity testing in human histocompatibility and immunogenetics in an ASHI-accredited or approved laboratory.

B. If a candidate has relevant pre-doctoral experience supervising high complexity testing in human histocompatibility and immunogenetics in an ASHI-accredited or approved laboratory, this may be credited at a rate of 0.5 years of post-doctoral training per each year of appropriate pre-doctoral experience up to a total of 2 of 4 years of post-doctoral experience.

Experience as described above should have been accrued within an eight year period prior to the submission of the candidate's application. Exceptions will be reviewed on an individual basis.

Official documentation of clinical training and experience in histocompatibility and immunogenetics as well as general laboratory management must be submitted.

ARTICLE XII

Procedures

Section 1. Means for Judging Training and Experience.

- A. The acceptability of all training and experience is to be decided on an individual basis by the Credentials Committee.
- B. Laboratory experience should be acquired preferably in a Society certified and Medicare approved facility. Alternatively, laboratory experience may be acquired in a setting where an appropriate range of procedures is performed under competent direction, either in a clinical service laboratory or a basic research laboratory utilizing multiple procedures common to the discipline.
- C. Basic immunology and genetics can be obtained in many educational settings. Specialized training in histocompatibility and immunogenetics can be obtained at Society approved or sponsored programs and workshops or other offered by other organizations.

Section 2. Appeals Procedure. Any member of the Board or an applicant may appeal a decision on the qualifications of an applicant to participate in the examination process to the Judiciary Committee within thirty (30) days of notification of the application's rejection. Additional evidence must then be submitted for admittance to the examination procedure. The majority decision of the Judiciary Committee shall prevail.

Section 3. Applications. Each application for certification shall be signed by the applicant, notarized and filed with the Chair of the Credentials Committee; shall be in such form as prescribed by the Board; and shall be accompanied by such fee as prescribed by the Board.

Section 4. Examination of Applicant. Each applicant for certification who has been found eligible for examination shall submit to and satisfactorily pass such examination within three (3) years of approval of the original application. If more than three (3) years has elapsed, a candidate is required to provide evidence of additional training that is acceptable to the Board before making application a second time.

Section 5. Re-examination of Applicant. An applicant who fails the examination may apply for re-examination. There shall be no limitation to the number of times an applicant may be examined if applicant meets current requirements.

Section 6. Issuance of Certificate. Applicants who have completed the examination process shall receive written notification of their pass or fail status as certified by the Examinations Committee. Applicants who successfully met the eligibility and examination requirements shall be issued certificates of such form as prescribed or approved by the Board and the corporate seal shall be affixed.

Section 7. Revocation of Certificate. Any certificate granted or issued by the Board may be revoked, by resolution of the Board in case the granting or issuance of such certificate was contrary to or in violation of any provision of these by-laws, or in case the person to whom such certificate was granted:

- A. was ineligible at the time of granting or issuance of such certificate under the provisions of these by-laws at the time were in force, whether or not his/her ineligibility was known or could have been ascertained by the Board at the time of the granting or issuance of such certificate; or,
- B. made any misstatement or misrepresentation of fact, or omitted to state or concealed any fact, either in his/her application for such certificate or otherwise, as to any matter referred to in such application or in any of the preceding sections of this Article.

In the event any certificate is revoked as herein provided, it shall be the duty of the person having possession of the same to return such certificate to the Board upon their demand. The Board shall have power to proceed in any manner permitted by law to enforce the return of any certificate which has been revoked.

Section 8. Continuing Certification. Certified individuals will be issued certificates for a three (3) year period and must be recertified at three year intervals in order to maintain CERTIFICATION status with the Registry. Recertification shall be either by re-examination or by accumulation of credits for Registry approved continuing education and professional activities. An applicant may choose recertification by reexamination only if they meet current requirements for examination.

Section 9. Additional Areas of Certification. If the Board deems it desirable to develop certification in additional subareas or levels of the discipline, the Board, by an affirmative vote of two-thirds (2/3) of its members, may instruct the President to appoint a competency committee of outstanding authorities in the area under consideration. The committee shall formulate and recommend to the Board from time to time levels of competency to be possessed by applicants for certification in that field or level, and shall determine the eligibility of applicants for such certification.

ARTICLE XIII

General

Section 1. Loans Prohibited. The corporation shall not loan money to any officer or director of the corporation.

Section 2. Checks. All checks and similar instruments for the payment of money shall be signed by such officer or officers as the Board may from time to time designate. If no such designation is made, the President and either the Secretary or Treasurer shall have power to sign all such instruments in the name of the corporation which are executed or made in the ordinary course of the corporation's business.

Section 3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words: Corporate Seal-Missouri. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 4. Amendments. The Board shall have the power to make, alter, amend and repeal the by-laws of the corporation and to adopt new by-laws, which power may be exercised by a vote of three-fourths (3/4) of the majority of those members of the Board at a meeting where a quorum is present or when three-fourths (3/4) of the Board members vote by mail. The corporation shall keep at its principal office a copy of the by-laws, as amended, which shall be open to inspection by any Board member at all reasonable times during office hours.

Section 5. Conflicts of Interest. No officer, board member or committee member shall vote on any matter which would involve conflicts of interest.

Whenever an officer, board member or committee member has cause to believe that a matter to be voted upon would involve himself/herself in a conflict or possible conflict of interest, he/she shall announce the conflict or possible conflict of interest and shall abstain from voting on such matter. The question of whether an actual conflict exists shall

be decided by a majority vote of the Board or committee members involved in the matter. Any other member may raise a question of conflict of interest or possible conflict of interest with respect to any Board member or committee member present. The question of whether an actual conflict of interest exists shall be decided by a majority vote of the Board or of the committee involved in the matter. Decisions of committees on conflicts of interest are subject to review by the Board. Minutes of Board or committee votes on conflicts shall be matters of permanent record.

ARTICLE XIV

PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

CERTIFICATE

We, the undersigned, hereby certify that we acted as chairman and secretary, respectively, of a meeting of the Board of the above corporation held on the 6th day of May 2010 at which the foregoing by-laws were duly adopted as the by-laws of said corporation.

Dated:

President of the Meeting

Secretary of the Meeting