



**BY-LAWS
OF
INTERNATIONAL TRANSPLANT-SKIN CANCER COLLABORATIVE**

I. REGISTERED OFFICE

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place as shall be fixed from time to time by duly adopted resolutions of the Board of Directors.

II. MEMBERSHIP

- A. Voting Members. This corporation shall have members with voting rights. The members of the corporation shall consist of physicians specializing in the medical and surgical treatment of skin cancer in organ transplant recipients whose application for membership is approved by the Board of Directors and membership of the corporation pursuant to the procedure set forth herein.

Membership categories include:

Section 1. Active member. Any physician who specializes in the medical and surgical treatment of dermatological disease in solid organ transplant patients. Non-physician scientists demonstrating a substantial commitment to the advancement of dermatological disease in solid organ transplant patients may also be considered.

Section 2. Retired/Life members. This group shall consist of those members who have retired from practice. Those members who reach 70 without retiring may also be transferred to this category. Retired members shall be entitled to all privileges of their former category membership. Upon retirement, members may apply for this category of membership.

Section 3. Honorary members. Honorary membership will be limited to individuals who have made outstanding contributions to the Corporation over the years. The proposal of candidates for honorary membership shall be made to the Board of Directors. Honorary members shall have the same privileges as the retired members.

A candidate for membership must submit a completed application form to the corporation during the calendar year. All Application for membership shall be referred to the Board of Directors for review of qualifications at the next meeting following

submission of the application. Upon approval for membership by the Board of Directors, the candidate will be presented at the next membership meeting following the review of their application. At this meeting a membership vote will be taken. A three-fourths vote of the members present at the meeting shall be necessary for election of a candidate to membership.

- B. Dues. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this corporation from time to time. The membership year for the members of this corporation shall be the same as the fiscal year of this corporation. Dues or special assessments must be paid within six months from billing to avoid being delinquent. Any member in arrears of dues for more than one year, failing satisfactory explanation, may be dropped from membership. Such members may be reinstated by the Board of Directors upon payment of delinquent dues and assessments.
- C. Honorary Members. The Board of Directors may confer honorary membership on any individual or individuals based upon such criteria, and with such voting rights, as the Board of Directors shall from time to time determine.
- D. Interest in Property. The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.
- E. Resignation. Any member may resign his, her or its membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to this corporation.
- F. Termination. Any membership may be terminated by the Board of Directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place.

III. MEETINGS OF MEMBERS

- A. Annual Meeting. The annual meeting of the members of this corporation for the election of directors and officers, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time as may be designated from time to time by the Board of Directors and at the place, within or without the State of

Minnesota, designated from time to time by the Board of Directors. To the extent deemed practical by the Board of Directors, in its sole discretion, the corporation shall attempt to hold its annual meeting of the members in conjunction with the annual meeting of the American Academy of Dermatology.

- B. Special Meeting. Special meetings of the members of this corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of at least fifty members or ten percent of the members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Secretary fails to give notice of the meeting within thirty days from the date on which the request is given by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.
- C. Notice. Written notice of each meeting of the members, stating the time and place thereof, shall be sent via email or postage prepaid mail, not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member of this corporation at his or her last known address. Notice of any meeting at which members may vote by proxy shall so inform the members and shall describe the procedure for appointing proxies. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.
- D. Members List for Meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order), addresses and number of votes of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the

meeting. The list shall be made available through the date of the meeting and at the meeting.

- E. Voting; Quorum. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. Cumulative voting shall not be permitted. The presence of ten percent of the members in person or by proxy shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting not be given other than by announcement at the meeting at which adjournment is taken.
- F. Written Action. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action.
- G. Written Ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, section 317A.447.

IV. DIRECTORS

- A. Number and Method of Election. The Board of Directors of this corporation shall consist of no fewer than three and no more than nine persons, and, subject to such limitation, the number of members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the time indicated in the Articles of Incorporation. Thereafter, directors of this corporation shall be elected by the voting members at each annual meeting. In addition to the regular members of the Board of Directors, the President, Vice President, Secretary, and Treasurer shall each also act as voting Director of the corporation. They shall serve as a Director for the length of the term of each respective office.
- B. Terms. Except as otherwise provided in these Bylaws, each director of this corporation shall be elected to serve for a term of three (3) years. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal. Any director may at any time be removed with or without cause by the Board of Directors. Any vacancy occurring because of the death,

resignation or removal of a director, or because of an increase in the number of members of the Board of Directors, shall be filled by the Board of Directors for the unexpired term of such director. Any vacancy occurring because of an increase in the number of members of the Board of Directors shall be filled by the members.

- C. Ex Officio and Honorary Directors. The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this corporation who shall be advisory members of the Board of Directors of this corporation. Any such election shall be for such time as the Board of Directors deems appropriate. All ex officio and honorary directors shall be non-voting directors of this corporation, except as otherwise provided herein.

V. MEETINGS OF THE BOARD OF DIRECTORS

- A. Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing directors and officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of this corporation, within or without the State of Minnesota, designated from time to time by the Board of Directors.
- B. Other Meetings. Other meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors. Meetings of the Board of Directors may also be called at any time (a) by the President, or (b) upon the written request of two or more members of the Board of Directors. Anyone entitled to call a meeting of the Board of Directors may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.
- C. Notice of Meetings. Written notice of each meeting of the Board of Directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

- D. Quorum and Voting. The presence of a majority of the members of the Board of Directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these By-Laws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.
- E. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
- F. Written Action. Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.
- G. Director Conflicts of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Article shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986.

VI. OFFICERS

- A. Tenure of Office. The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by the Members. They shall serve for the terms set forth below for each respective office and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause.

- B. **Nominations.** Nominations for officers of the corporation shall be submitted by the Board of Directors. In addition there shall be a call for additional nominations from the floor at the annual meeting of the members. Officers will be elected by members present at the meeting, and those candidates who receive a majority of the votes cast shall be declared elected to the office for which they were nominated.
- C. **President.** The President shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the property and necessary transaction of the business of this corporation. The term of the office of President shall be for a period of two years. At the conclusion of the President's two year term, the President shall continue to serve as a Director, either as (a) a Director elected by the membership; or (b) as an honorary Director with voting rights.
- D. **Vice President.** The Vice President shall perform the duties of the President in case of the latter's absence or disability. The execution by the Vice President on behalf of this corporation of any instrument shall have the same force and effect as if it were executed on behalf of this corporation by the President. The Vice President shall serve for a term of two years. At the conclusion of the Vice President's two year term, the person holding the office of Vice President shall automatically advance to hold the office of President.
- E. **Secretary.** The Secretary shall keep accurate minutes of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these By-Laws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Board of Directors. The term of the office of Secretary shall be for a period of three years.
- F. **Treasurer.** The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors at its annual meeting, and shall from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors. The term of the office of Treasurer shall be for a period of three years.

- G. Additional Powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these By-Laws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

VII. COMMITTEES

- A. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors.
- B. Executive Committee. The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.
- C. Meetings and Voting. Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the President, on at least five days' notice by mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

VIII. INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person who, while acting in good faith and within the scope of their duties on behalf of the corporation, is made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as --

1. A director, officer, or member of a committee of this corporation or,
2. A director, officer, partners, trustee, or agent of another organization or employee benefit plan, who while a director, officer of employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

IX. MISCELLANEOUS

- A. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.
- B. Corporate Seal. This corporation shall have no seal.
- C. Electronic Communications. A director, officer or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously

hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

- D. Amendments. These Bylaws may be amended by a 2/3 vote of all members present at a any meeting, provided that a quorum for such a vote will consist of at least 1/5 of the total membership. Written notice of proposed amendments shall be given at least two weeks prior to voting on any such amendments.
- E. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.
- F. Deposit of Funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.