

AASLD CONSTITUTION

ARTICLE I

Name

The name of the Corporation is the American Association for the Study of Liver Diseases.

ARTICLE II

The American Association for the Study of Liver Diseases, henceforth termed the Association, is incorporated under the General Not-For-Profit Corporation Act of the State of Illinois. The Association was incorporated on March 23, 1950.

ARTICLE III

Objectives and Purposes

Section I

To foster the development, dissemination, and application of new knowledge about liver and biliary tract, and their diseases; to provide leadership and aid in medical education, research, and delivery of health care in this field.

Section II

To accomplish the purposes outlined in *Section I* by convening meetings for and otherwise communicating with members of the Association and others; to solicit and receive dues and donations; to receive, manage and invest real and personal property, money and securities; to disburse money and assets for activities in keeping with the stated purposes.

Section III

The purpose for which the Association is organized is the advancement of medical education, research and clinical care in the field of liver and biliary tract. The purpose is exclusively educational, scientific, and charitable. Any net earnings of the Association or any of its activities shall be devoted exclusively to such purposes, and shall not inure to the benefit of any individual.

ARTICLE IV

Powers

Section I

The Association shall vest its general management in a Governing Board, consisting of its officers and councilors.

Section II

Acting through its Governing Board, subject to the powers and restrictions of its certificate of incorporation and its bylaws, the Association is empowered to all and only such acts as are necessary or convenient to the objectives and purposes herein set forth. This organization shall act to the same extent and as fully as any natural person might or could do to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; it may enter into, make, perform, or carry out contracts with any firm, person, corporation or association; it may do any acts necessary or expedient for carrying out any or all of the objectives or purposes of the corporation; it may promote and carry out its objectives and purposes within or without the State of Illinois, in other states, the District of Columbia, the territories and the colonies of the United States, in Canada, or elsewhere.

Section III

The private property of the members shall not be subject to the payment of debts of this corporation to any extent whatever.

Section IV

The corporation shall have no capital stock, and is not organized for profit.

Section V

The existence of this corporation is intended to be perpetual.

Section VI

In the event that this corporation should be dissolved, the assets remaining after paying or adequately providing for debts and obligations of the corporation shall be distributed only to organizations which have or are entitled to receive favorable ruling of exemption from the Treasury Department of the United States as organizations described in Section 501(c) 3 of the Internal Revenue Code as now existing or hereafter amended, or any subsequent counterpart or equivalent of said Section.

AASLD BYLAWS

TITLE I

Membership

Section I

The membership of the Association shall be divided into eight categories: Regular, International, Fellow, Trainee, Associate, Emeritus, Honorary, and Corporate Affiliate members. Regular, Fellow and Emeritus members shall have voting rights as set forth herein. International, Trainee, Associate, Honorary and Corporate Affiliate members shall have no voting rights. The Governing Board may establish additional membership categories in its discretion, with such rights and obligations as the Governing Board deems appropriate. AASLD may delay the availability of any member benefit, such as discounted registration to the annual meeting, for up to six months from the date that a membership is effective.

Section II — Regular Members

Criteria for admission to Regular membership shall be determined by the Governing Board. Regular membership may include any scientist or physician or allied health professional as defined by the Governing Board residing in the United States, Canada, or Mexico who has contributed to the knowledge and/or practice of liver or biliary tract diseases. Regular members shall have all the rights and privileges of membership, including the right to vote, hold office and serve on Committees of AASLD.

Section III — International Members

Persons otherwise qualified for Regular membership, but residing in countries outside the United States, or Canada, or Mexico may be accepted for International membership by the same process as specified for Regular members. International members shall have all the rights and

privileges of Regular membership, except the right to vote, hold office or serve as a committee chair. Regular and Emeritus members residing outside the United States, Canada or Mexico may request, by letter to the Secretary, transfer to status as International members.

Section IV — Fellow Members

Fellow membership will be obtained by meeting criteria set forth by the Governing Board. The Fellow category recognizes AASLD members who have demonstrated superior achievement in the research and/or practice of Hepatology and who can work to inspire all in the field to attain the highest level of professional excellence. Applications are accepted and reviewed once a year and those members meeting criteria will have the designation of FAASLD. Fellow members based in the United States, or Canada, or Mexico shall have all rights accorded Regular members. Fellow members residing in countries outside the United States, or Canada, or Mexico shall have all rights accorded International Regular members.

Section V — Trainee Members

Trainees, certified by the Director of their Training Program, will be considered for Trainee membership. Trainees shall have all the rights of Regular membership except the right to vote, hold office or serve as a committee chair. The membership would be for the duration of their training, renewable annually, for no more than six consecutive years. Upon completion of their training program, they would be eligible for Regular or International membership at the current membership rates.

Section VI — Associate Members

Allied health professionals (for example nurses, nurse practitioners, physician assistants, pharmacists) who do not desire to become a Regular, International, or Trainee member but who

otherwise meet the criteria for Regular, International, or Trainee membership may apply for Associate membership by the same process specified for Regular members. Associate membership carries all the membership privileges except voting, holding office, and serving as committee chair (except for any committee comprised of Associate members).

Section VII — Emeritus Members

Emeritus membership shall be open to Regular and International members. Emeritus members must be at least 65 years of age, retired from full-time employment, with a minimum of 10 consecutive years of membership in good standing immediately preceding the request for Emeritus membership, and subject to approval by the Governing Board. Regular Emeritus members shall have all rights accorded Regular members. International Emeritus members shall have all rights accorded to International members. With the exception of payment for AASLD journal subscriptions, Emeritus members shall not be required to pay dues.

Section VIII — Honorary Members

Honorary membership will be bestowed upon individuals who have made substantial contributions to the field of hepatology but do not meet the criteria for AASLD membership. Honorary membership should be considered for individuals who are publicly recognized as providing on-going support of the field of hepatology or the Association. Honorary membership will carry all membership privileges except for voting and holding office and dues will not be required.

Section IX – Corporate Affiliate Members

Non-medically trained individuals in the healthcare industry may apply for Corporate Affiliate membership by the same process specified for Regular membership. In addition, a statement of their affiliation within the field would be required. Corporate Affiliate membership carries all the membership privileges except voting, holding office, and committee service.

Section X – Member Voting

Members shall have such voting rights as are provided for in these Bylaws. References to voting by ballot shall mean written, electronic, or other form of ballot as determined by the Governing Board.

TITLE II

Officers and Governing Board

Section I – Officers

The officers of the Association shall consist of a President, a President-Elect, a Secretary, and a Treasurer. The President shall be the chief executive officer of the Association, and shall, in general, perform all duties pertinent to the position. The President shall preside at the annual meeting of the Association.

The President-Elect shall, in the absence or inability to act of the President, assume his or her responsibilities.

The Secretary shall keep the minutes of all meetings of the Association and the Governing Board, shall be custodian of the corporate records, and shall perform all duties pertinent to the office of Secretary.

The Treasurer shall collect and be the custodian of all funds of the Association. He or she shall keep the books of account of the Association, and shall

present a report of its financial status quarterly to the Governing Board and at each annual meeting to the general membership. The accounts shall be audited annually by the Finance Committee, which shall also receive copies of the quarterly statements of the Treasurer.

Section II – Governing Board

The Governing Board shall consist of the President, President-Elect, Secretary, Treasurer, and seven Councilors, three elected as regular Councilors, three elected as Councilors-at-Large, and the Past-President of the Association who shall serve as a Councilor for the year immediately following his or her Presidency. The Executive Director shall serve as a non-voting ex-officio member of the Governing Board.

Affirmative action of a majority of the entire Governing Board shall be considered the action of the entire Governing Board for consent to or approval of issues. All activities of the Association, including the holding of elections and the preparation of programs for meetings of the members, shall be supervised and approved by the Governing Board.

Section III – Terms

The term of the office for the President and President-Elect shall be one year; the Secretary and Treasurer shall each serve a three-year, staggered term, subject to annual reconfirmation by the membership. The regular Councilor shall normally serve on the Governing Board for six years, three years as a Councilor, one year as President-Elect, one year as President, and a final year as Past-Presidential Councilor. The Councilor-at-Large shall serve on the Governing Board for three years. The Councilor-at-Large, Secretary and Treasurer are eligible for nomination as Councilor after one year off the Board.

The Councilor-at-Large is also eligible for nomination as Secretary or Treasurer after one year off the Board. The Councilor-at-Large, Secretary, and Treasurer, however, may not be nominated for the same position for a second term. Councilors will be ineligible for re-election to the Governing Board.

Section IV -- Vacancies

Vacancies on the Governing Board due to disability, death, or resignation, or other causes, shall be filled for the balance of the appropriate unexpired term or to the next election, whichever is earlier, by Presidential appointment, subject to approval by the Governing Board. The Nominating Committee shall propose a replacement for election.

Section V – Executive Committee

The Executive Committee will include the President, President-Elect, Secretary, Treasurer, and Senior Councilor (i.e., the Councilor serving the third year of his/her term) and the immediate Past-President. The Executive Director shall serve as a non-voting ex-officio member of the Executive Committee. The Executive Committee shall meet not less than twice a year and shall exercise the power of the Governing Board between its meetings. Four members shall constitute a quorum. The President may call a special meeting of the Executive Committee and must call a special meeting at the request of three members of the Committee. Notice of all meetings shall be given to all members of the Executive Committee not later than five days before the date fixed for the meeting.

TITLE III

Nomination and Election

Section I – Suggestions by the Membership

Suggestions of persons to serve in any position may be forwarded by members to the Association for consideration by the Nominating Committee.

Section II - Nominating Committee

The Nominating Committee will meet at least annually. Its membership will include the immediate Past President as chair, five members chosen by ballot of the membership, two selected and appointed by the President and two selected and appointed by the President-Elect. Elected and appointed members of the Nominating Committee will serve staggered two-year terms. With the exception of the immediate Past-President, former and current members of the Governing Board shall not be eligible for nomination or appointment to the Nominating Committee. No more than one person from any institution may serve on the Nominating Committee at the same time. Should a member of the Committee have a conflict of interest, he or she shall abstain from discussion and voting.

A vacancy of the chair position on the Nominating Committee due to disability, death, or resignation, or other causes, shall be filled for the balance of the appropriate unexpired term, by Presidential appointment subject to approval by the Governing Board.

Section III – Nominations

Councilor. The names of three individuals shall be submitted by the Nominating Committee annually to the Governing Board which shall select one individual from this slate of nominees for the position of Councilor.

Secretary. The names of three individuals shall be submitted by the Nominating Committee every three years to the Governing Board which shall select one individual from this slate of nominees for the position of Secretary.

Treasurer. The names of three individuals shall be submitted by the Nominating Committee every three years to the Governing Board which shall select one individual from this slate of

nominees for the position of Treasurer.

Councilor-at-Large. The names of three individuals shall be submitted by the Nominating Committee annually to the Governing Board for approval. This slate of nominees will then be submitted to the membership who will elect one individual to the position of Councilor-at-Large.

Chair – Ethics Committee. The names of three individuals shall be submitted by the Nominating Committee to the Governing Board every three years for approval. These candidates will then be submitted to the membership who shall elect one individual from this slate of nominees for the position of Chair of the AASLD Ethics Committee. The Chair of the Ethics Committee will serve a three-year term.

Only Regular members of the Association in good standing are eligible to hold office or to be nominated for Councilor, Councilor-at-Large, Secretary, or Treasurer. Regular members who serve in a leadership capacity for related organizations or are employed full time in the pharmaceutical or biotech industries shall not be eligible for election to office, nor may they continue to serve as an Officer or other member of the Governing Board upon acceptance of such a position or employment.

Section IV – Election of Officers and Governing Board

Officers and Councilors are elected by the Governing Board, as provided above.

The Councilor-at-Large, Chair of the Ethics Committee, and members of the Nominating Committee are elected by the membership.

Elections by the membership shall be conducted by ballot. Ballots will be returned to the Association for validation and tabulation. At least fifty (50) ballots from current Regular or Emeritus

members must be returned. Elections shall be by a plurality of votes cast. When there is a tie in the election, the tie shall be broken by a run-off election.

Section V – Acclamation

All elections shall be confirmed by acclamation of the membership at the Annual Business Meeting of the Association.

TITLE IV Committees

The appointed committees will consist of the following:

Ethics Committee:

- Serves in an advisory capacity to the Governing Board in the evaluation of ethical issues relating to the activities of the AASLD, and its members acting in the name of the AASLD.

Executive Committee:

- Exercises the power of the Governing Board between meetings.

Finance Committee:

- Provides supervision of financial assets of the AASLD and advice and support for the financial deliberations and decisions of the AASLD Governing Board with respect to financial matters, the investment strategies of the AASLD's financial advisors, and the financial needs of the Association, and
- Provides an independent review of the accounts of the AASLD and examines the external financial audit.

Membership and Mentorship Committee:

- Reviews and recommends membership criteria, categories, benefits, dues, and candidates for membership in the AASLD.

Nominating Committee:

- Provides a slate of candidates to serve on the AASLD Governing Board, Chair of the Ethics Committee and Nominating Committee.

Only members of the Association in good standing are eligible to serve on appointed committees. The President shall designate the chairpersons, unless otherwise provided for in these Bylaws, for each committee. The chairpersons, unless otherwise stated, will serve for three years, which may add to their term on the committee. Any member who is or becomes employed by the pharmaceutical or biotech industries shall not be eligible to vote in any committee and shall not be eligible to serve as a committee chair.

The President can designate ad hoc members to appointed committees and can extend the term of a committee member for one to three years as needed to provide continuity or special expertise.

The Governing Board may establish additional appointed committees and Ad Hoc committees to fulfill the needs of the Association. Committees so established shall consist of at least three Regular members of the Association, appointed by the President with approval by the Governing Board.

TITLE V

Special Interest Groups

The Governing Board may establish special interest groups (SIG) of members with shared interests in specialized areas of hepatology and related disciplines to foster collaboration and provide forums for networking among scientists and health care professionals. The Governing Board will appoint the initial SIG chair who will appoint an interim Steering Committee. Subsequent chairs and Steering Committee members will be elected by SIG members.

TITLE VI

Dues

The amount of annual dues shall be determined by the Governing Board, subject to approval by the membership. The Governing Board, at its discretion may waive or reduce any amount of dues.

TITLE VII

Suspension and Resignation of Members

Any member of the Association may be suspended for nonpayment of dues or for unprofessional conduct. A member whose dues are sixty (60) days in arrears shall be so notified, and the member shall be suspended. A member suspended for nonpayment of dues may be reinstated upon payment of dues for the current year in which they are reinstated, as well any dues in arrears for the immediately prior year.

A member accused of unprofessional conduct must be informed of the charges, and shall have the right to be heard by the Governing Board in his or her own defense. Expulsion for unprofessional conduct shall require approval of the Governing Board. A member may resign at any time by filing his or her written resignation with the Secretary, but such resignation shall not exempt him or her from payment of dues owed, including dues for the terminal year.

TITLE VIII

Annual Business Meeting

The annual business meeting of the Association shall be held at a time and place to be determined by the Governing Board. Not less than thirty days notice in writing by mail shall be given by the Secretary to each member, stating the time and place fixed for the holding of each such annual meeting.

A quorum shall consist of at least fifty (50) current Regular or Emeritus members.

Voting may take place by show of hands or written ballot; the Secretary and the President-Elect shall supervise voting procedures and the counting of votes.

The current edition of Robert's Rules of Order shall guide procedures at annual meetings of the Association, and of the Governing Board.

TITLE IX
Amendments

The Articles of Incorporation, Constitution and Bylaws of the Association may be amended by ballot. At least fifty (50) ballots must be received, and approval of two-thirds of the members voting shall be required for an amendment to be adopted. The balloting period shall be at least twenty days.
