



Worldwide Network for Blood and Marrow Transplantation Bylaws

(Version 7; approved December 8, 2016)

ARTICLE I

The name of this network is:

Worldwide Network for Blood and Marrow Transplantation (WBMT)

The first meeting of the WBMT was conducted on March 26, 2007 in Lyon, France. This date constitutes the official foundation of the organization.

ARTICLE II

Incorporation

The WBMT (herein referred to as the Network) is incorporated as a non-profit organization for educational, scientific and philanthropic purposes under the laws of Switzerland and is located in Bern. The formal address is:

WBMT
c/o Blutspende SRK Schweiz AG
Laupenstrasse 37
Postfach
CH-3001 Bern

ARTICLE III

Mission

The WBMT promotes excellence in stem cell transplantation (SCT), stem cell donation, cellular therapy (CT) and accreditation through collaboration of existing international societies using coordination, communication and advocacy. The purpose of this cooperation is to engage exclusively in charitable, scientific, and educational activities and endeavors including specifically, but not limited to, promoting and fostering among the many scientific and clinical disciplines, the exchange and diffusion of information and ideas relating to SCT and CT and encouraging investigations on these matters. The focus of the Network is to collaboratively advance the field of SCT and CT while not preempting the activities of its member societies.

ARTICLE IV

Society Membership

- 4.1 The members of the Network are: a) voting societies and b) non-voting societies
- 4.2 Voting societies are organizations involved in stem cell donation, SCT and CT, which fit into one or more of the following categories:
 - Professional and scientific societies with international membership,
 - Outcome registries with international data collections,



- Organizations with international scope in the areas of accreditation, standard-setting, quality systems and regulatory compliance/harmonization,
- International societies with an educational mission relevant to SCT and CT.

The voting societies are represented by one individual and one alternate from each voting society with one vote per voting society.

4.3 Non-voting societies are organizations or individuals involved in SCT and CT that are not affiliated with a member organization and that do not meet requirements for voting society membership, but are deemed to represent a relevant community. This should fit one or more of the following categories:

- National societies without representation in an international society that is a voting society,
 - National outcomes registries without representation in an international registry that is a voting society,
 - Selected national or international regulatory agencies,
 - Individuals with specific expertise deemed by the Board to be important to the Network's mission,
 - Private companies with activities/products relevant to SCT or CT.
- 4.4 Applications for membership are submitted in writing to the Board, which will vote on whether to award voting or non-voting society status to the applicant at the next scheduled Board meeting occurring at least four weeks after the application is received. See Article 9.6 (Voting Procedures). Once approved, and for purposes of record keeping, term initiation of new Member Society representatives is assigned to the next closest (or previous) April 1st.

ARTICLE V

The Board

5.1 **Governance and Functions:** The Board provides highest, overarching governance of this global organization. It ensures that WBMT conducts all activities according to its declared purpose, complies with legislation and meets appropriate ethical, moral and social standards. The Board meets its responsibility by receiving and reviewing reports and/or recommendations from the Executive Committee (which operates regularly between Board meetings). It draws attention, to the Executive Committee, of any perceived shortcomings. The Board is also responsible for approving the organization's Bylaws and House Rules.

The Board is entitled to receive activity reports from the Executive Committee as well as financial reports on a regular basis (as frequently as at each Board meeting, but minimally on an annual basis) as well as annual Standing or Special Committee/Task Force reports. It is authorized to approve or deny special expenditures or contractual agreements. This

also includes any reports about intended, developing or immediate past Workshops/Symposia.

The Board acts by deliberating upon, then accepting or rejecting, information presented to it – either by the Executive Committee, a Standing/Special Committee or Task Force or by an officer or Member Society representative including any new business not previously considered.

In addition to elected officers (Article VI) and Standing Committee Chairs (Article VIII), all of whom have voting rights, the Board shall consist of:

- a) Two representatives (one “primary”, the other “alternate”) from each voting society and shall consist of not less than six persons. The voting society will designate which representative is primary and which is the alternate. Board Members (representatives and alternates) are appointed by their parent society to a three year term that may be renewed continually. For administrative purposes and beginning in July 2014, the WBMT central office will, every three year cycle, invite each Member Society to review their Board representation providing the Society the opportunity to appoint new Primary or Alternate (or both) representatives.
- b) Each voting society has one vote, even if it is represented by two individuals (the voting primary representative and the alternate). The alternate representative shall exercise the vote of the voting society only if the primary representative is absent.
- c) If the representative of a Member Society is elected into the Executive Committee, another representative to the Board should be nominated by the Member Society within 4 weeks.

5.2 Board meetings are open to all individuals actively involved in the SCT and CT field and will be held three times per year. Annual in-person meetings are conducted on a rotational basis during BMT Tandem or EBMT spring meetings. Two teleconferences will be conducted, one in summer and the other in late fall. Meetings may include executive sessions restricted to Board members for consideration of membership applications, removal of officers or other issues where it is deemed that confidentiality of individuals and/or organizations must be protected or as otherwise in the best interests of the organization as determined by majority vote.

5.3 **WBMT Expectations of its Member Societies and their Representatives:**

5.3a **Member Societies** are expected to nominate two appropriate representatives (Primary and Alternate) to the WBMT Board when application for membership is first approved by the Board and following a 3 year “renewal” cycle each July thereafter. Fundamental to this representation is the expectation that a flow of communication be established between the Member Society and its WBMT Board representative(s) (and vice versa) regarding WBMT activities, projects of mutual interest and workload. When communication is directed to the Society itself (e.g., when requesting review of incumbent representation each 3 years, etc.) it is expected that the Society responds in the requested timeline.

5.3b **Member Society representatives** (one or both) are expected to attend at least two of the three Board meetings each year (1 in-person meeting and 2 teleconferences annually). Voting is a privilege of the Primary Member Society representative who is expected to cast a vote particularly during Executive Committee officer elections and other issues of importance; if not possible, the Alternate representative should be asked by the primary

representative to cast the single vote permitted for each Member Society. WBMT relies on its Member Societies to support the work of WBMT Standing Committees; participation would fall to the Primary and/or Alternate representatives or someone who one or the other recommends for Standing Committee engagement. Generally, representatives are expected to respond to communication from and/or to WBMT in the requested timeline.

ARTICLE VI

Elected Officers:

6.1 The Board elects the a) President, b) Vice-President, c) Secretary, and d) Treasurer, who together with the President-elect or Past-President constitute the elected officer component of the Executive Committee. Board members with voting privileges perform this responsibility. See Article 9.6 (Voting Procedures).

As also noted in WBMT House Rules, any WBMT participant in good standing and with known commitment to WBMT or a member in good standing of a WBMT Member Society is eligible for nomination and election to serve as an Officer. This includes any previously elected officer (after one lapsed year), a Member Society representative who has actively served on the Board, a WBMT Committee/Task Force Chair person or any active WBMT Committee member.

6.2 Duties of the officers:

6.2a The duties of all officers and committees are described below..

6.2b **President:** The President shall preside at all meetings of the Network and shall serve as chair of the Executive Committee, be an ex officio, non-voting member of all committees, and perform all other duties required by customary usage. Unless otherwise provided in the Bylaws, the President, with the approval of the Executive Committee shall appoint an individual from a voting society to fill interim vacancies on any standing committee or special committee. The order of succession to the Presidency, in case of need, is President-Elect or Past- President, Vice President, Secretary, Treasurer.

6.2c **Past-President:** The Past-President shall perform the duties of the President in the absence or incapacity of the President and in the absence of a President Elect. The Past-President is a member of the Executive Committee for 1 year. The Past-President shall also perform such other duties as may be assigned from time to time by the Executive Committee or the President. See Section 6.2i, WBMT representative to WHO.

6.2d **President elect:** The President-Elect shall perform the duties of the President in the absence or incapacity of the President. Should the President-Elect become President through a vacancy in the office, he/she will serve the remainder of the vacated term and his/her full term as President. The President-Elect is a member of the Executive Committee for 1 year. The President-Elect initiates such preparatory measures as are implied by this office, and shall also perform such other duties as may be assigned from time to time by the Executive Committee or the President.

6.2e **Vice-president:** The Vice President will perform the duties of the President in the absence or incapacity of the President and President-Elect/Past-President, will become Pres-

ident if the offices of the President and President-Elect/Past-President become vacant, and will perform such other duties as may be assigned to him/her by the Executive Committee or President. If a vacancy should occur in the office of Vice President, the Executive Committee will identify an interim designee Vice President to fill the vacancy until the next election cycle/ratification.

- 6.2f **Treasurer:** The Treasurer shall have oversight of the budget of the Network, and under the direction of the Executive Committee, shall oversee the expenditures of the Network. The Treasurer will make an annual report of the income and expenses and a detailed statement of the financial condition of the network. The Treasurer will oversee the development and presentation of the budgets of the Network. The Treasurer shall also perform all other duties incident to the office of Treasurer. If the office of Treasurer becomes vacant, the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the un-expired term.
- 6.2g **Secretary:** The Secretary shall oversee the maintenance of a permanent record of the meetings and the transactions of the Executive Committee, the Board and the Network generally, including any reports that may be required under applicable federal, state, or local law. If the office of Secretary becomes vacant, the Executive Committee, upon the recommendation of the President, may appoint a member to fill the remainder of the un-expired term. The Secretary also participates in the annual review of WBMT Bylaws.
- 6.2h **Terms of Office:** The President serves a single two-year term as President. The President serves a one-year term as President-Elect before becoming President and a one-year term as Past-President upon completion of his/her term as President. Succession of the President-Elect to President shall be automatic. The Vice-President, Secretary and Treasurer may serve three consecutive terms of two years in each such office. All officers are elected by the Board.
- 6.2i **Nominations and Election:** The Nominating Committee will seek suitable candidates for each vacant office as established in WBMT House Rules. Ballots will be distributed by electronic mail to all Board Members (Executive Committee officers, Member Society representatives and Standing Committee chairs who hold voting privileges). Only one vote per Member Society and Committee chair is permitted. Election results will be ratified by the Board at the next annual business meeting. Contact information and officer photos are posted on the website. See Article 9.6 (Voting Procedures)
- 6.2j **Indemnification:** The Network shall to the extent legally permissible, indemnify each of its officers and Board members against all costs, liabilities, and expenses (including counsel fees) reasonably incurred in connection with the defence or disposition of any action, suit, or other proceeding, asserted or threatened. This includes while in office or thereafter, by reason of having been such an officer with respect to any matters as to which he/she acted in good faith in the reasonable belief that the action was in the best interests of the Network. The right of indemnification hereby provided shall not be exclusive of or affect any other right to which any officer may be entitled.

ARTICLE VII

Executive Committee

- 7.1 **Membership:** The Executive Committee shall consist of the President, who shall serve as chair, the Past-President/President-Elect, the Vice President, the Secretary and the Treasurer. The Standing Committee chairs shall also serve as voting members of the Executive Committee. Interim vacancies occurring on the Executive Committee shall be filled by individuals recommended by the President and approved by the Executive Committee. The appointee shall serve until the next annual business meeting of the Network. Standing Committee chairs may not serve concurrently as another voting member of the Executive Committee. In the event of more than one committee chair, only one chair should vote on behalf of all chairs of a Standing Committee.
- 7.2 **Governance and Functions:** The Executive Committee is required to submit, in a timely manner, reports to the Board that include all issues for Board consideration. If something atypical (e.g., outside the realm of “routine business”) requires emergency action, the Executive Committee is expected to call a special meeting of the Board as it is permitted to function independently only in terms of routine business as noted next. The Executive Committee may act on behalf of the Board in between meetings of the Board in accordance with the Bylaws (and House Rules) and shall manage the affairs of the Network and shall perform all such acts as are necessary to fulfil such functions or as are required or permitted by the Bylaws. The Executive Committee passes on questions of policy, receives reports of committees and approves or disapproves their recommendations, and provides advice and approval or disapproval to the President, Past-President/President-Elect in regard to committee and chair appointments. It is empowered to enter into contracts and authorize expenditures necessary for the Network. The Committee may delegate its authority to enter into contracts and approve expenditures to the officers or employees of the Network subject to such guidelines as the Committee may adopt from time to time.
- 7.3 **Meetings:** The Executive Committee shall hold at least quarterly meetings each year. The time and place for such meetings are to be determined by the President. Special meetings may be called at any time by the President or any two voting members of the Committee. Written notice of any meeting of the Executive Committee shall be E-mailed to each member of the Committee at least five days before the meeting. See Article 9.5 (Quorum/Conduct of Business)
- 7.4 **Removal of Officers and Elected Committee Members:** The Board may institute consideration of removal of officers or committee members. If, after investigation, the Board determines that removal is justified, the officer shall be notified and given the opportunity to appeal the decision. A simple majority of voting Board members is required to remove the officer. Officers may be removed for whatever reasons the Board deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the Network, conduct that reflects poorly on the Network and/or failure to comply with the Network’s conflict of interest policy. See Article 9.6c (Removal of Executive Committee Officers)
- 7.5 **Authority and Responsibility of the Officers:** The officers may act in place and stead of the Executive Committee between Executive Committee meetings on all matters. Ac-

tions of the officers shall be reported to the Executive Committee by mail, e-mail, or at the next Executive Committee meeting.

- 7.6 **Quorum – Call of Meetings:** A simple majority of voting Executive Committee (or Board) members shall constitute a quorum at any duly called meeting of the officers. The President shall call such meetings of the officers as the business of the Network may require. See Article 9.5b (Executive Committee meeting attendance and quorum).

ARTICLE VIII

Committees

- 8.1 The Network shall have Standing Committees, Special Committees and Task Forces as necessary. The majority of the members of a committee present shall constitute a quorum for conducting the business of the committee. The chair(s) is/are appointed by the Board to a 3 year term which may be renewed once. Chairpersons should not serve more than two consecutive three-year terms, however, there should not be a turnover of all chairs at the same time to allow continuous activity within the respective Standing Committee. Under unique circumstances, extended terms are permitted after approval by the Board. In any case, committee Co-Chairs are expected to assure an orderly transfer of leadership. Committee Co-Chairs are provided the opportunity after the first three year cycle (beginning July 2014) to reconsider their willingness to continue serving their second terms.
- 8.2 **Standing Committees:** Standing Committees serve on a continuing basis from year to year. Committee functions shall be determined by the Executive Committee and shall be outlined in WBMT House Rules). Standing Committees shall recommend to the Executive Committee policies, programs, or actions in the areas of the committee's responsibility and implement those policies, programs, and actions as approved by the Executive Committee. They generally shall have the power to accomplish the functions specified by the Executive Committee.

There shall be at least seven committees:

- a) Transplant Center/Recipient Issues Committee
 - b) Donor Issues Committee
 - c) Graft Processing Issues Committee
 - d) Accreditation Committee (managed by AHCTA; Association for the Harmonization of Cellular Therapies Accreditation)
 - e) Dissemination and Education Committee
 - f) Nuclear Accident Committee
 - g) Patient Advisory/Advocacy Committee
- 8.2b Due to their continuous status, Standing Committee Chair and member issues are addressed in WBMT House Rules.
- 8.2c The Board may establish such additional Standing Committees and committee functions as are deemed necessary for the advancement of the Network or the field of hematology and may also dissolve Standing Committees as it deems appropriate.

8.3 Special Committees/Task Forces:

8.3.a Special committees and Task Forces exist on a continuing **or** time limited basis as determined by the Board; in any event, membership on these committees is for a limited (see above) duration and the committees have a single, focused activity or set of activities. They shall be established as necessary by the Board which shall define their functions. Special committees/Task Forces shall recommend actions only in the areas of their responsibilities. The Board may dissolve them as it deems appropriate.

8.3.b The members and chairs of the special committees/Task Forces, unless otherwise specified herein or by the Board, shall be appointed by the Board to take office at a time designated by the Board. The number of members and the term of membership for each special committee/Task Force shall be determined by the special committee.

8.4 **Removal of Committee Chairs and Members:** Members and chairs of committees may be removed by a simple majority of voting Board members. Any member may ask the Board to consider removal of a committee chair or member and the Board may initiate removal itself. Committee chairs and members may be removed for whatever reasons the Board deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the network and failure to comply with the network's conflict of interest policy. See Article 9.6d (Removal of committee member or Chair).

8.5 **Past-Presidents Council:** WBMT will maintain a Past-Presidents' group of experts already familiar with the mission, official relationships, structure and long-term activities of the organization. WBMT will look to this council primarily to maintain the bridge to the World Health Organization (WHO) as well as special projects important to WBMT and determined as necessary by the Board.

8.5a **WBMT representative to WHO:** The Past-President will represent the WBMT to the WHO and will advise the Executive Committee and the President on WHO issues. He/she will report his/her activities on a regular basis to the Executive Committee. In case of a Past President's inability to serve as representative to WHO, other elected officers may be appointed by the Executive Committee or the President.

The 1 year term of the (previously elected) immediate past-President will be extended by 1 additional year to continue in this role as representative of the WBMT to the WHO. During that additional year, the incumbent will not have voting privileges. The representative to the WHO becomes a constant member of the Executive Committee throughout his/her tenure filling this WHO focus for a full 2 years.

ARTICLE IX

Meetings

9.1 **Annual In-person Board Meeting:** The Network shall designate one of its business meetings each year as the annual, in person meeting. The meeting shall be held at times and places to be determined by the Executive Committee.

In addition, the Board meets by teleconference twice annually.

9.2 **Special Meetings:** A special meeting of the Network may be held in any year on the call of the President or at the request of the Board.

9.3 **Notice:** A written or printed notice of the business meetings shall be mailed to each member at least 60 days prior to such meetings. In the case of special meetings, at least thirty days notice of the meeting shall be mailed to every member, with an explanation of the purpose for which the meeting was called.

9.4 **Procedure:** The business meetings and other meetings of the Network shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the business meeting of the Network shall submit this business in writing to the President or Secretary at least two weeks prior to the meeting. Under usual circumstances, such business items will be reviewed by the Executive Committee or an appropriate committee before any action is taken by the Board at the business meeting. The Executive Committee shall have the final decision as to which items appear on the agenda. Any member wishing to bring new or old business before a business meeting of the Network that has not been placed on the agenda by the Executive Committee may do so under suspension of the rules. However, rules may not be suspended for consideration of new or old business unless the President is notified 48-hours prior to the beginning of a scheduled meeting. Membership is notified early in that meeting of the nature of the new or old business to be discussed under suspension of the rules if voted. See Article 9.5 (Quorum/Conduct of Business).

9.5 **Quorum/Conduct of Business:**

9/5a **Rules of procedure:** These may be suspended at any meeting by a simple majority of voting Board members present.

9.5b **Executive Committee meeting attendance and quorum:** A simple majority of voting members [each elected officer (5 or 6 if WHO representative is currently eligible to vote) plus at least one Chair per each of 7 Standing Committees; this translates to a minimum of 7 of a possible 12 or 13 voting individuals] shall constitute a quorum at any duly called Executive Committee meeting. This constitutes a quorum for the transaction of general business, all voting and/or acts of approval. The act of this majority of the voting members of the Executive Committee present at a meeting at which there is a quorum shall be the act of the Committee.

9.6 **Voting procedures:**

9.6a **Member Society approval:** A simple majority Board vote is required for awarding membership.

- 9.6b **Officer elections:** One person will be elected to each office by a simple majority of voting Member Society representatives (one vote per Member Society), leadership officers and Standing Committee chairs holding voting privileges (one vote per committee).
- 9.6c **Removal of Executive Committee officers:** A simple majority of voting Board representatives is required to remove an officer.
- 9.6d **Removal of “special” committee member or Chairs:** Committee members and Chairs of “special” committees may be removed by a simple majority of voting Board representatives. These individuals may be removed for whatever reasons the Board deems appropriate, including, but not limited to, failure to attend meetings, failure to participate in the work of the committee, conduct that reflects poorly on the network and failure to comply with the network’s conflict of interest policy.

ARTICLE X

Amendments

- 10.1 These Bylaws will be reviewed at least on an annual basis and presented by the Secretary to the Executive Committee for approval. Once amendments are approved, by a simple majority of voting Executive Committee members present, a clean copy version will be distributed to the Board for final approval. Again, a simple majority of voting Board members is required for approval. Any member of the Board or the Executive Committee may propose changes to the Bylaws at any time; off cycle amendment proposals will be delayed until the next planned review.

ARTICLE XI

Honorary Member

- 11.1 An honorary member may be nominated by any Board member by means of a formal letter of recommendation sent first to the WBMT Executive Committee for notification purposes. The letter must include rationale and a list of nominee qualifications. The Executive Committee then forwards the letter to the Honorary Member Nominating Committee. This group reviews the recommendation confirming back to the Executive Committee that eligibility criteria are properly met and timelines are within these approved guidelines.

Nominee eligibility qualifications should include at least one or more of the following:

- The individual has been committed to the work of WBMT for a minimum of 3 years and/or has contributed in a globally recognized manner to the field of stem cell transplantation.
 - The individual has attended a majority of meetings (Board, Executive Committee, any of the Standing Committees or a Task Force/Special Committee) and/or has extended substantial personal efforts to support the global mission of WBMT.
 - The individual has provided active and measurable scientific or supportive contributions over the same 3-year time period or more.
- 11.2 Recommendation of a single individual for Honorary Member status is typically brought to Board vote during the end-of-year teleconference prior to the in-person spring meeting. The tangible award (bronze statue with engraved plaque) is typically presented during the

WBMT Joint Session during the spring in-person meeting (either during BMT Tandem Meetings or the EBMT Meetings). Consideration may be given in unique and/or special situations to more than one nominee, but ultimately requires full Board approval that can be obtained during a teleconference with Board members during the year.

11.3 The benefit of the award is access to the member page on the WBMT website. The Board may also at its discretion, grant the awardee eligibility for Board level teleconference and meeting attendance. There are no paid travel/accommodation expenses extended to the awardee.

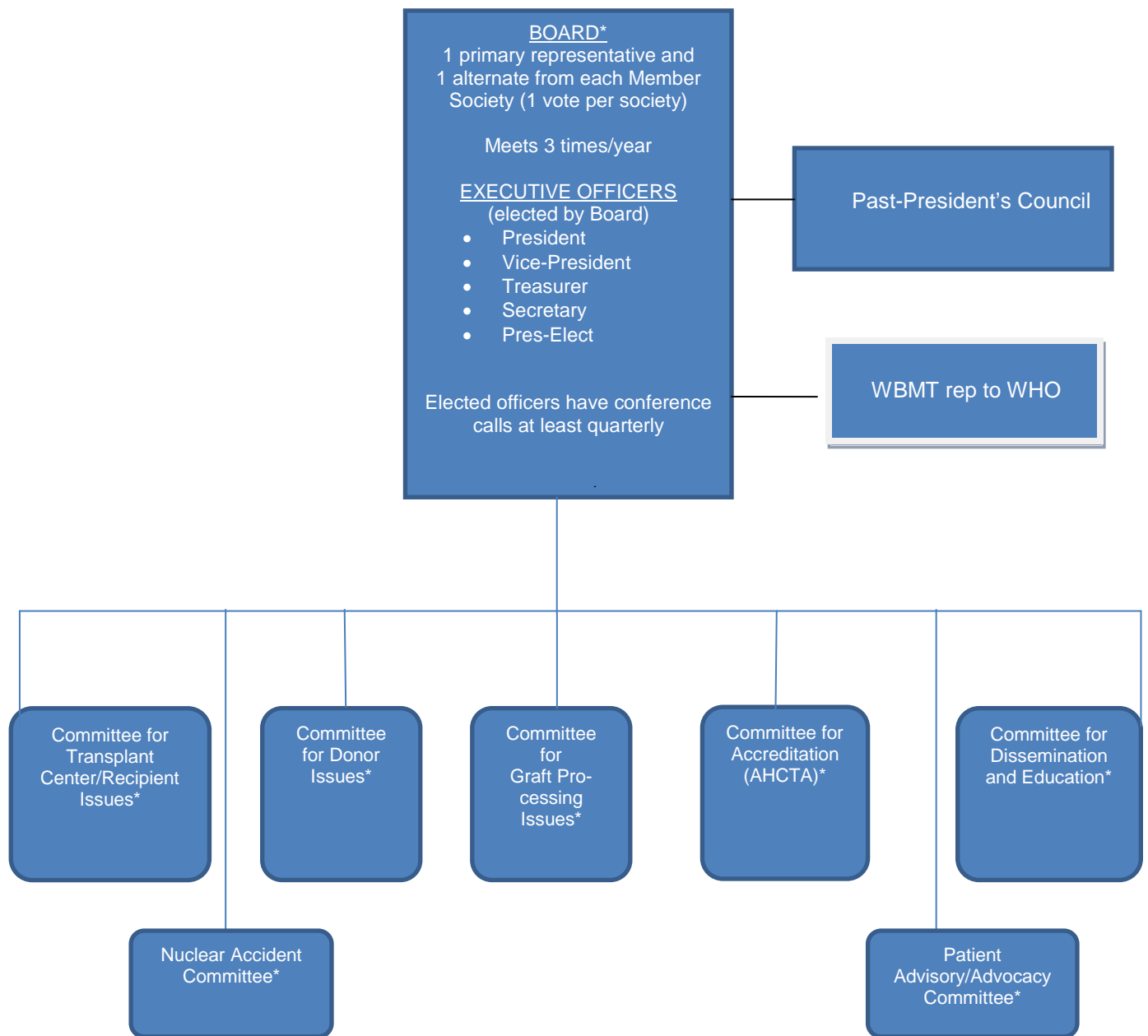
11.4 The role of an Honorary Member is advisory only; there are no voting privileges.

11.5 The Board may at its discretion remove the right of Board attendance from any Honorary Member.

ARTICLE XII

Termination of WBMT

11.1 The corporation shall be without capital stock. No dividends shall be paid and no part of the income or net earnings of the corporation shall be distributed to or inure to the benefit of its members or officers as such or any private individual. In the event of liquidation or dissolution of the corporation, no liquidating dividends or dividends in distribution of the property owned by the corporation shall be declared or paid to members or officers of the corporation or any private individual, but, rather, such property shall be transferred to such charitable scientific or educational organizations, corporations or associations exempt of the Internal Revenue Code, as the members of the corporation shall determine or its legal administrators, after its dissolution, shall direct.



*Committee Chairs are appointed by Board for 3 year term which may be renewed once (see Section 8.1).

Document History

Worldwide Network for Blood and Marrow Transplantation Bylaws			
Date/Location	Ver- sion	Description of Changes	By
2008	1	WBMT Bylaws document draft created	Founding Member Society Representatives
24.4.2009 (Nagoya, Japan)	2	Bylaws approved	Founding Member Society Representatives
20.2.2011 (Honolulu, HI)	3	Amendments approved	Dietger Niederwieser
13.2.2013 (Salt Lake City, USA)	4	Amendments approved	WBMT Board
30.03.2014 (Milan, Italy)	5	Amendments approved	WBMT Board
12.1.2015 (Teleconference)	6	Approved as is by Board majority fol- lowing December 1, 2015 meeting.	WBMT Board
12.8.2016 (Teleconference)	7	Approved with recommendations by Board majority during December 8, 2016 meeting.	WBMT Board