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EXTENDED TO NOVEMBER 16, 2015

OMB No. 1545-0047

Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2014

Open to Public
Inspection

► Do not enter social security numbers on this form as it may be made public.

► Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2014 calendar year, or tax year beginning and ending

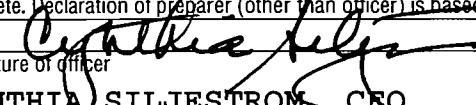
| | | | |
|---|---|--|--|
| B Check if applicable | C Name of organization DONOR NETWORK WEST (FORMERLY KNOWN AS CALIFORNIA TRANSPLANT DONOR NETWORK) | | D Employer identification number 94-3062436 |
| <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | Doing business as Number and street (or P.O. box if mail is not delivered to street address) 12667 ALCOSTA BLVD. | | Room/suite 500 |
| | City or town, state or province, country, and ZIP or foreign postal code SAN RAMON, CA 94583 | | G Gross receipts \$ 74,721,195. |
| | F Name and address of principal officer. CYNTHIA SILJESTROM SAME AS C ABOVE | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) 4947(a)(1) or 527 | | | H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) |
| J Website: ► DONORNETWORKWEST.ORG | | | H(c) Group exemption number ► |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ► | | | L Year of formation: 1987 M State of legal domicile: CA |

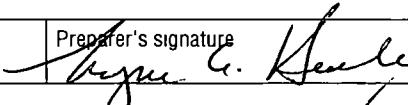
Part I Summary

| | | | |
|---|--|--|--------------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities TO SAVE AND IMPROVE LIVES THROUGH ORGAN AND TISSUE DONATION FOR TRANSPLANTATION. | | |
| | 2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 14 | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 13 | |
| | 5 Total number of individuals employed in calendar year 2014 (Part V, line 2a) | 5 345 | |
| | 6 Total number of volunteers (estimate if necessary) | 6 300 | |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a 0. | |
| 7b Net unrelated business taxable income from Form 990-T, line 34 | 7b 0. | | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year 328,030. | Current Year 157,951. |
| | 9 Program service revenue (Part VIII, line 2g) | 63,841,055. | 74,258,799. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 251,364. | 204,394. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 62,315. | 46,990. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 64,482,764. | 74,668,134. |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. | 0. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0. | 0. |
| Expenses | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 31,103,521. | 32,198,947. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 0. | 0. |
| | b Total fundraising expenses (Part IX, column (D), line 25) ► 32,302. | 0. | 0. |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 30,674,842. | 37,383,807. |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 61,778,363. | 69,582,754. |
| | 19 Revenue less expenses. Subtract line 18 from line 12 | 2,704,401. | 5,085,380. |
| | 20 Total assets (Part X, line 16) | Beginning of Current Year 32,374,280. | End of Year 41,044,841. |
| 21 Total liabilities (Part X, line 26) | 10,925,573. | 14,701,546. | |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 21,448,707. | 26,343,295. | |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ►  Date **09/09/15**
 Signature of officer **CYNTHIA SILJESTROM, CEO**
 Type or print name and title

| | | | | | |
|------------------------|---|--|--------------------------------|---|-----------------------|
| Paid Preparer Use Only | Print/Type preparer's name LYNN HENLEY | Preparer's signature  | Date 9/4/15 | Check <input type="checkbox"/> if self-employed | PTIN P00356034 |
| | Firm's name ► ARMANINO LLP | | Firm's EIN ► 94-6214841 | | |
| | Firm's address ► 12657 ALCOSTA BOULEVARD, SUITE 500 SAN RAMON, CA 94583-4600 | | Phone no. 925-790-2600 | | |

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

gmv 9

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III

- 1 Briefly describe the organization's mission

DONOR NETWORK WEST'S MISSION IS TO SAVE AND IMPROVE LIVES THROUGH ORGAN AND TISSUE DONATION FOR TRANSPLANTATION.**WE CONCENTRATE OUR EFFORTS ON THE RECOVERY OF VITAL ORGAN SUCH AS**

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

 Yes No

If "Yes," describe these new services on Schedule O

- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

 Yes No

If "Yes," describe these changes on Schedule O

- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 61,656,971. including grants of \$ _____) (Revenue \$ 73,516,211.)**MORE THAN 10,000 PEOPLE WAIT FOR A LIFESAVING ORGAN TRANSPLANT AND THOUSANDS MORE FOR TISSUE TRANSPLANTS IN THE DONOR NETWORK WEST SERVICE AREA. THE RECOVERY AND PLACEMENT OF ORGANS AND TISSUES IS VITAL TO THE ORGANIZATION'S MISSION OF SAVING AND IMPROVING LIVES.****OUR CLINICAL OPERATIONS STAFF PROVIDED CARE FOR MORE THAN TWO THOUSAND FAMILIES LAST YEAR DURING A VERY EMOTIONAL TIME IN THEIR LIVES AS THEY SUFFERED THE LOSS OF THEIR LOVED ONES. FAMILIES WERE EITHER INFORMED OF THEIR LOVED ONES WISH TO BE A DONOR THROUGH THEIR REGISTRATION ON THE STATE DONOR REGISTRY OR WERE GIVEN THE INFORMATION NEEDED IN ORDER TO MAKE THE DECISION TO DONATE FOR THEIR LOVED ONE. THROUGH THEIR GENEROSITY, THOUSANDS OF OTHERS WERE SAVED OR HEALED BECAUSE OF THESE**4b (Code _____) (Expenses \$ 1,271,278. including grants of \$ _____) (Revenue \$ _____)**OUR DONOR FAMILIES ARE CARED FOR THROUGHOUT THE WHOLE DONATION PROCESS, AS WELL AS AFTER THE DONATION OCCURS. OUR PROFESSIONAL STAFF FOLLOWS UP WITH THE FAMILIES FOR A YEAR POST-DONATION AND OFFERS RESOURCES AND SUPPORT. WE HOSTED THREE DONOR FAMILY GATHERINGS TO HONOR AND CELEBRATE THE DONOR FAMILIES AND THEIR LOVED ONES WHO GAVE THE GIFT OF LIFE THROUGH ORGAN AND TISSUE DONATION IN 2014. DONOR FAMILY GATHERINGS WERE HELD IN PLEASANTON, RENO AND FRESNO ON THREE SEPARATE DAYS TO ACCOMMODATE MORE THAN 2,300 FAMILIES WHOSE LOVED ONES BECAME DONORS IN 2014.**4c (Code _____) (Expenses \$ 635,639. including grants of \$ _____) (Revenue \$ 742,588.)**THE SHORTAGE OF AVAILABLE ORGANS AND TISSUES IS A SERIOUS ISSUE AS 22 PEOPLE NATIONALLY WILL DIE A DAY WAITING FOR AN ORGAN TRANSPLANT. PUBLIC EDUCATION EFFORTS ARE FOCUSED ON INCREASING REGISTRATIONS ON THE CALIFORNIA AND NEVADA STATE DONOR REGISTRIES KNOWN AS THE DONATE LIFE CALIFORNIA REGISTRY AND DONATE LIFE NEVADA REGISTRY. IN 2014, 342,345 NEW NAMES WERE ADDED TO THE REGISTRIES IN OUR SERVICE AREA THROUGH A VARIETY OF EFFORTS.****IN 2014, THE COMMUNITY EDUCATION DEPARTMENT FOCUSED ON SEVERAL KEY CAMPAIGNS TO INCREASE DONOR REGISTRATIONS. THESE CAMPAIGNS INCLUDED WORKING WITH OUR 75 DEPARTMENT OF MOTOR VEHICLE OFFICES, COMMUNITY HEALTH CLINICS, HIGH SCHOOLS, FAITH ORGANIZATIONS AND FOCUSING ON**

- 4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► 63,563,888.

**DONOR NETWORK WEST (FORMERLY KNOWN AS
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Part IV Checklist of Required Schedules

- 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
If "Yes," complete Schedule A
- 2 Is the organization required to complete *Schedule B, Schedule of Contributors*?
- 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*
- 4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*
- 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*
- 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*
- 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*
- 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*
- 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*
- 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*
- 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*
- b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*
- c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*
- e Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*
- b Was the organization included in consolidated, independent audited financial statements for the tax year?
If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13 Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*
- 14a Did the organization maintain an office, employees, or agents outside of the United States?
- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*
- 20a Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

| | Yes | No |
|-----|----------|----------|
| 1 | X | |
| 2 | X | |
| 3 | | X |
| 4 | | X |
| 5 | | X |
| 6 | | X |
| 7 | | X |
| 8 | | X |
| 9 | | X |
| 10 | | X |
| 11a | X | |
| 11b | X | |
| 11c | | X |
| 11d | | X |
| 11e | X | |
| 11f | X | |
| 12a | X | |
| 12b | | X |
| 13 | | X |
| 14a | | X |
| 14b | | X |
| 15 | | X |
| 16 | | X |
| 17 | | X |
| 18 | X | |
| 19 | | X |
| 20a | | X |
| 20b | | |

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Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|------------|-----------|
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | 21 | X |
| 22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | 22 | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | 23 | X |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No", go to line 25a | 24a | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | |
| 25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | 25a | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 25b | X |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II | 26 | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III | 27 | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | |
| a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28a | X |
| b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28b | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | 28c | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | 29 | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | 30 | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | 31 | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | 32 | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I | 33 | X |
| 34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 | 34 | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | 35b | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | 36 | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | 37 | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | X |

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

| | Yes | No |
|---|-----|-------------------------------------|
| 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | 1a | 193 |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1b | 0 |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a | 345 |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</i> | 2b | <input checked="" type="checkbox"/> |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | <input checked="" type="checkbox"/> |
| b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O | 3b | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | <input checked="" type="checkbox"/> |
| b If "Yes," enter the name of the foreign country: ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | <input checked="" type="checkbox"/> |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | <input checked="" type="checkbox"/> |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | 5c | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | <input checked="" type="checkbox"/> |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | |
| 7 Organizations that may receive deductible contributions under section 170(c). | 7a | <input checked="" type="checkbox"/> |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7b | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7c | <input checked="" type="checkbox"/> |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7d | |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7e | <input checked="" type="checkbox"/> |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7f | <input checked="" type="checkbox"/> |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7g | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7h | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 8 | |
| 8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? | | |
| 9 Sponsoring organizations maintaining donor advised funds. | 9a | |
| a Did the sponsoring organization make any taxable distributions under section 4966? | 9b | |
| b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? | | |
| 10 Section 501(c)(7) organizations. Enter: | 10a | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10b | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | |
| 11 Section 501(c)(12) organizations. Enter: | 11a | |
| a Gross income from members or shareholders | 11b | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | 13a | |
| a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O</i> | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | |
| c Enter the amount of reserves on hand | 13c | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | <input checked="" type="checkbox"/> |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | |

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|----|--|----------|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | 1a 14 | |
| 1b | | 1b 13 | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | 3 | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | X |
| 6 | Did the organization have members or stockholders? | 6 | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | X |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body? | 8a | X |
| b | Each committee with authority to act on behalf of the governing body? | 8b | X |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | X |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|-----|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | 10a | X |
| b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 10b | |
| b | Describe in Schedule O the process, if any, used by the organization to review this Form 990 | 11a | X |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | X |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | X |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | X |
| 13 | Did the organization have a written whistleblower policy? | 13 | X |
| 14 | Did the organization have a written document retention and destruction policy? | 14 | X |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | 15a | X |
| b | Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | 15b | X |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | X |
| b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ► **CA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records ► **SANDRA MEJIA, CFO - (888)570-9400**
12667 ALCOSTA BLVD., STE. 500, SAN RAMON, CA 94583

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

Form 990 (2014)

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers; key employees; highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|---------------------------------|---|---|--|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | | | |
| (1) NANCY LEE <u>CHAIRPERSON</u> | 4.00 | X | | X | | | 0. | 0. | 0. |
| (2) REECE FAWLEY <u>SECRETARY-TREASURER</u> | 4.00 | X | X | | | | 0. | 0. | 0. |
| (3) JOHN ROBERTS <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (4) TIM BUCHOUT <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (5) KATHLEEN F. LYNAUGH <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (6) HAMILA KOWNACKI <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (7) JOHN RABKIN <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (8) JILL SULLIVAN <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (9) DOLLY B. TYAN <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (10) BRIAN DOWLING <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (11) LLOYD LACUESTA <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (12) CATHERINE LAN TRAN <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (13) MICHELLE ZYROMSKI <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (14) CARLOS ESQUIVEL - TO DEC. 2014 <u>DIRECTOR</u> | 4.00 | X | | | | | 0. | 0. | 0. |
| (15) CYNTHIA D. SILJESTROM <u>CHIEF EXECUTIVE OFFICER</u> | 40.00 | X | X | | | | 390,123. | 0. | 31,828. |
| (16) DENISE A. KINDER <u>CHIEF OPERATIONS OFFICER</u> | 40.00 | | X | | | | 275,671. | 0. | 40,894. |
| (17) SANDRA R. MEJIA <u>CHIEF FINANCIAL OFFICER</u> | 40.00 | | X | | | | 267,660. | 0. | 27,300. |

**DONOR NETWORK WEST (FORMERLY KNOWN AS
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Part VII | Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|---------------------------------|---|---|--|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | | | |
| (18) MATTHEW W. CRUMP <u>VP, TISSUE PROGRAM</u> | 40.00 | | | X | | | 241,782. | 0. | 7,036. |
| (19) SEAN F. VAN SLYCK <u>VP, ORGAN PROGRAM</u> | 40.00 | | | X | | | 226,949. | 0. | 37,979. |
| (20) KIM J. PATTON <u>DIRECTOR, CLINICAL SERVICE</u> | 40.00 | | | X | | | 211,245. | 0. | 31,959. |
| (21) MARK BORER <u>VP, QUALITY SYSTEMS</u> | 40.00 | | | X | | | 195,183. | 0. | 41,321. |
| (22) JOHN TREDENNICK MASON <u>VP, IT</u> | 40.00 | | | X | | | 211,088. | 0. | 33,718. |
| (23) NIKOLE ADRIANE NEIDLINGER <u>MEDICAL DIRECTOR</u> | 40.00 | | | X | | | 336,161. | 0. | 29,148. |
| (24) LUIS F. MAYEN <u>DIRECTOR, PROCUREMENT</u> | 40.00 | | | X | | | 167,798. | 0. | 24,476. |
| (25) ANGELA G. ROSATI <u>DIRECTOR, TISSUE PROGRAM</u> | 40.00 | | | X | | | 162,356. | 0. | 16,007. |
| (26) SHAMOON, SHARON <u>TRANSPLANT COORDINATOR</u> | 32.00 | | | | X | | 181,000. | 0. | 27,312. |
| 1b Sub-total | | | | | | ► | 2,867,016. | 0. | 348,978. |
| c Total from continuation sheets to Part VII, Section A | | | | | | ► | 633,254. | 0. | 145,618. |
| d Total (add lines 1b and 1c) | | | | | | ► | 3,500,270. | 0. | 494,596. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► **104**

| | Yes | No |
|--|------------|-----------|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | 3 | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | 4 | X |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | 5 | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|--------------------------------|---------------------|
| TRANSPLANT TRANSPORTATION SERVICES, INC. PO BOX 937, PENNGROVE, CA 94951 | TRANSPORTATION | 2,331,940. |
| LABS, INC. PO BOX 843224, KANSAS CITY, MO 64184-3224 | LABORATORY | 989,354. |
| AEROTEK PROFESSIONAL SERVICES, 3689 COLLECTION CTR. DRIVE, CHICAGO, IL 60693 | TEMPORARY STAFFING | 333,181. |
| KELLY SERVICES, INC. PO BOX 31001-0422, PASADENA, CA 91110-0422 | TEMPORARY STAFFING | 282,889. |
| TRANSPLANT CONNECT, 2701 OCEAN PARK BLVD., STE. 222, SANTA MONICA, CA 90405 | SOFTWARE (SAAS) | 266,637. |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► **15**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form 990 (2014)

DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)

Form 990

94-3062436

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

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Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512 - 514 |
|--|---|----------------------|---|---|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | |
| | b Membership dues | 1b | | | |
| | c Fundraising events | 1c | 113,387. | | |
| | d Related organizations | 1d | | | |
| | e Government grants (contributions) | 1e | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 44,564. | | |
| | g Noncash contributions included in lines 1a-1f \$ | | | | |
| | h Total. Add lines 1a-1f | | 157,951. | | |
| Program Service Revenue | 2 a ORGAN ACQ FEES | Business Code | | | |
| | b MEDICARE/MEDICAID PMTS | 621500 | 72,215,549. | 72,215,549. | |
| | c | 900099 | 2,043,250. | 2,043,250. | |
| | d | | | | |
| | e | | | | |
| | f All other program service revenue | | | | |
| | g Total. Add lines 2a-2f | | 74,258,799. | | |
| | 3 Investment income (including dividends, interest, and other similar amounts) | | 240,238. | | |
| 4 Income from investment of tax-exempt bond proceeds | | | | | |
| 5 Royalties | | | | | |
| 6 a Gross rents | (i) Real | (ii) Personal | | | |
| b Less rental expenses | | | | | |
| c Rental income or (loss) | | | | | |
| d Net rental income or (loss) | | | | | |
| 7 a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | |
| b Less cost or other basis and sales expenses | | | | | |
| c Gain or (loss) | 35,844. | | | | |
| d Net gain or (loss) | <35,844.> | | | | |
| 8 a Gross income from fundraising events (not including \$ 113,387. of contributions reported on line 1c). See Part IV, line 18 | a | 0. | | | |
| b Less direct expenses | b | 17,217. | | | |
| c Net income or (loss) from fundraising events | | | <17,217.> | | <17,217.> |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | |
| b Less direct expenses | b | | | | |
| c Net income or (loss) from gaming activities | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | |
| b Less cost of goods sold | b | | | | |
| c Net income or (loss) from sales of inventory | | | | | |
| 11 a OTHER REVENUE | Business Code | | | | |
| b | 900099 | 64,207. | | | 64,207. |
| c | | | | | |
| d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | 64,207. | | | |
| 12 Total revenue See instructions. | | 74,668,134. | 74,258,799. | 0. | 251,384. |

**DONOR NETWORK WEST (FORMERLY KNOWN AS
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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

| <i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i> | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-------------------------------|---|--|---|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 3,007,683. | 2,203,185. | 804,498. | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 23,028,160. | 20,086,102. | 2,942,058. | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 751,083. | 720,325. | 30,758. | |
| 9 Other employee benefits | 3,659,071. | 3,110,248. | 548,823. | |
| 10 Payroll taxes | 1,752,950. | 1,630,796. | 122,154. | |
| 11 Fees for services (non-employees). | | | | |
| a Management | | | | |
| b Legal | 631,145. | 307,930. | 323,215. | |
| c Accounting | 78,924. | 39,462. | 39,462. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | 62,289. | 53,569. | 8,720. | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 408,674. | 243,169. | 165,505. | |
| 12 Advertising and promotion | 491,838. | 491,838. | | |
| 13 Office expenses | 428,656. | 144,599. | 284,057. | |
| 14 Information technology | 1,445,006. | 1,242,705. | 202,301. | |
| 15 Royalties | | | | |
| 16 Occupancy | 1,038,940. | 893,489. | 145,451. | |
| 17 Travel | 3,999,665. | 3,999,665. | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 636,063. | 509,374. | 126,689. | |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 384,416. | 330,598. | 53,818. | |
| 23 Insurance | 1,210,409. | 1,040,952. | 169,457. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a DONOR HOSPITAL/IMPORT/R | 18,588,964. | 18,588,964. | | |
| b CLINICAL SUPPLIES & EQU | 3,443,481. | 3,443,481. | | |
| c SURGEON/PHYSICIAN FEES | 2,493,437. | 2,493,437. | | |
| d LABORATORY FEES | 1,565,431. | 1,565,431. | | |
| e All other expenses | 476,469. | 424,569. | 51,900. | |
| 25 Total functional expenses. Add lines 1 through 24e | 69,582,754. | 63,563,888. | 6,018,866. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here ► if following SOP 98-2 (ASC 958-720)

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

Form 990 (2014)

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|-----------------------------|--|--------------------------|----------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 7,885,769. | 1 | 13,149,506. |
| | 2 Savings and temporary cash investments | 1,190,391. | 2 | 1,607,049. |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 14,088,313. | 4 | 16,968,975. |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 1,233,429. | 9 | 1,561,579. |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a 2,941,486. | | |
| | b Less: accumulated depreciation | 10b 1,760,586. | 978,277. | 10c 1,180,900. |
| | 11 Investments - publicly traded securities | | 11 | |
| | 12 Investments - other securities See Part IV, line 11 | 6,998,101. | 12 | 6,576,832. |
| | 13 Investments - program-related See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| | 16 Total assets. Add lines 1 through 15 (must equal line 34) | 32,374,280. | 16 | 41,044,841. |
| Liabilities | 17 Accounts payable and accrued expenses | 10,726,957. | 17 | 14,589,523. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 198,616. | 25 | 112,023. |
| | 26 Total liabilities. Add lines 17 through 25 | 10,925,573. | 26 | 14,701,546. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | |
| | 27 Unrestricted net assets | 21,448,707. | 27 | 26,343,295. |
| | 28 Temporarily restricted net assets | | 28 | |
| | 29 Permanently restricted net assets | | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 30 through 34. | | | |
| | 30 Capital stock or trust principal, or current funds | | 30 | |
| | 31 Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 Total net assets or fund balances | 21,448,707. | 33 | 26,343,295. |
| | 34 Total liabilities and net assets/fund balances | 32,374,280. | 34 | 41,044,841. |

Form 990 (2014)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

| | | |
|--|----|-------------|
| 1 Total revenue (must equal Part VIII, column (A), line 12) | 1 | 74,668,134. |
| 2 Total expenses (must equal Part IX, column (A), line 25) | 2 | 69,582,754. |
| 3 Revenue less expenses Subtract line 2 from line 1 | 3 | 5,085,380. |
| 4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 21,448,707. |
| 5 Net unrealized gains (losses) on investments | 5 | <190,792.> |
| 6 Donated services and use of facilities | 6 | |
| 7 Investment expenses | 7 | |
| 8 Prior period adjustments | 8 | |
| 9 Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0. |
| 10 Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 26,343,295. |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990. Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 2b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- 2c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

| | Yes | No |
|----|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | | X |
| 3b | | |

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
► Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2014

**Open to Public
Inspection**

Name of the organization DONOR NETWORK WEST (FORMERLY KNOWN AS CALIFORNIA TRANSPLANT DONOR NETWORK) Employer identification number 94-3062436

Part I Reason for Public Charity Status (All organizations must complete this part) See instructions

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975
See **section 509(a)(2)**. (Complete Part III)
10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g
a **Type I**. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B**.
b **Type II**. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C**.
c **Type III functionally integrated**. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E**.
d **Type III non-functionally integrated**. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V**.
e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
f Enter the number of supported organizations _____
g Provide the following information about the supported organization(s)

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization listed in your governing document? | | (v) Amount of monetary support (see Instructions) | (vi) Amount of other support (see Instructions) |
|------------------------------------|----------|---|---|----|---|---|
| | | | Yes | No | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | | | |

Total

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4 | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|--|----------|----------|----------|----------|-----------|--------------------------|
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|--|--------------------------|---|
| 14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2013 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 33 1/3% support test - 2013. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 17a 10% -facts-and-circumstances test - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| b 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | |

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Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|--|-------------|-------------|-------------|-------------|-------------|--------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 46,688. | 75,378. | 171,338. | 328,030. | 157,951. | 779,385. |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | 52,527,213. | 59,037,893. | 60,224,149. | 63,841,055. | 74,258,799. | 309,889,109. |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | 52,573,901. | 59,113,271. | 60,395,487. | 64,169,085. | 74,416,750. | 310,668,494. |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | 0. |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | 0. |
| c Add lines 7a and 7b | | | | | | 0. |
| 8 Public support (Subtract line 7c from line 6) | | | | | | 310,668,494. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|--|-------------|-------------|-------------|-------------|-------------|--------------|
| 9 Amounts from line 6 | 52,573,901. | 59,113,271. | 60,395,487. | 64,169,085. | 74,416,750. | 310,668,494. |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 118,781. | 161,427. | 192,597. | 251,364. | 240,238. | 964,407. |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | 118,781. | 161,427. | 192,597. | 251,364. | 240,238. | 964,407. |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | 9,492. | 74,882. | 9,270. | 125,515. | 64,207. | 283,366. |
| 13 Total support. (Add lines 9, 10c, 11, and 12) | 52,702,174. | 59,349,580. | 60,597,354. | 64,545,964. | 74,721,195. | 311,916,267. |

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► **Section C. Computation of Public Support Percentage**

| | | | |
|---|----|-------|---|
| 15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) | 15 | 99.60 | % |
| 16 Public support percentage from 2013 Schedule A, Part III, line 15 | 16 | 99.64 | % |

Section D. Computation of Investment Income Percentage

| | | | |
|--|----|-----|---|
| 17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)) | 17 | .31 | % |
| 18 Investment income percentage from 2013 Schedule A, Part III, line 17 | 18 | .28 | % |

19a **33 1/3% support tests - 2014.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► b **33 1/3% support tests - 2013.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V)

Section A. All Supporting Organizations

- | | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain. | 1 | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2). | 2 | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below | 3a | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination | 3b | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use | 3c | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below. | 4a | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations | 4b | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes. | 4c | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document). | 5a | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | 5b | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | 5c | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI . | 6 | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990) | 7 | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990) | 8 | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI . | 9a | |
| b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI . | 9b | |
| c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI . | 9c | |
| 10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below. | 10a | |
| b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.) | 10b | |

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Part IV Supporting Organizations (continued)

| | Yes | No |
|---|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | 11a | |
| b A family member of a person described in (a) above? | 11b | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | 11c | |

Section B. Type I Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | 1 | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization. | 2 | |

Section C. Type II Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | 1 | |

Section D. Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | 1 | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | 2 | |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | 3 | |

Section E. Type III Functionally-Integrated Supporting Organizations

| | | |
|---|----|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions): | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions) | | |
| 2 Activities Test Answer (a) and (b) below. | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | 2a | |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | 2b | |
| 3 Parent of Supported Organizations. Answer (a) and (b) below. | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | 3a | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard | 3b | |

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

Section A - Adjusted Net Income

| | | (A) Prior Year | (B) Current Year (optional) |
|--|----------|----------------|--------------------------------|
| 1 Net short-term capital gain | 1 | | |
| 2 Recoveries of prior-year distributions | 2 | | |
| 3 Other gross income (see instructions) | 3 | | |
| 4 Add lines 1 through 3 | 4 | | |
| 5 Depreciation and depletion | 5 | | |
| 6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | | |
| 7 Other expenses (see instructions) | 7 | | |
| 8 Adjusted Net Income (subtract lines 5, 6 and 7 from line 4) | 8 | | |

Section B - Minimum Asset Amount

| | | (A) Prior Year | (B) Current Year (optional) |
|---|-----------|----------------|--------------------------------|
| 1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year). | | . | |
| a Average monthly value of securities | 1a | | |
| b Average monthly cash balances | 1b | | |
| c Fair market value of other non-exempt-use assets | 1c | | |
| d Total (add lines 1a, 1b, and 1c) | 1d | | |
| e Discount claimed for blockage or other factors (explain in detail in Part VI) | | | |
| 2 Acquisition indebtedness applicable to non-exempt-use assets | 2 | | |
| 3 Subtract line 2 from line 1d | 3 | | |
| 4 Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | | |
| 5 Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | | |
| 6 Multiply line 5 by .035 | 6 | | |
| 7 Recoveries of prior-year distributions | 7 | | |
| 8 Minimum Asset Amount (add line 7 to line 6) | 8 | | |

Section C - Distributable Amount

| | | Current Year |
|--|---|--------------|
| 1 Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 Enter 85% of line 1 | 2 | |
| 3 Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 Enter greater of line 2 or line 3 | 4 | |
| 5 Income tax imposed in prior year | 5 | |
| 6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions) | | |

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Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | | Current Year |
|---------------------------|--|--------------|
| 1 | Amounts paid to supported organizations to accomplish exempt purposes | |
| 2 | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 | Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 | Amounts paid to acquire exempt-use assets | |
| 5 | Qualified set-aside amounts (prior IRS approval required) | |
| 6 | Other distributions (describe in Part VI) See instructions | |
| 7 | Total annual distributions. Add lines 1 through 6. | |
| 8 | Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions. | |
| 9 | Distributable amount for 2014 from Section C, line 6 | |
| 10 | Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2014 | (iii) Distributable Amount for 2014 |
|--|-----------------------------|--|---|
| 1 Distributable amount for 2014 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions) | | | |
| 3 Excess distributions carryover, if any, to 2014: | | | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e From 2013 | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2014 distributable amount | | | |
| i Carryover from 2009 not applied (see instructions) | | | |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f. | | | |
| 4 Distributions for 2014 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2014 distributable amount | | | |
| c Remainder Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions). | | | |
| 6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions) | | | |
| 7 Excess distributions carryover to 2015. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7: | | | |
| a | | | |
| b | | | |
| c | | | |
| d Excess from 2013 | | | |
| e Excess from 2014 | | | |

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Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information (See instructions).

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**► Complete if the organization answered "Yes" to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

OMB No. 1545-0047

2014Open to Public
InspectionName of the organization **DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)** Employer identification number
94-3062436**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate value of contributions to (during year) | | |
| 3 Aggregate value of grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

- Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

| | Held at the End of the Tax Year |
|----|---------------------------------|
| 2a | |
| 2b | |
| 2c | |
| 2d | |

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

- (i) Revenue included in Form 990, Part VIII, line 1 ► \$ _____
(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

- a Revenue included in Form 990, Part VIII, line 1 ► \$ _____
b Assets included in Form 990, Part X ► \$ _____

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

Schedule D (Form 990) 2014

94-3062436 Page 2

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items
(check all that apply):

- a Public exhibition
b Scholarly research
c Preservation for future generations

- d Loan or exchange programs
e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
 Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

| | Amount |
|----|--------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Temporarily restricted endowment ► _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

| Yes | No |
|--------|----|
| 3a(i) | |
| 3a(ii) | |
| 3b | |

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | 519,726. | 43,810. | 475,916. |
| d Equipment | | 1,276,784. | 1,047,703. | 229,081. |
| e Other | | 1,144,976. | 669,073. | 475,903. |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c) | | | | ► 1,180,900. |

Schedule D (Form 990) 2014

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|-------------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) FIXED INCOME INVESTMENT | 4,485,223. | END-OF-YEAR MARKET VALUE |
| (B) BOND FUNDS | 2,091,609. | END-OF-YEAR MARKET VALUE |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ► | 6,576,832. | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ► | | |

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ► | |

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value |
|---|-----------------|
| (1) Federal income taxes | |
| (2) DEFERRED LEASE PAYABLE | 112,023. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ► | 112,023. |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

| | | | |
|---|--|----|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 74,494,559. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains (losses) on investments | 2a | <190,792.> |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | 2e | <190,792.> |
| 3 | Subtract line 2e from line 1 | 3 | 74,685,351. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | <17,217.> |
| c | Add lines 4a and 4b | 4c | <17,217.> |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 | 74,668,134. |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

| | | | |
|---|---|----|-------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 69,599,971. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 17,217. |
| e | Add lines 2a through 2d | 2e | 17,217. |
| 3 | Subtract line 2e from line 1 | 3 | 69,582,754. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | 5 | 69,582,754. |

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4; Part IV, lines 1b and 2b, Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

DONOR NETWORK WEST HAS ADOPTED THE PROVISIONS FOR ACCOUNTING FOR UNCERTAIN TAX POSITIONS. IT EVALUATES ITS TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN TO DETERMINE WHETHER THE TAX POSITIONS ARE "MORE-LIKELY-THAN-NOT" OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE "MORE-LIKELY-THAN-NOT" THRESHOLD ARE RECORDED AS AN EXPENSE IN THE APPLICABLE YEAR. AS OF DECEMBER 31, 2014, AND 2013, DONOR NETWORK WEST DOES NOT HAVE ANY SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE NECESSARY.

PART XI, LINE 4B - OTHER ADJUSTMENTS:**SPECIAL EVENT EXPENSES**

-17,217.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

SPECIAL EVENT EXPENSES

17,217.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2014

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Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ.

► **Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form_990.**

Name of the organization **DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)** Employer identification number
94-3062436

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** Mail solicitations
 - b** Internet and email solicitations
 - c** Phone solicitations
 - d** In-person solicitations
 - e** Solicitation of non-government grants
 - f** Solicitation of government grants
 - g** Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

Total

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

DONOR NETWORK WEST (FORMERLY KNOWN AS

Schedule G (Form 990 or 990-EZ) 2014 CALIFORNIA TRANSPLANT DONOR NETWORK) 94-3062436 Page 2

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events (add col (a) through col (c)) |
|-----------------|--|-------------------------------------|--------------|------------------|---|
| | | DONATE LIFE WALK (event type) | (event type) | (total number) | |
| Revenue | 1 Gross receipts | 113,387. | | | 113,387. |
| | 2 Less: Contributions | 113,387. | | | 113,387. |
| | 3 Gross income (line 1 minus line 2) | | | | |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | 1,485. | | | 1,485. |
| | 6 Rent/facility costs | 7,300. | | | 7,300. |
| | 7 Food and beverages | 1,761. | | | 1,761. |
| | 8 Entertainment | 2,681. | | | 2,681. |
| | 9 Other direct expenses | 3,990. | | | 3,990. |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) | | | ► | 17,217. |
| | 11 Net income summary Subtract line 10 from line 3, column (d) | | | ► | <17,217.> |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col (a) through col (c)) |
|-----------------|--|---|---|---|--|
| | | | | | |
| Revenue | 1 Gross revenue | | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Noncash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | |
| | 7 Direct expense summary. Add lines 2 through 5 in column (d) | | | ► | |
| | 8 Net gaming income summary. Subtract line 7 from line 1, column (d) | | | ► | |

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

94-3062436 Page 3

- 11** Does the organization conduct gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.
- c** If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

- 16** Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer Employee Independent contractor

- 17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information (see instructions).

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

► Attach to Form 990.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

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Inspection

Name of the organization

**DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)**

Employer identification number
94-3062436

Part I Questions Regarding Compensation

- 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items
- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

- b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

- 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

- 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

- 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

| | Yes | No |
|----|-----|----|
| 1b | X | |
| 2 | X | |
| 4a | | X |
| 4b | | X |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | | X |
| 8 | | X |
| 9 | | |

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

- 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
b Any related organization?
If "Yes" to line 5a or 5b, describe in Part III.

- 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a The organization?
b Any related organization?
If "Yes" to line 6a or 6b, describe in Part III

- 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

- 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

- 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2014

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii)

Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred in prior Form 990 |
|--|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) CYNTHIA D. SILJESTROM CHIEF EXECUTIVE OFFICER | (i) 343,473. | 46,650. | 0. | 20,800. | 11,028. | 421,951. | 0. |
| (2) DENISE A. KINDER CHIEF OPERATIONS OFFICER | (i) 237,442. | 38,229. | 0. | 19,491. | 21,403. | 316,565. | 0. |
| (3) SANDRA R. MEJIA CHIEF FINANCIAL OFFICER | (i) 232,940. | 34,720. | 0. | 17,033. | 10,267. | 294,960. | 0. |
| (4) MATTHEW W. CRUMP VP, TISSUE PROGRAM | (i) 220,632. | 21,150. | 0. | 0. | 7,036. | 248,818. | 0. |
| (5) SEAN F. VAN SLYCK VP, ORGAN PROGRAM | (i) 205,499. | 21,450. | 0. | 16,576. | 21,403. | 264,928. | 0. |
| (6) KIM J. PATTON DIRECTOR, CLINICAL SERVICE | (i) 192,473. | 18,772. | 0. | 14,857. | 17,102. | 243,204. | 0. |
| (7) MARK BORER VP, QUALITY SYSTEMS | (i) 175,689. | 19,494. | 0. | 10,973. | 30,348. | 236,504. | 0. |
| (8) JOHN TREDENNICK MASON VP, IT | (i) 192,024. | 19,064. | 0. | 15,409. | 18,309. | 244,806. | 0. |
| (9) NIKOLE ADRIANE NEIDLINGER MEDICAL DIRECTOR | (i) 315,802. | 20,359. | 0. | 11,904. | 17,244. | 365,309. | 0. |
| (10) LUIS F. MAYEN DIRECTOR, PROCUREMENT | (i) 154,428. | 13,370. | 0. | 0. | 0. | 0. | 0. |
| (11) ANGELA G. ROSATI DIRECTOR, TISSUE PROGRAM | (i) 149,306. | 13,050. | 0. | 9,655. | 6,352. | 178,363. | 0. |
| (12) SHAMOON, SHARON TRANSPLANT COORDINATOR | (i) 171,902. | 9,098. | 0. | 9,551. | 17,761. | 208,312. | 0. |
| (13) COLLEEN M. CIESZKOWSKI DIRECTOR, HOSPITAL & FAMILY | (i) 173,218. | 13,175. | 0. | 10,591. | 11,321. | 208,305. | 0. |
| (14) RICARDO ELIZONDO MANAGER, CLINICAL SERVICES | (i) 143,672. | 13,547. | 0. | 11,992. | 29,977. | 199,188. | 0. |
| (15) SALVADOR GUERRERO FAMILY RESOURCE COORDINATOR | (i) 140,043. | 9,985. | 0. | 7,677. | 28,324. | 186,029. | 0. |
| (16) JOHN A. LILLEY MANAGER, CLINICAL SERVIC | (i) 130,286. | 9,328. | 0. | 10,491. | 35,245. | 185,350. | 0. |

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

PART I, LINE 1A:

ALL REGULAR DONOR NETWORK WEST EMPLOYEES MAY RECEIVE UP TO \$30 PER MONTH FOR A GYM MEMBERSHIP OR EXERCISE CLASS AS PART OF THE EMPLOYEE HEALTH BENEFIT. PROOF OF PAYMENT IS REQUIRED. REIMBURSEMENT IS PROCESSED THROUGH THE PAYROLL SYSTEM. INITIATION, COUNTRY CLUB AND GOLF FEES ARE EXCLUDED FROM REIMBURSEMENT.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization

DONOR NETWORK WEST (FORMERLY KNOWN AS
CALIFORNIA TRANSPLANT DONOR NETWORK)

Employer identification number
94-3062436

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

LUNGS, HEART, LIVER, KIDNEYS, PANCREAS, AND SMALL BOWEL FROM DECEASED

DONORS AND PLACEMENT OF THESE ORGANS WITH THE MORE THAN 123,000 PEOPLE

WHO ARE CURRENTLY WAITING FOR A LIFE-SAVING ORGAN TRANSPLANT IN OUR

COUNTRY. WE ALSO FOCUS ON THE RECOVERY OF TISSUES FOR TRANSPLANTATION

INCLUDING SKIN, HEART VALVES, CORNEAS, AND MUSCULOSKELETAL TISSUES.

TISSUES ARE PROCESSED AND PLACED THROUGH SEVERAL TISSUE BANKS TO HELP

HEAL THOUSANDS WITH THESE GIFTS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

GIFTS OF LIFE.

IN 2014, WE RECOVERED 1007 ORGANS FOR TRANSPLANTATION FROM 305 ORGAN

DONORS AND PROVIDED TISSUES FOR TRANSPLANTATION FROM 2222 TISSUE

DONORS; AN ESTIMATED 92,000 LIVES WERE IMPROVED AS A RESULT.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

MULTICULTURAL OUTREACH. WE REGULARLY WORK WITH OUR DEPARTMENT OF MOTOR

VEHICLE OFFICES TO PROVIDE INFORMATION, APPRECIATION AND DEVELOP

RELATIONSHIPS WITH EACH OFFICE TO ENSURE THE RECORDING OF THE DONATION

DECISIONS OF MILLIONS OF CALIFORNIANS AND NEVADANS.

WE SUCCESSFULLY REACHED MANY MULTICULTURAL COMMUNITY CLINICS WITH

INFORMATION AND IN-SERVICES, WORKED WITH HIGH SCHOOL TEACHERS TO

INTEGRATE ORGAN AND TISSUE DONATION INFORMATION IN HEALTH/SCIENCE

CURRICULUMS AND ENGAGED FAITH LEADERS IN GROWING SUPPORT FOR DONATION

IN THEIR CONGREGATIONS. WE DOCUMENTED 185 PROACTIVE FREE MEDIA STORIES

| | | |
|--------------------------|---|--|
| Name of the organization | DONOR NETWORK WEST (FORMERLY KNOWN AS CALIFORNIA TRANSPLANT DONOR NETWORK) | Employer identification number 94-3062436 |
|--------------------------|---|--|

THAT WERE SEEN ACROSS THE COUNTRY. THE RESULTS - 43% OF OUR ORGAN
DONORS WERE ON THE STATE REGISTRIES. THESE INDIVIDUALS HAD OFFICIALLY
DOCUMENTED THEIR DECISION TO BE A DONOR AND WE WERE ABLE TO FOLLOW
THROUGH ON THEIR WISHES.

FORM 990, PART VI, SECTION A, LINE 4:

THE ORGANIZATION CHANGED ITS NAME AND UPDATED THE BYLAWS.

FORM 990, PART VI, SECTION A, LINE 8B:

ONLY THE EXECUTIVE COMMITTEE CAN ACT ON BEHALF OF THE BOARD AND EVEN THEN
IT HAS TO BE RATIFIED BY THE FULL BOARD.

FORM 990, PART VI, SECTION B, LINE 11:

THE FORM 990 IS DISTRIBUTED TO THE ENTIRE GOVERNING BODY BEFORE FILING.

THE FORM 990 IS REVIEWED AND APPROVED BY THE CHAIR OF THE AUDIT COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 12C:

THE BOARD OF DIRECTORS OF DONOR NETWORK WEST HAS ADOPTED A POLICY ON
CONFLICTS OF INTEREST OF ITS BOARD MEMBERS AND EMPLOYEES. DONOR NETWORK
WEST IS COMMITTED TO THIS POLICY AND DOES PERFORM AN ANNUAL REVIEW OF THIS
POLICY.

TO CARRY OUT THIS POLICY, EACH BOARD MEMBER IS TO IDENTIFY ANY ACTUAL OR
POTENTIAL CONFLICTS OF INTEREST AS DESCRIBED IN THE POLICY WITH RESPECT TO
OUTSIDE INTERESTS, INVESTMENTS, OR OTHER ACTIVITIES THAT MIGHT RELATE TO
SERVICES PROVIDED TO DONOR NETWORK WEST.

FORM 990, PART VI, SECTION B, LINE 15:

| | | |
|--------------------------|---|--|
| Name of the organization | DONOR NETWORK WEST (FORMERLY KNOWN AS CALIFORNIA TRANSPLANT DONOR NETWORK) | Employer identification number 94-3062436 |
|--------------------------|---|--|

DONOR NETWORK WEST UTILIZES A COMPREHENSIVE SALARY SURVEY CONDUCTED BY THE
ASSOCIATIONS OF ORGAN PROCUREMENT ORGANIZATIONS UTILIZING MCGLADREY
CONSULTING SERVICES AS WELL AS OTHER PUBLICLY AVAILABLE SALARY INFORMATION
TO SET EXECUTIVE SALARIES. THE EXECUTIVE COMMITTEE TO THE BOARD OF
DIRECTORS ALSO REVIEWS ANY SALARY INCREASE FOR THE CEO.

FORM 990, PART VI, SECTION C, LINE 19:

FINANCIAL STATEMENT, 990 AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON
REQUEST. GOVERNING DOCUMENTS ARE NOT AVAILABLE TO THE GENERAL PUBLIC.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR.

428111
05-01-14

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

NCTO

A0755798

FILED

DR

Secretary of State
State of California

1PV MAY 16 2014 bhs

1199092
CERTIFICATE OF AMENDMENT

OF
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and secretary/treasurer, respectively, of CALIFORNIA TRANSPLANT DONOR NETWORK, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is DONOR NETWORK WEST.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge

Dated: March 31, 2014

Nancy Lee
NANCY V. LEE, RN, MSN, NEA-BC, President

Reece I. Fawley
REECE I. FAWLEY, Secretary-Treasurer

AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA TRANSPLANT DONOR NETWORK

Our Mission Statement: The California Transplant Donor Network saves and improves lives through organ and tissue donation for transplantation.

Our Vision: Our vision is to be the premier community resource for organ and tissue donation. We will provide excellent and compassionate support and service to the public and the health care professionals who serve them in the hope that each person will choose to be a donor.

Our Values: We will strive to attain our vision by incorporating our core values of passion, integrity, teamwork, excellence and respect.

ARTICLE I

NAME

The name of this corporation is California Transplant Donor Network (the "Corporation").

ARTICLE II

OFFICES

The principal office for the transaction of the business of the Corporation shall be established by the Board of Directors and shall be located in the State of California.

ARTICLE III

PURPOSES

Section 1. General Purposes.

The general purposes of this Corporation shall be as set forth in this Corporation's Articles of Incorporation.

Section 2. Specific Purposes.

The Corporation is organized exclusively for charitable purposes as an independent organ and tissue procurement organization meeting the criteria set forth in all relevant state and federal regulations concerning organ and tissue procurement. As such, the Corporation shall:

- (i) sponsor, direct and coordinate regional and community educational activities concerning organ and tissue donation,

- (ii) develop, implement and maintain organ and tissue procurement and distribution policies and procedures that ensure equitable distribution of organs to patients,
- (iii) provide a single telephone access for all organ and tissue donation in Northern and Central California, and western Nevada,
- (iv) receive, log and refer all donor calls in accordance with the organ and tissue procurement and distribution policies and procedures of the Corporation,
- (v) provide for appropriate donor management including the coordination of organ and tissue procurement teams,
- (vi) develop quality standards and conduct ongoing quality assurance of donor referral, donor management and organ and tissue procurement practices, and
- (vii) implement the recommendations and requirements of the National Organ Procurement and Transplantation Network; and
- (viii) procure organs and tissue for research in compliance with state and federal regulations.

ARTICLE IV

DIRECTORS

Section 1. Powers.

(a) **General Corporate Powers.** Except as is otherwise provided in these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (the “Board”). The Board shall have full legal authority and responsibility for the management and provision of all organ and tissue procurement services and shall develop and oversee implementation of policies and procedures considered necessary for the effective administration of the Corporation, including fiscal operations, the Corporation’s quality assessment and performance improvement programs, and services furnished under contract or arrangement, including agreements for such services.

(b) **Specific Powers.** Without prejudice to the foregoing general powers, and subject to the same limitations, the Board shall have the power to:

- (i) Select and remove all Board officers, agents and the Chief Executive Officer of the Corporation, prescribe any powers and duties for them that are consistent with law, the Articles of Incorporation and these Bylaws, and fix the compensation of all Board officers, agents and the Chief Executive Officer of the Corporation;

- (ii) Review, amend and approve Executive Committee recommendations regarding the compensation, including benefits, of the Chief Executive Officer to assure that it is just and reasonable, both upon the hiring of the Chief Executive Officer and whenever the Chief Executive Officer's term of employment is renewed, extended or otherwise modified;
- (iii) Change the principal executive office or the principal business office in the State of California from one location to another, cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California, and designate any place within or outside the State of California for the holding of meetings of the Board;
- (iv) Review, amend and approve the recommendations of the Executive Committee;
- (v) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities; and
- (vi) Exercise any other powers set forth in Section 5140 of the California Nonprofit Corporation Law.

Section 2. Number, Qualification and Nomination of Directors.

There shall be no fewer than 10 and no more than 25 members of the Board (each, a "Director" and, collectively, the "Directors"). In addition, the Chief Executive Officer shall serve as a Director of the Board *ex officio*. The qualification and nomination of other Directors shall be as follows:

- (i) For each Transplant Center (as defined below), there shall be one Director who is a member of the senior administrative staff of that Transplant Center (or of an affiliate thereof) and who shall be nominated by that Transplant Center;
- (ii) There shall be at least two Directors who shall serve as representatives of the general public and who shall have a strong interest in organ transplant issues and the mission of this corporation;
- (iii) There shall be one Director who is a person specializing in histocompatibility and who shall be nominated by any Director or the Chief Executive Officer;
- (iv) For each Transplant Center, there shall be one Director who is a transplant physician or surgeon and a representative of that Transplant Center, and who shall be nominated by that Transplant Center.

For purposes of these Bylaws, the term "Transplant Center" shall mean a corporation (or other legal entity), or commonly controlled group thereof, that conducts one or more organ transplant programs, and that has entered into a Participation Agreement with this Corporation pursuant to Article VIII, Section 2 of these Bylaws. For purposes of the foregoing, a "commonly controlled group" consists of two or more corporations (or other entities) in which one corporation (or other entity) controls, directly or indirectly, each other corporation (or other entity) in the group. For purposes of this test, one corporation (or other entity) directly controls another if it has the power to appoint or elect a majority of the members of the governing body of such other corporation (or other entity). A corporation (or other entity) indirectly controls another if it has the power to appoint a majority of the governing body members of a third corporation (or other legal entity) that in turn has the power to appoint a majority of the governing body members of the corporation (or other entity) in question. Accordingly, a commonly controlled group of corporations that conducts more than one organ transplant program shall constitute and be treated as one Transplant Center for purposes of this Article IV, Section 2.

The Board will recruit new Directors in accordance with the guidelines set forth in the Board Skills Matrix, which shall be reviewed, amended and approved annually by the Board.

Nothing in these Bylaws shall be deemed to preclude the Executive Committee from making any nomination that any Director may make.

The affirmative vote of the Board to enter into a Participation Agreement with an additional Transplant Center shall be deemed also to be a resolution of the Board to increase the authorized number of Directors by two, subject to the maximum number of 25, so that such additional Transplant Center shall have representation on the Board in the manner contemplated by clauses (i) and (ii) above. The affirmative vote of the Board to terminate a Participation Agreement shall be deemed also to be a resolution decreasing the authorized number of Directors by two. In the event the execution of a Participation Agreement with an additional Transplant Center would cause the number of voting Directors to exceed 25 in number, the Board shall take such action as is necessary to amend these Bylaws such that the maximum number of Directors will not be exceeded.

Section 3. Election and Term of Office.

The Board shall, by resolution, designate one regular meeting each year at which persons shall be elected to serve as Directors (the "Annual Meeting"). At each Annual Meeting, the Board shall elect a number of persons to serve as Directors equal to the number of Directors whose terms will expire at the end of the then current fiscal year of the Corporation. Except as otherwise provided herein, each Director shall serve for a three year term commencing with the fiscal year beginning immediately after the Annual Meeting at which he or she was elected as a Director and continuing until the close of the immediately subsequent fiscal year, and until his or her successor is duly qualified and elected.

No Director may serve for more than three consecutive terms. Service as a Director for less than a full term, for any reason, shall not be counted as a term for purposes of the foregoing limitation.

Notwithstanding the foregoing, a Director who is serving or is selected to serve as the Chair of the Board but who is otherwise at the conclusion of his/her third consecutive term as a Director, may nevertheless continue to serve as Chair and Director going forward for the lesser of (i) two additional years, or (ii) the conclusion of his/her term as Chair. The continuation of this individual as a Director shall automatically increase the number of authorized Directors by one additional Director during the term thereof.

Section 4. Removal and Replacement Upon Request of Nominating Transplant Center.

In the event a Director described in Sections 2(i) or 2(ii) ceases to be professionally associated with the Transplant Center that nominated that Director, such Transplant Center may notify the Secretary of such fact and request that such Director be replaced with another person nominated by the Center. The Secretary, upon receipt of such notice, shall take such steps as are necessary to cause the Board, at its next meeting, whether regular or special, to consider the removal of such Director (unless the Director shall have resigned) and the election of the Center's nominee to fill the unexpired term of such Director.

Section 5. Removal With or Without Cause.

A Director may be removed with or without cause upon the affirmative vote of two-thirds (2/3's) of the members of the Board.

Section 6. Vacancies.

A vacancy resulting from the death, resignation or removal of a Director shall be filled by the Board from among nominees designated by the person or organization having the power to make nominations for such vacancy in accordance with Section 2 hereof. Any Director elected to fill a vacancy shall be elected only for the unexpired term of his or her predecessor in office. Vacancies resulting from the Corporation entering into a Participation Agreement with an additional Transplant Center shall be filled by the Board at its next meeting, whether regular or special, held after the execution and delivery of such Participation Agreement and the Chair's receipt of the additional Transplant Center's nominees for election to the Board. Directors elected pursuant to the immediately preceding sentence shall serve until the end of the fiscal year following the fiscal year in which he or she is elected and his or her successor is duly qualified and elected.

Section 7. Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An "interested person" is (i) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of the paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. General.

The Board shall hold at least four (4) regular meetings a year, one of which shall be designated as the Annual Meeting at which: (i) Directors shall be elected in accordance with Article IV hereof; (ii) Medical Advisory Board members shall be appointed in accordance with Article VI hereof; (iii) officers shall be elected in accordance with Article VII hereof, if there are any incumbent officers whose terms expire in that year; (iv) the annual operating budget shall be considered and, if appropriate, approved; and (v) such other business as properly comes before the meeting is considered. The Board shall establish the times and places of its regular meetings by resolution.

Section 2. Special Meetings.

Special meetings of the Board may be called at the request of the Chairman, the Chief Executive Officer, the Secretary/Treasurer or any three (3) Directors.

Section 3. Notice.

Notice of any regular meeting need not (but may) be given if the Board by resolution adopts a definite time and place for regular meetings, effective for a period of not less than twelve months. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the Director or to a person at the director's office who would reasonably be expected to communicate such short notice promptly to the Director; (iv) by facsimile, or (v) by electronic mail. All such notices shall be given or sent to the Director's address, telephone number, facsimile number or email address as shown on the records of the Corporation. The notice shall specify the time and place of the meeting. Notices sent by first-class mail shall be deposited into a United States mailbox at least five (5) business days before the time set for the meeting. Notices given by personal delivery, by telephone, by facsimile, or by electronic mail shall be given at least five (5) business days before the set time for the meeting.

Section 4. Meetings by Conference Telephone or other Electronic Media.

Directors may participate in any meeting, whether annual, regular or special, through the use of conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another. All Directors participating in a meeting pursuant to this Section 4 shall be deemed to be present in person at any such meeting.

Section 5. Participation

If any Director misses in any calendar year more than two regular meetings; the Chairman of Board shall make a recommendation whether or not the Director should be removed by 2/3 majority vote.

Section 6. Quorum.

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly convened meeting shall be the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7. Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 8. Adjournment.

A majority of the Directors present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 9. Notice of Adjournment.

Notice of the time and place of reconvening a meeting that has been adjourned shall be given to all Directors by telephone, by communicating directly with each Director or to a person at the Director's office who would reasonably be expected to communicate such short notice promptly to the Director, and by email. Notices given by telephone and email shall be given at least five (5) business days before the set time for the meeting.

Section 10. Action by Written Consent.

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board, and shall be filed with the minutes of the proceedings of the Board.

Section 11. Compensation of Directors.

Directors and members of Committees shall not receive any compensation for services as such but may be reimbursed for expenses of attendance at meetings, if any, as may be determined by resolution of the Board to be just and reasonable. This Section 10 shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 12. Conflict of Interest Policy

The Board shall develop and adhere to a conflict of interest policy that incorporates the provisions of Section 5233 of California Non-Profit Public Benefit Corporation Law.

ARTICLE VI

MEDICAL ADVISORY BOARD

Section 1. In General.

The Corporation shall have a Medical Advisory Board, with such members, powers and other attributes as are described in this Article VI. It is intended that the Medical Advisory Board shall satisfy the requirements found in 42 C.F.R Section 486.324 to the effect that an organ procurement organization must have a "medical advisory board" as a condition of participation in the Medicare program, and the provisions of this Article VI shall be interpreted in a manner consistent with the provisions thereof, so that the Corporation will be in compliance with such conditions of participation.

Section 2. Powers.

The Medical Advisory Board shall have authority to make recommendations to the Board on any and all matters concerning or related to organ and tissue procurement, including, without limitation, the following:

- (a) Agreements for identifying potential organ and tissue donors with hospitals in the Corporation's service area having facilities for organ and tissue procurement;
- (b) Systematic efforts, including professional education, to acquire all useable organs and tissues from potential donors;
- (c) Arrangements for the procurement and preservation of donated organs and tissues and the promulgation of quality standards for the procurement of organs and tissues, all consistent with such standards as may be adopted by the organization then designated as the organ and tissue procurement and transplantation network pursuant to Section 372 of the Public Health Service Act (42 U.S.C 274) (the "OPTN"), including arrangements for testing recovered organs for infection with the etiologic agent for acquired immunodeficiency syndrome;
- (d) Appropriate tissue typing of procured organs;
- (e) Systems for allocating recovered organs among transplant patients, consistent with the rules and requirements of the OPTN;
- (f) Transportation of organs to Transplant Hospitals (as defined in Article VIII, Section 2);

- (g) Coordination of organ procurement activities with Transplant Hospitals in the Corporation's service area;
- (h) Participation in the OPTN;
- (i) Arrangements with tissue banks and/or the establishment of standards, procedures and systems for the processing, preservation, storage, and distribution of tissues appropriate to assure that all useable tissues are recovered from donors;
- (j) Evaluation, not less frequently than annually, of the effectiveness of the Corporation in recovering organs and tissue using the standards and metrics of the Scientific Registry of Transplant Recipients; and
- (k) Provide assistance to hospitals in the Corporation's service area having facilities for organ and tissue donation for establishing and implementing protocols for identifying and making referrals to the Corporation.

Section 3. Specific Limitation on Powers.

Notwithstanding any other provision of these Bylaws, the Medical Advisory Board shall function in a purely advisory capacity to the Board and shall have no authority to bind the Corporation or to direct its business and affairs in any way, or to adopt or promulgate, on behalf of or for the Corporation, any policies, procedures or standards, except as otherwise expressly provided herein and except for such policies and procedures, if any, adopted to govern the Medical Advisory Board's own internal affairs.

Section 4. Number, Qualification and Appointment of Medical Advisory Board Members.

There shall be no fewer than 12 and no more than 25 members of the Medical Advisory Board. The Corporation's Medical Director shall serve as an *ex officio* member of the Medical Advisory Board. The Medical Advisory Board shall elect from its own membership the individual who shall serve as its chair. The chair of the Medical Advisory Board shall serve for a term to be established by the Medical Advisory Board. The remaining members of the Medical Advisory Board shall have such qualifications and serve in such capacities as the Board may establish, *provided* that at least one member satisfies each of the following criteria:

- (i) Is a member of the senior administrative staff of a hospital in the Corporation's service area having facilities for organ and tissue procurement;
- (ii) Is regularly employed in the emergency room or intensive care unit of a hospital in the Corporation's service area;
- (iii) Serves in a representative capacity of one or more tissue banks in the Corporation's service area;
- (iv) Serves in a representative capacity of one or more voluntary health associations in the Corporation's service area;

- (v) Serves in a representative capacity of the public residing in the Corporation's service area;
- (vi) A physician, or an individual with a doctorate degree, in either case with knowledge, experience or skill in the field of human histocompatibility;
- (vii) A neurosurgeon or other physician with knowledge or skills in the neurosciences;
- (viii) A member of the family of an organ and/or tissue donor; and
- (ix) For each Transplant Center, a transplant surgeon who has surgical practice privileges at such hospital and who regularly performs transplant surgeries at, and is representative of, such Transplant Center, as well as one other physician or surgeon who has privileges at each such hospital and who is regularly involved in the treatment and care of transplant patients. To the extent practicable, one such physician or surgeon from each Transplant Center shall specialize in transplanted abdominal organs and the other physician or surgeon from such Transplant Center shall specialize in transplanted thoracic organs.

Notwithstanding any other provision of these Bylaws, no person shall be qualified to serve as a Medical Advisory Board member to the extent that such person is concurrently serving as a member of the Board. A person who resigns from service as, or otherwise ceases to be, a Director may, immediately thereafter, be eligible to serve as a Medical Advisory Board member.

The Board may remove a Medical Advisory Board member at any time, with or without cause.

Section 5. Nominations, Election and Term of Office.

The Executive Committee shall use best efforts to prepare and present to the Board prior to each Annual Meeting at which Medical Advisory Board members are to be appointed or reconfirmed, a slate of nominees for appointment to the Medical Advisory Board. Such slate may be based on recommendations received from any Director or the Chief Executive Officer but shall include, with respect to any Medical Advisory Board positions described in Section 4(ix) of this Article VI, any recommendation for nomination to the Medical Advisory Board made by the Transplant Centers.

Except for the initial members of the Medical Advisory Board, whom the Board shall appoint at any regular meeting at which a quorum is present, the Board shall, at each Annual Meeting, appoint a number of qualified persons to serve as members of the Medical Advisory Board equal to the number of Medical Advisory Board Members whose terms will expire at the end of the then current fiscal year of the Corporation. The Board shall appoint each Medical Advisory Board member for a three year term commencing with the fiscal year beginning immediately after the Annual Meeting at which he or she was appointed and continuing until the close of the immediately subsequent fiscal year and until his or her successor is duly qualified and appointed, *provided* that the Board may, in its discretion, appoint any Medical Advisory

Board member for a shorter term as may be necessary or convenient in order that the terms of approximately one-half of the Medical Advisory Board members will terminate at the end of each fiscal year of the Corporation. Medical Advisory Board members may serve any number of terms, without limitation.

Section 6. Vacancies.

A vacancy resulting from the death, resignation or removal of a Medical Advisory Board member may be filled by the Board. Any Director elected to fill such vacancy shall be elected only for the unexpired term of his or her predecessor in office.

Section 7. Meetings of the Medical Advisory Board.

The Medical Advisory Board shall hold at least four (4) meetings each fiscal year prior to the Board meetings. The Medical Advisory Board may, by resolution, establish a schedule of regular meetings to be held at such time or place as the Medical Advisory Board shall establish. Alternatively or in addition to regular meetings, the Medical Advisory Board may hold special meetings, *provided* that, however designated, the Medical Advisory Board shall hold at least four (4) meetings per year. Special meetings of the Medical Advisory Board may be called by the Chair of the Board, the Medical Advisory Board Chair, by any five (5) Medical Advisory Board members or by the Chief Executive Officer of the Corporation.

Section 8. Participation

If any Medical Advisory Board member misses in any calendar year more than two regular meetings; the Chairman of Board shall make a recommendation whether or not the Director should be removed by 2/3 majority vote.

Section 9. Notice.

The Secretary/Treasurer shall give or cause to be given notice of the time and place of each meeting of the Medical Advisory Board at least four (4) days prior thereto if given by first class mail or at least 48 hours' prior thereto if given by personal delivery, telephone, telegraph, facsimile transmission or e-mail, *provided*, that the Medical Advisory Board may by resolution eliminate the need for notice of any regular meeting, so long as regular meetings are, by resolution of the Medical Advisory Board, scheduled to occur at a designated time and place no less frequently than quarterly. Notice of each Medical Advisory Board meeting, if required, shall be provided to each Medical Advisory Board member at such address or in accordance with such other instructions as each member shall provide to the Secretary. The notice of any meeting need not specify the purpose of the meeting.

Section 10. Open Meetings.

To the extent practicable and not unduly burdensome to the efficient conduct of the business and affairs of the Medical Advisory Board, meetings of the Medical Advisory Board shall be open to participation by all physicians and other medical personnel employed by or associated with each Transplant Center. The Medical Advisory Board may by resolution adopt such rules and regulations limiting participation in meetings by non-members as it deems

necessary or appropriate to the efficient conduct of its business and affairs. Consistent with the intent to have open Medical Advisory Board meetings, the Secretary/Treasurer shall publish or otherwise disperse, or shall cause the publication or dispersal of, notice or other statement of the time and place of Medical Advisory Board meetings in a manner designed to advise all eligible persons who might have an interest in attending such meetings of the time and place thereof, all consistent with any limitations on attendance that the Medical Advisory Board has adopted.

Section 11. Quorum.

Fifty percent (50%) of the number of Medical Advisory Board members then in office shall constitute a quorum for the transaction of business, except to adjourn as provided, below. Every act or decision done or made by a majority of the Medical Advisory Board members present at a meeting at which a quorum is present shall constitute the act of the Medical Advisory Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of member, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 12. Waiver of Notice.

The proceedings of any meeting of the Medical Advisory Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each Medical Advisory Board member not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 13. Adjournment.

A majority of the Medical Advisory Board members present, whether or not constituting a quorum, may adjourn any meeting of the Medical Advisory Board to another time and place. Notice of the time and place of reconvening a meeting that has been adjourned shall be given to all Medical Advisory Board Members by email and telephone.

Section 14. Reports to the Board.

Following each meeting of the Medical Advisory Board, the chair of the Medical Advisory Board, or any one or more Medical Advisory Board members designated by resolution of the Medical Advisory Board, shall prepare a report of the proceedings of such meeting and recommendations, if any, adopted at such meeting and shall deliver the same to the Board at its next regular meeting following such Medical Advisory Board meeting.

Section 15. Compensation of Medical Advisory Board Members.

Medical Advisory Board members shall not receive any compensation for service as such but may be reimbursed for expenses of attendance at meetings, if any, as may be determined by

resolution of the Board to be just and reasonable. This Section 14 shall not be construed to preclude any Medical Advisory Board member from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 16. Meeting by Conference Telephone or other Electronic Media

Medical Advisory members may participate in any meeting, whether annual, regular or special, through the use of conference telephone or similar communication equipment, so long as all Medical Advisory members participating in the meeting can hear one another. All Medical Advisory members participating in a meeting pursuant to this Section 15 shall be deemed to be present in person at any such meeting.

ARTICLE VII

OFFICERS AND STAFF

Section 1. Officers.

The officers of the Corporation shall consist of a Chair of the Board, Chair-Elect, and a Secretary/Treasurer, who shall be Directors, and a Chief Executive Officer, who shall be a voting Director *ex officio*.

Section 2. Election of Officers.

The officers of the Corporation as defined above shall be chosen by the Board at its Annual Meeting in the year in which the terms of office of any incumbent officer expires or, in the event of a vacancy in any office for a reason other than expiration of term, at the next meeting of the Board following the occurrence of the vacancy, provided that the Chair-Elect shall automatically accede to the office of Chair upon the occurrence of a vacancy in that office, unless he or she resigns or is removed. All officers of the Corporation shall serve for a two year term and shall not serve more than one consecutive term in the same capacity.

The Chief Executive Officer shall serve at the pleasure of the Board for such terms as the Board shall determine, subject to the rights, if any, of any employment contract then in effect.

Section 3. Removal of Officers.

Subject to the rights, if any, of any contract of employment, the Chief Executive Officer or any other officer of the Corporation may be removed, with or without cause, by a majority vote of the Board, at any regular or special meeting of the Board.

Section 4. Resignation of Officers.

Any officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation

shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies in Offices.

Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any one or more other officers or to any Director until such time as a successor for said office has been elected or appointed.

Section 6. Responsibilities of Officers.

(a) Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board and shall have such other duties as the Board may prescribe by resolution. The Chair of the Board is also the chair of the Executive Committee.

(b) Chair-Elect.

The Chair-Elect shall perform the responsibilities of the Chair of the Board in his/her absence.

(c) Chief Executive Officer.

The Chief Executive Officer of the Corporation shall, subject to the control and direction of the Board, be responsible for the day to day operations, and the general and overall management and administration of the business and affairs of the Corporation, and shall have all the powers and duties of management usually vested in the chief executive officer of a corporation. The Chief Executive Officer shall have such other powers and duties with respect to the administration of the business and affairs of the Corporation as may from time to time be prescribed by the Board or is otherwise prescribed by these Bylaws. Except as otherwise provided in these Bylaws, the Chief Executive Officer shall serve for such term as shall be established by the Board.

(d) Secretary/Treasurer.

The Secretary/Treasurer shall keep or cause to be kept a book of minutes at the principal office, or at such other place as the Board may order, of all meetings of the Board, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary/Treasurer shall give or cause to be given notice of all meetings of Board for which notice is required.

The Secretary/Treasurer shall, along with the Finance Committee, provide advice and recommendations to the Board with respect to all financial matters for the Corporation including operating and capital budgets, borrowings and capital planning, material contracts and leases, business plan development and implementation, and facilities and equipment, and shall have such other duties as are delegated to him or her by the Board from time to time.

Section 7. Other Officers.

The Board may establish any number of other offices and appoint persons to serve in such other offices with such powers and responsibilities and under such terms and conditions as the Board may determine.

Section 8. Medical Director.

The Corporation shall have a Medical Director, who shall be nominated by the Executive Committee in consultation with the Chief Executive Officer and approved by the Board of Directors. The Medical Director shall be an employee of the Corporation responsible for the overall medical-administrative aspects of corporate affairs, and shall generally discharge the duties of a Medical Director. The Medical Director shall attend the meetings of the Board, but will not be a member of the Board. The Medical Director shall report to the Chief Executive Officer, who shall have the right, upon consultation with the Board, to terminate the Medical Director. The Board physicians shall review and evaluate the Medical Director's clinical performance annually in conjunction with the Chief Executive Officer's review and evaluation of the Medical Director's administrative performance.

ARTICLE VIII

PARTICIPATION AND AFFILIATION AGREEMENTS

Section 1. In General.

The Corporation shall serve hospitals, appropriate health care organizations and health professionals, and the general public in its service area. In connection therewith, the Corporation shall solicit the participation of all organ transplant centers, licensed tissue banks, hospitals with facilities for organ and tissue procurement and appropriate voluntary health care organizations located in its service area in accordance with the criteria and relationships set forth below.

Section 2. Organ Transplant Hospitals.

The Corporation shall offer to enter into participation agreements (each, a "Participation Agreement") with each Transplant Hospital (as defined below) that:

- (i) conducts one or more organ transplant programs in the Corporation's service area that has or have been recognized by the National Organ Procurement and Transplantation Network in connection with its membership therein;
- (ii) is a member in good standing of the OPTN; and
- (iii) has secured and holds all relevant state and federal certifications and licenses necessary in connection with its operation of its organ transplant program or programs.

Pursuant to a Participation Agreement, a Transplant Hospital must agree to utilize the Corporation as its principal organ procurement organization and to abide by all policies and procedures of the Corporation, including these Bylaws.

For purposes of these Bylaws, a Transplant Hospital shall mean a facility licensed as an acute care hospital by the state in which it is located that provides organ transplants and other medical and surgical specialty services required for the care of transplant patients. A licensed facility having one or more transplant program shall be considered as one Transplant Hospital.

Section 3. Tissue Banks.

The Corporation shall maintain cooperative arrangements with tissue banks for the processing, preservation, storage and distribution of tissues.

Section 4. Voluntary Health Care Organizations and Lay Public.

The Corporation shall involve voluntary health care organizations and the lay public in corporate affairs by appointing representatives of such voluntary health care organizations and representative lay persons to serve on the Medical Advisory Board.

Section 5. Affiliation Agreements.

The Corporation shall maintain agreements or other arrangements with hospitals and other health care organizations in its service area to identify potential organ and tissue donors and to acquire all useable organs and tissue from potential donors through systematic cooperative efforts including public and professional education.

ARTICLE IX

COMMITTEES

Section 1. In General.

The Corporation shall establish and maintain such committees, whether standing or special, as are provided for in these Bylaws or that the Board may provide for by resolution.

Section 2. Standing Committees

The Corporation shall have and maintain the following standing committees:

(a) Executive Committee. The Executive Committee shall consist of the Chair of the Board, the Chair-Elect, the Secretary/Treasurer, the Chief Executive Officer, a representative of each of the constituent Transplant Centers, and a public representative. A Transplant Center representative who serves concurrently as the Chair of the Board, the Chair-Elect, or the Secretary/Treasurer, shall also represent their respective Transplant Center on the Executive Committee. Annually the Executive Committee shall prepare and present to the Board a slate of

nominees to represent the Transplant Centers that are not represented on the Executive Committee as officers of the Board. Each Executive Committee member shall be appointed by the Board for a term of two years. If the officers of the Board do not include a member of the general public, the Executive Committee shall nominate one general public member to serve on the Executive Committee.

The Executive Committee shall act as an operations committee regularly reviewing the performance and business practices of the Corporation and making recommendations where indicated to the Board. The Chair of the Board or the Chief Executive Officer may call upon the Executive Committee for advice and recommendations on matters of major importance, including matters they intend to take to the full Board. In addition, the Executive Committee shall be responsible for making nominations for members to the Medical Advisory Board pursuant to Article VI, Section 8, for nominating the Medical Director pursuant Article VII, Section 8, and may make whatever nominations for Directors that the committee desires and that may be made by any Director pursuant to Article IV. Absent specific authorization from the Board, the Executive Committee shall be advisory in nature and shall have no authority to act on behalf of the Board or make any decisions within the purview of the Board.

The Executive Committee shall work with the CEO annually to develop and revise a proposed Board Skills Matrix that will be recommended to the Board for review, amendment and approval.

The Executive Committee shall be responsible for conducting the annual performance review of the Corporation's Chief Executive Officer and shall recommend modification of the compensation of the Chief Executive Officer subject to Board approval.

The Executive Committee shall recommend to the Board at its annual meeting a slate of Finance Committee members for modification, if applicable, and approval.

The Executive Committee shall meet at least four times a year.

(b) Finance Committee. The Finance Committee shall consist of: (i) the Secretary/Treasurer who shall serve as chair; (ii) at least four other Directors, at least two of which shall be representatives from the Transplant Centers, and all four of whom shall be appointed by the Board; and (iii) the employee then serving as the Chief Financial Officer or Vice President of Finance for the Corporation. Each Finance Committee member appointed by the Board shall be appointed for a term of two years. Notwithstanding the foregoing, the Board may appoint the initial members of the Finance Committee with staggered terms such that the terms of approximately one-half of the Committee members expire each fiscal year. There shall be no limit on the number of terms that a person may serve as a Finance Committee member.

The Finance Committee generally shall oversee the finances, investments and financial position of the Corporation and shall make recommendations thereon to the Board and/or the Executive Committee as appropriate. Specifically, the duties and responsibilities of the Finance Committee shall be: (1) to develop and recommend financial policy to the Board and/or the Executive Committee, as appropriate; (2) to review and approve the annual operating budget and submit it to the Board for approval prior to the beginning of each fiscal year; (3) to review any

proposed capital budget prepared by staff and make recommendations thereon prior to submitting the same to the Board for approval; (4) to review monthly or other periodic financial reports of this Corporation, and to make recommendations to the Board and/or the Executive Committee, as appropriate, thereon; (5) to advise the Board and/or Executive Committee, as appropriate, on methods and procedures that will assure that the financial policies and budgets adopted by the Board are carried out; (6) to review and advise the Board and/or Executive Committee on financial feasibility of acts and undertakings referred to it by the Board and/or Executive Committee; and (7) to advise the Board and/or Executive Committee on investments, securities, and similar financial undertakings of the Corporation.

The Finance Committee shall meet at such times and with such frequency as the members of the committee determine is appropriate in light of the Committee's duties and responsibilities; provided, that the Finance Committee shall meet at least four times annually.

(c) Audit Committee. The Corporation shall have an Audit Committee composed of three or more members, all of whom shall be appointed by the Board, and at least one of which shall be a representative from the Transplant Centers. A majority of Audit Committee members shall be Directors. Members of the Audit Committee shall have no direct or indirect financial relationship with the Corporation. Notwithstanding the foregoing: (A) no officer of the Corporation nor any person employed by the Corporation shall be eligible to serve as a member of the Audit Committee; and (B) no more than than half of the members of the Audit Committee may concurrently serve as Finance Committee members. The chair of the Audit Committee shall be appointed by the Board and shall not be the same person who is then serving as chair of the Finance Committee. Members of the Audit Committee shall not receive any compensation from the Corporation for serving in this capacity. No member of the Audit Committee shall have a material financial interest in any entity doing business with the Corporation.

Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the Corporation's independent auditor and, if directed by the Board, shall negotiate the independent auditor's compensation on behalf of the Board. The Audit Committee shall: (A) review the results of the annual audit of the financial statements of the Corporation, including any management letters, and make any appropriate recommendations thereon to the Board and/or the Executive Committee, as appropriate; (B) review and determine whether to accept the audit; and (C) review and approve, if appropriate, any non-audit services performed by the independent auditor (or other members of the independent auditor's firm), but only if it determines that any such non-audit services conform with the standards for auditor independence as determined by the standards of the American Institute of Certified Public Accountants.

The Audit Committee shall meet as frequently as it shall determine is necessary or appropriate to satisfy its responsibilities set forth above.

Section 3. Other Committees.

The Board may by resolution establish such other committees with such members and responsibilities as the Board determines is necessary or appropriate to further the business and affairs of the Corporation.

Section 4. Term of Office.

Except for *ex officio* members and as otherwise provided herein, committee members shall serve at the pleasure of the Board and/or until they cease to satisfy any qualifications for service.

ARTICLE X

APPROVAL OF TRANSPLANT CENTERS

Notwithstanding any other provision of these Bylaws, the Corporation shall not take any of the following actions without the prior consent of a majority of all Transplant Centers that are then parties to Participation Agreements with the Corporation as described in Article VIII, Section 2:

- (i) amend, restate or repeal the Articles of Incorporation of the Corporation or these Bylaws;
- (ii) incur indebtedness in one or a series of related transactions in a principal amount exceeding ten percent (10%) of the Corporation's gross revenues for the most recent fiscal year for which audited financial statements are available;
- (iii) merge or consolidate with or into any other corporation or other organization;
- (iv) dissolve;
- (v) sell all or substantially all of its assets; or
- (vi) take any other action that would prevent the Corporation from the lawful and proper discharge and conduct of activities in furtherance of its purposes as set forth in Article III of these Bylaws, all in accordance with law, including all applicable rules and regulations promulgated by the Center for Medicare and Medicaid Services.

Each Director nominated pursuant to Article IV, Section 2(i) shall be presumed to have all necessary authority to exercise the approval powers set forth in this Article X on behalf of the Transplant Center that nominated the Director, unless and until the Secretary/Treasurer is otherwise notified in writing by the president of such Transplant Center and attested to by its secretary.

ARTICLE XI

CONFLICTS OF INTEREST

The Board shall adopt and periodically review and, as necessary, revise, a policy governing conflicts of interest that applies to the Board and the Medical Advisory Board Members.

ARTICLE XII

GENERAL PROVISIONS

Section 1. Voting Shares.

The Corporation may vote any and all shares held by it in any other corporation by such officer, agent or proxy as the Board may appoint, or in default of any such appointment, by its Chair of the Board, and, in such case, such officers or any of them, may likewise appoint a proxy to vote said shares.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

Section 3. Execution of Contracts.

The Board, except as the Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Fiscal Year.

The fiscal year of the Corporation shall be adopted by resolution of the Board.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions

For the purposes of this Article, the following definitions apply: "Covered Person" means any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a member of any committee or subcommittee of the Corporation or as a director, officer, manager or member of the governing body of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise; "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, investigative, against any Covered Person in her or her behalf as such, any threatened, pending or completed action or proceeding against any Covered Person who is serving as a trustee, investment manager, or other fiduciary or any employee benefit plan or trust maintained by the Corporation; and "Expenses" includes, without limitation, attorneys' fees, costs and other expenses incurred in the defense of any Proceeding and attorneys' fees, costs, and other expenses of establishing a right to indemnification under this Article XIII.

Section 2. Successful Defense by Covered Person.

To the extent that a Covered Person has been successful on the merits in the defense of any Proceeding referred to in Section 3 or 4 of this Article XIII or in the defense of any claim, issue or matter therein, the Covered Person shall be indemnified against Expenses actually and reasonably incurred by the Covered Person in connection therewith. If a Covered Person either settles any Proceeding or sustains a judgment rendered against him, then the provisions of Sections 3, 4 or 5 of this Article XIII shall determine whether the Covered Person is entitled to indemnification.

Section 3. Actions Brought By Persons Other Than the Corporation.

Subject to the required findings pursuant to Section 5, the Corporation shall indemnify any Covered Person who was or is a party or is threatened to be made a party to any Proceeding (other than an action brought by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law (Self-Dealing Transactions) or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust), against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding.

Section 4. Actions Brought By or On Behalf of the Corporation

Subject to the required findings pursuant to Section 5, the Corporation shall indemnify any Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the Proceeding. Notwithstanding the foregoing, no indemnification shall be made under this Section 4 with respect to any of the following:

- (a) Any claim, issue or matter as to which such Covered Person shall have been adjudged to be liable to the Corporation in the performance of such Covered Person's duty to the Corporation, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such Covered Person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine;
- (b) Any amount paid settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Any Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General

Section 5. Determination of Satisfaction of Standard of Conduct

The indemnification granted to a Covered Person in Sections 3 and 4, above, may be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the Covered Person is proper in the circumstance because the Covered Person has met the applicable standard of conduct set forth below.

(a) Required Standard of Conduct for Actions Brought By Persons Other Than the Corporation. With respect to indemnification pursuant to Section 3, the Covered Person seeking reimbursement must be found, in the manner provided below, to have acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, to have had no reasonable cause to believe his conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Covered Person did not act in good faith and in a manner which the Covered Person reasonably believed to be in the best interest of the Corporation or that the Covered Person had reasonable cause to believe that his or her conduct was unlawful.

(b) Required Standard of Conduct for Actions Brought By or On Behalf of the Corporation. With respect to indemnification pursuant to Section 4, the Covered Person seeking

reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(c) Manner of Determination of Good Faith Conduct. The determination that indemnification is proper in the circumstances because the Covered Person has met the applicable standard of conduct set forth above may be made either by the Board by a majority vote of a quorum consisting of Directors who are not parties to the Proceeding or by the court in which such Proceeding is or was pending upon application made by the Corporation or the Covered Person or the attorney or other person rendering a defense, whether or not such application by the Covered Person, attorney or other person is opposed by the Corporation.

Section 6. Limitations

No indemnification or advance shall be made in any circumstance when it appears that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or that the indemnification would be consistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses

Expenses incurred in defending any Proceeding shall be advanced by the Corporation before the final disposition of Proceeding on receipt of an undertaking by or on behalf of the Covered Person to repay the amount of the advance unless it is determined ultimately that the Covered Person is entitled to be indemnified as authorized in this Article XIII, unless and to the extent the Board determines in the specific case that there is a reasonable likelihood that indemnification of the Covered Person has not met the applicable standard of conduct set forth in Section 5 or that indemnification of the Covered Person would otherwise be inconsistent with this Article XIII or applicable law.

Section 8. Contractual Rights of Non-directors and Non-officers

Nothing contained in this Article shall affect any right of indemnification to which persons other than Directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.

Section 9. Indemnification of Employees and Agents

Nothing contained in this Article XIII is intended or shall be construed to preclude or limit the Corporation from providing indemnification to employees or agents of the Corporation.

Section 10. Fiduciaries of Employee Benefit Plans

Notwithstanding any other provisions of this Article XIII to the contrary, the Corporation shall, to the extent permitted by applicable law, indemnify any Covered Person who was or is a

party to, or is threatened to be made a party to, any Proceeding arising out of or related to such Covered Person's service, role or capacity as a fiduciary of an employee benefit plan of the Corporation, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any such Proceeding. Nothing contained in this Article XIII shall limit any right to indemnification to which any such Covered Person may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Section 11. Directors' and Officers' and Fiduciary Liability Insurance

The Corporation shall purchase and maintain directors' and officers' and fiduciary liability insurance for the benefit of any Covered Persons in such capacity; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Covered Person for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law. Notwithstanding any other provision of this Article XIII, the Corporation shall not be liable under this Article XIII to indemnify any Covered Person against Expenses, liabilities or losses incurred or suffered in connection with, or make any advances with respect to, any Proceeding against any Covered Person to the extent that the amount of such Expenses, liabilities or losses are otherwise actually paid to such Covered Person pursuant to any liability insurance policy maintained by or for the Corporation.

Section 12. Severability

Each and every paragraph, sentence, term and provision of this Article XIII is separate and distinct so that if any paragraph, sentence, term or provision of this Article XIII shall be held to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term or provision of this Article XIII. To the extent required, any paragraph, sentence, term or provision of this Article XIII may be modified by a court of competent jurisdiction to preserve its validity and to provide the Covered Person with, subject to the limitations set forth in this Article XIII and any agreement between the Corporation and such Covered Person, the broadest possible indemnification permitted under applicable law.

Section 13. Subrogation

If the Corporation pays a claim under this Article XIII, the Corporation shall be subrogated to the extent of such payment to all of the rights or recovery of the Covered Person, who shall execute all papers required and shall do everything necessary or appropriate to secure such rights, including the execution of such documents necessary or appropriate to enable the Corporation effectively to bring suit to enforce such rights.

Section 14. Effect of Repeal or Modification

Any repeal or modification of this Article XIII shall not adversely affect any right of indemnification of any Covered Person existing at the time of such repeal or modification with respect to any action or omission prior to such repeal or modification.

ARTICLE XIV

RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal office in this State the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any Director at all reasonable times during office hours.

Section 2. Inspection by Directors.

Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 3. Annual Report.

The Board shall cause an annual report to be sent to the Directors not later than one hundred eighty (180) days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6322 of the Nonprofit Corporation Law regarding indemnification and transactions of the kind described in said section.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is not such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XV

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and the neuter, the singular number includes the plural, and the plural number includes the singular, and the term, "person" includes both a corporation and a natural person.

ARTICLE XVI

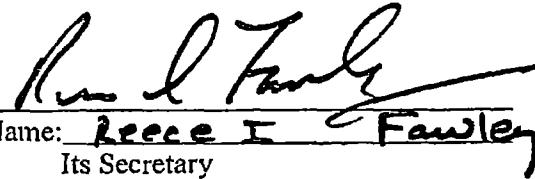
AMENDMENTS

Notwithstanding anything in the Bylaws to the contrary, the Bylaws may be amended or repealed, or new Bylaws adopted, only upon the affirmative vote of two-thirds (2/3's) of the members of the Board, together with the consent of the Transplant Centers required pursuant to Article X.

* * * * *

The undersigned, being the Secretary of California Transplant Donor Network, a California nonprofit public benefit corporation, hereby certifies that the attached Bylaws, consisting of 26 pages including this page, constitute the bylaws of this Corporation as duly adopted by the Board.

Dated: 3/4/14, 2012


Name: Reece I. Fawley
Its Secretary