



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;

(AASLD Constitution *continued*)

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 seven categories: Regular, Emeritus, International, Trainee, Associate, Honorary, and Corporate Affiliate members. Regular 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.

Candidates whose credentials are determined by the Membership Committee to meet the criteria established by the Governing Board shall be recommended for approval by the Governing Board and the membership of the Association. The Governing Board shall publish a list of potential candidates at least twice annually. Members will have 30 days to submit a written objection to the Governing Board. Objections shall be reviewed at the next regularly scheduled meeting of the Governing Board. Approved candidates shall be informed by the Secretary of their election to membership with notification of their privileges and responsibilities as set forth in the current Constitution and Bylaws. The Governing Board shall admit to membership, in the appropriate classes, those who meet the prescribed qualifications and pay required dues.

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 working in the United States, Canada, or Mexico who has contributed to knowledge about the liver or biliary tract, including hepatologists,

gastroenterologists, internists, surgeons, pediatricians, pathologists, biochemists, anatomists, microbiologists, physiologists, epidemiologists, pharmacologists, or other qualified persons. Proposal for admission of a candidate shall be made upon the forwarding of an application from the candidate and supporting letters of recommendation to the Secretary by two members. Such proposal shall be accompanied by a statement as to the academic and clinical standing of the candidate for admission, as well as a list of publications and curriculum vitae of such a candidate. The Secretary shall forward the credentials of proposed candidates to the Chair of the Membership Committee at least twice annually. For Regular membership, a candidate must have completed a doctoral level training program or equivalent in one of the above specialties and must also meet at least one of the following three criteria: (i) An academic appointment; (ii) Prior attendance at two AASLD annual meetings; (iii) Two or more publications (including accepted/presented abstracts) related to liver disease. In addition, each candidate must submit a one-page statement regarding his or her commitment to the science and practice of Hepatology. After election to membership and payment of any entrance fees, dues or assessments, 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 - Emeritus Members

Regular Emeritus membership shall be open to Regular members and International Emeritus membership shall be open to International members. Emeritus membership shall be open to Regular and International members who are 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 IV - International Members

Persons otherwise qualified for Regular membership, but residing in countries outside the United States, or Canada, or Mexico may be elected as International members by the same process as specified for Regular members. After election to membership and payment of dues, an International member shall have all the rights and privileges of 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 V - Trainee Members

Trainees, certified by the Director of 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, and for one year following their training to allow time to qualify for Regular membership. Such a membership does not, however, imply subsequent full membership, which will be considered on its own merits.

Section VI - Associate Members

Allied health professionals who do not meet the criteria for Regular, International, or Trainee membership, but who are involved in hepatology research and/or practice may be elected as Associate members by submitting an application

accompanied by a curriculum vitae, a letter of recommendation from a member, and a statement regarding his or her commitment to the science and practice of hepatology. Candidates whose credentials are determined by the Membership Committee to meet the criteria established by the Governing Board shall be recommended for approval by the Governing Board and the membership of the Association. 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 - 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 VIII – Corporate Affiliate Members

Non-medically trained Individuals in the healthcare industry may be elected as Corporate Affiliate members by submitting an application accompanied by a curriculum vitae, a letter of recommendation from a member, and a statement regarding his or her commitment to the science and practice of hepatology. Candidates whose credentials are determined by the Membership Committee to meet the criteria established by the Governing Board shall be recommended for approval by the Governing Board and the membership of the Association. Corporate Affiliate membership carries all the membership privileges except voting, holding office, and committee service. Corporate Affiliate members

may participate in special interest groups.

Section IX – 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. Fiscal affairs of the Association shall be conducted on the basis of the calendar year.

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 be constituted yearly and will include the immediate Past-President as Chair; two members chosen by the

Chair, three members chosen by ballot of the membership (these shall be selected by the members from a list of 10 candidates submitted by the previous Nominating Committee); and two more members appointed by the President. 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 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.

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:

Annual Meeting Education Committee;

- Improves and promotes training and education in hepatology by Improves and promotes training and education in hepatology reviewing the content, balance and scheduling of all educational programs conducted at the annual meeting.

Basic Research Committee;

- Fosters and promotes clinical and basic investigation in hepatobiliary disease by reviewing the content, balance and scheduling of all basic research programs produced by the Association.

Clinical Research Committee;

- Addresses important clinical and epidemiological research issues in hepatology and reviews the content, balance and scheduling of all clinical research programs produced by the Association.

Development Committee;

- Reviews gift agreements, naming opportunities and gift acceptance policies; assisting AASLD with soliciting financial and in-kind support for AASLD programs and fellowships; introduce AASLD to new prospects.

Education Oversight Committee;

- Oversees and evaluates all AASLD

educational offerings and ensures that they are coherent and consistent with the educational needs of the membership.

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.

Federal Agencies Liaison Committee;

- Enhances an ongoing relationship with NIH and the various institutes to guide liver-related research initiatives and to build an awareness of funding opportunities linked to hepatology and AASLD members.

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.

Hepatology Associates Committee;

- Oversees the development and implementation of the annual Hepatology Associates Course, and the selection process for the NP/PA Clinical Hepatology Fellowship Program, and
- Promotes research and educational activities on behalf of Associate members.

International Relations Advisory Committee;

- Advocates and develops joint

educational programs with international societies.

Journals Publications Committee;

- Manages and provides AASLD guidance for the publication of HEPATOLOGY and *Liver Transplantation*, ensuring quality journals based on member needs.

Membership 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.

Practice Guidelines Committee;

- Defines topics of, assigns authors to, and assists in the development of practice guidelines.

Program Evaluation Committee;

- Provides reviews and unbiased evaluations of the annual scientific meetings of the AASLD, and advises the AASLD Governing Board on how to improve the scientific conduct and overall structure of the meetings to ensure that they continue to be of outstanding scientific and educational quality.

Public Policy Committee;

- Monitors and recommends policy in regards to liver disease on a local, state, and federal level.

Research Awards Committee;

- Reviews and selects recipients for various Association awards as requested by the Governing Board.

Scientific Program Committee;

- Develops the scientific and educational programming for AASLD's Annual Meeting and AASLD's portion of DDW.

Surgery and Liver Transplantation Committee;

- Improves and promotes hepatobiliary surgical research and education.

Training and Clinical Policy Committee;

- Promotes excellent undergraduate and postgraduate training in hepatology to help ensure an adequate supply of clinical and research hepatologists, and
- Monitors and advances issues related to the clinical practice of hepatology.

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.

Ad Hoc committees may be established by the Governing Board 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

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 remit or reduce the dues of any member. A member shall be considered in

arrears of dues if he or she has failed to pay dues for sixty (60) days.

TITLE VI
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 past due amounts.

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 VII
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 VIII
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. The adopted balloting period shall be at least twenty days.
