

# ASCLS Bylaws and Standard Operating Procedures Table of Contents

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<p><b>ARTICLE I -- NAME AND OFFICES</b></p> <p><b>A. Name.</b></p> <p>The name of this corporation is the <u>AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE</u>, hereinafter referred to as the "Society."</p>	<p><b>ARTICLE I -- NAME AND OFFICES</b></p> <p><b>A. Name.</b></p> <p>The name of this corporation is stated in the Articles of Incorporation and the Bylaws.</p>
<p><b>B. Offices.</b></p> <p>The Society shall have and continuously maintain a registered resident office and resident agent in the state where its official business is conducted. The Society shall have such other offices as may be determined from time to time by resolution of the Board of Directors.</p>	<p><b>B. Offices.</b></p> <p>The location of the registered resident office and resident agent of this corporation is defined in the Articles of Incorporation and the Bylaws.</p>
<p><b>C. Records.</b></p> <p>The principle office of the Society shall be the official repository for the records, properties, bonds, charters, files and all other legal documents and properties of the Society, including the corporate seal.</p>	<p><b>C. Records.</b></p> <p>The principle office of the Society shall be the official repository for all records defined in the Bylaws of this corporation.</p>
<p><b>ARTICLE II -- PURPOSE</b></p> <p>The purposes for which the Society is formed are:</p> <ul style="list-style-type: none"> <li>To promote standards in clinical laboratory methods and research, and in affiliated fields;</li> <li>To enhance the professional status and image of its members;</li> <li>To create mutual understanding and cooperation among the Society and its members and all others who are engaged in the interests of individual and public health;</li> <li>To be responsible for providing educational programs in the clinical laboratory and related sciences and defining standards of competence at all levels;</li> <li>To be responsible for determining entry level requirements and providing for appropriate credentialing;</li> <li>To represent the interests of the clinical laboratory and affiliated professions and the members of the Society in all government and other forums that affect those interests;</li> <li>To establish and promote ethical standards for the professions represented; and</li> <li>To provide aid and benefit to all members of said professions.</li> </ul>	<p><b>ARTICLE II – PURPOSE</b></p> <p>The purposes for which the Society is formed are stated in the Articles of Incorporation and the Bylaws.</p>

**ARTICLE III -- MEMBERSHIP****A. Membership**

Membership in this Society is open to all persons interested in the clinical laboratory sciences and shall consist of the following classes: professional, collaborative, emeritus, student and honorary. The Board of Directors of the Society shall from time to time review the classes of membership with the qualifications and the rights and privileges of each.

**ARTICLE III -- MEMBERSHIP****A. Membership**

1. Application for Membership.
  - a. Individuals seeking membership in the Society will be considered for membership in the class appropriate to the maximum qualifications he/she possesses. An exception will be made for the professional member who requests student membership while enrolled full-time in a graduate program. Collaborative members must send a copy of professional membership card with application.
  - b. The Executive Office will refer ambiguous applications either to a designated official of a constituent society or to the Member Recruitment Committee of the Society. If disagreement ensues, the Judicial Committee of the Society will affect a resolution. The Member Recruitment Committee of the Society will examine qualifications of applicants from areas where no constituent society exists.

2. Place of Membership.

A member maintains membership in the Society through the constituent society either of place of residency or employment.

- a. Special privilege of place of membership may be granted by the Society when special conditions exist.
  - 1) Any person eligible for membership in the Society residing or employed in an area where no constituent society exists will have the option of maintaining membership in the Society in the class appropriate to the maximum qualifications possessed. They may apply for such membership through another constituent society.
  - 2) When a member desires membership in an adjacent state other than that of residence and/or employment, special privilege may be granted. With a statement of good and sufficient reason, the chair of the Member Recruitment Committee, in consultation with the Executive Office, will grant the application. This special privilege will be exercised only upon initial application or time of renewal, except when a transfer is requested as the result of the disaffiliation of a constituent society.
  - 3) When question or disagreement arises relative to place of

<p><b>ARTICLE III - MEMBERSHIP (CON'T)</b></p>	<p>constituent society membership, the Judicial Committee will affect a resolution of appropriate affiliation.</p> <p>b. Transfer of membership from one constituent society to another will require neither payment of additional dues nor receipt of a refund for the remainder of the membership year. Members who change their place of residence or employment are responsible for notifying the Executive Office of such change.</p>
<p><b>B. Membership Classes</b></p> <p>The general qualifications for each class of membership are as follows: Each category of membership requires that the individual be a member of a constituent society. For each category of membership:</p> <ol style="list-style-type: none"> <li>1. Professional. <p>Professional membership shall be open to all persons certified or engaged in the education process and/or the practice of the clinical laboratory sciences, including those with an active interest supporting the goals of this Society;</p> </li> <li>2. Collaborative. <p>Collaborative membership shall be open to all persons who currently hold membership in any other health-related national organization;</p> </li> <li>3. Emeritus. <p>Emeritus membership shall be open to any member who has retired from gainful employment;</p> </li> </ol>	<p><b>B. Membership Classes</b></p> <p>The membership classes and qualifications for this Society are as follows.</p> <ol style="list-style-type: none"> <li>1. Professional membership. <p>Levels I and II shall be open to all persons certified or engaged in the education process and/or the practice of the clinical laboratory sciences. This includes those with an active interest in supporting the purposes and goals of this Society.</p> </li> <li>2. Collaborative member. <ol style="list-style-type: none"> <li>a. This member is an individual belonging to a health care oriented national organization. The ASCLS Executive office may offer a one-year Collaborative membership to an unemployed member one time only. Documentation of employment status will be required.</li> <li>b. Former members of ASCLS may rejoin as Collaborative members if they have not held membership in ASCLS for seven (7) consecutive years or more immediately previous to such application.</li> </ol> </li> <li>3. Emeritus member. <ol style="list-style-type: none"> <li>a. This is an individual who has retired from gainful employment and who has been a professional member of this Society for a total of 20 years. Five years must have been consecutive and one year of which must have been in the active or professional membership category immediately preceding application.</li> <li>b. In the event exceptions to these time limit qualifications are requested (not to be less than a total of 15 years of membership) by a state or member, the said state will provide historical documentation of ASCLS activities to the Board of Directors who will determine if Emeritus membership is granted.</li> </ol> </li> </ol>

**ARTICLE III - MEMBERSHIP (CON'T)**

## 4. Student.

Student membership shall be open to any person enrolled in a program of clinical laboratory studies;

## 5. Honorary.

Honorary membership shall be awarded by vote of the House of Delegates in recognition of outstanding service or contributions to the field of clinical laboratory science.

c. Individuals meeting membership qualifications for the emeritus member are to make application and pay dues assessment equivalent to the student dues assessment directly to the Executive Office. The dues assessment applies only to membership after September 1987.

d. Emeritus members who return to active employment shall be able to reapply for emeritus status after holding current membership for one year.

## 4. Student member.

a. An individual is eligible for this class of membership for a total period of five years. After five years, the student may petition the Member Recruitment Committee for permission to remain in the student category with provisions that the member is a full-time student. The student member is to be enrolled in one of the following:

b. A structured program of clinical education conducted by agencies recognized by this Society, or

c. A program recognized by this Society at an accredited college or university. Accredited colleges or universities include properly accredited academic institutions that offer graduate programs or programs that include clinical education and lead to associate or baccalaureate degrees. The individual of an initial degree or certificate relevant to this profession defines a graduate program as any course of study subsequent to the receipt.

## 5. Honorary member.

a. An honorary member is an individual elected to membership by the House of Delegates. This is in recognition of outstanding service or contribution to the field of clinical laboratory science.

b. Honorary membership shall not exceed one percent of the total professional membership of the Society.

c. Recommendations for honorary membership may be made each year.

Each constituent society and the Board of Directors of this Society may present no more than one candidate for this honor in any one-year.

d. A recommendation accompanied by qualifications is to be sent to





7. Membership with all rights and privileges shall be forfeited by any member who is in arrears in the payment of dues, as defined by the Board of Directors.

**ARTICLE III - MEMBERSHIP. (CON'T)**

study through higher education and research.

- 2) Newsletters and publications.
  - a) A newsletter is sent 10 times a year to all membership categories with national and regional news. State dues include local publications and announcements of continuing education.
  - b) ASCLS publications covering many professional topics are available to members at a considerable discount.
- 3) Professional and legislative advocacy.
  - a) The national office as to matters affecting clinical laboratory science maintains a constant vigil. Involvement leads to partnering with other groups within the laboratory profession to promote strong professional standards.
  - b) A legislative consultant monitors activities within Congress that will impact the practice of laboratory medicine. A Legislative Symposium is held in the spring to allow members an opportunity to discuss professional concerns with members of Congress.
- 4) Special services for individual members.
  - a) An insurance program offering liability and other forms of personal insurance.
  - b) Many discounted services offered on group rates for credit cards, travel, and health care supplies.
  - c) Personal improvement through participation in activities that enhance leadership or political skills.
- b. Categorical Benefits.
  - 1) Professional I.
    - a) Receive the quarterly journal, Clinical Laboratory Science.
    - b) Rights and privileges as outlined in the Bylaws: voting, holding office and serving in any formal capacity for the Society.
  - 2) Professional II.

<p><b>ARTICLE III - MEMBERSHIP (CON'T)</b></p>	<p>Rights and privileges as outlined in the Bylaws: voting, holding office and serving in any formal capacity for the Society.</p> <p>3) Collaborative member. Entitled to general benefits of membership and rights and privileges as outlined in the Bylaws.</p> <p>4) Emeritus member. Rights and privileges are outlined in the Bylaws and are the same level as the membership category when applied for Emeritus classification.</p> <p>5) Student member. a. Receive the bi-monthly journal, <u>Clinical Laboratory Science</u>. b. Rights and privileges as outlined in the Bylaws</p> <p>6) Honorary member. Entitled to general benefits of membership and rights and privileges as outlined in the Bylaws.</p>						
<p><b>D. Dues</b></p> <p>Annual dues for membership in the Society shall be based on the applicable class of membership. The Board of Directors shall determine the amount of dues for each class and the procedures for paying dues. No more than a ten (10) percent increase may be initiated in any given year without the approval of the House of Delegates.</p>	<p><b>D. Dues</b></p> <p>Annual dues for membership in the Society will be based on the class of membership for which the applicant is eligible.</p> <p>1. The amount due for each class will be defined by the Board of Directors and listed on the current membership application for:</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">Professional member I &amp; II</td> <td style="width: 50%;">Emeritus member 1 &amp; 2</td> </tr> <tr> <td>Student member</td> <td>Collaborative member</td> </tr> <tr> <td colspan="2">Honorary member (None)</td> </tr> </table> <p>Dues exception: A First Year Professional membership (FYP) special dues rate will be offered to any student member or individual eligible for student membership, upon completion of requirements for professional membership. The FYP member will pay 50% of Professional I dues for the first year of professional membership following eligibility date. This dues structure is applicable if that person has not held previous professional membership in the Society.</p> <p>2. A member is to remit the dues of the Society and of the constituent</p>	Professional member I & II	Emeritus member 1 & 2	Student member	Collaborative member	Honorary member (None)	
Professional member I & II	Emeritus member 1 & 2						
Student member	Collaborative member						
Honorary member (None)							

**ARTICLE III - MEMBERSHIP. (CON'T)**

society to the Executive Office.

- a. The annual dues of a constituent society, not to exceed thirty (\$30) dollars, are to be added to the dues of the Society and the total amount is to be remitted to the Executive Office.
- b. The Executive Office will retain the appropriate amount for membership in the Society and will remit the remainder to the treasurer of the constituent society.
  - 1) Dues checks will be sent to the states at the end of each quarter, no later than one month after the close of the quarter.
  - 2) Dues will be sent to the Treasurer or the President of the constituent society in the absence of a treasurer.
  - 3) Dues checks will not be sent to any constituent society that does not file a leadership roster with the National Office that includes a minimum of a president and at least 2 board members.
  - 4) If a leadership roster is incomplete as stated in #3 above or absent after 2 dues mailing cycles, the dues of the constituent society will be used for scholarships for constituent society members to participate in appropriate ASCLS sponsored continuing education events.
  - 5) When a constituent society does not submit a leadership roster by August 1, the Region Director (RD) shall send a written notification to the constituent society President and Treasurer of record for the previous year stating that the state dues will be withheld. A copy will be sent to the ASCLS President and Executive Vice President.
  - 6) If a leadership roster is not filed with the ASCLS office by November 1, the state dues money for that year will be placed into grants to be used to benefit the members of that constituent society. The RD will work with the previous year's leadership to identify new leadership and to hold elections as required by the state bylaws.
  - 7) After two dues mailing cycles with no leadership roster, the RD, in consultation with the ASCLS President, shall determine how to distribute the grants. The RD shall conduct a meeting of the grantees at a chosen ASCLS event for the purpose of reactivating the constituent society. The grants will

<p><b>ARTICLE III - MEMBERSHIP (CON'T)</b></p>	<p>be distributed at this meeting. The RD will send a summary of the discussion and a list of the attendees to the ASCLS President and Executive VP.</p> <p>8) If the state affiliate does not submit a leadership roster for the year after the withheld dues have been used as a grant, the procedure described above shall be repeated until such time as the constituent society becomes inactive as described in the Bylaws Article VIII E.</p> <p>c. Under extraordinary circumstances the payment schedule can be altered. This must be declared by resolution of the Board of Directors of the Society.</p> <p>d. The dues of a constituent society may include the dues of its branch societies provided such dues are uniform within that constituent society. The constituent society shall provide in its constitutional codes for the remittance of the branch society dues by its treasurer.</p> <p>e. Constituent society dues changes will be implemented in the operation of the Society one time annually, with the annual date determined by the chief administrative officer.</p> <p>3. Annual dues are due and payable on the date and at a time specified by the Board of Directors of the Society.</p> <p>a. Membership is to be renewed in the same category provided that the member has not in the interim become eligible for a different class of membership.</p> <p>b. Membership with all rights, benefits and privileges will be forfeited by any member who is in arrears in the payment of dues for a period of thirty (30) days following the due date of payment.</p>
<p><b>E. Expulsion of Members</b></p> <p>The Board of Directors, by two-thirds vote of its members present and voting at a regular or special meeting, may terminate the membership of any member for good cause.</p> <p>Good cause for such termination shall include violation of the <b>Bylaws</b> or conduct detrimental to the Society. A statement of charges shall be sent by certified or registered mail to the Judicial Committee and to the last recorded address of the member. The committee shall investigate the charges and recommend to the Board of Directors such action, as it</p>	<p><b>E. Expulsion of Members</b></p> <p>This process is defined in the Bylaws.</p>

<p>deems appropriate.</p> <p>The member shall be given a copy of the findings and recommendations of the committee no less than thirty days (30) prior to the meeting of the Board of Directors at which the recommendations of the committee are to be considered.</p> <p>Provided that action is required, the member shall be notified of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and to present any defense to such charges before final action is taken.</p> <p><b>ARTICLE III – MEMBERSHIP (CON’T)</b></p> <p>The decision of the Board of Directors shall be final except that member reserves the right of appeal to the House of Delegates who has the authority to annul or reverse the decision of the Board of Directors.</p> <p>The member shall retain all rights, benefits and privileges of membership until such time as final action is taken.</p>	
<p><b>ARTICLE IV -- BOARD OF DIRECTORS</b></p> <p><b>A. Authority</b></p> <p>The affairs of the Society, except as provided in Article V, shall be governed by the Board of Directors. Directors shall serve as members of the House of Delegates, as provided by Article V, Section C.</p>	<p><b>ARTICLE IV -- BOARD OF DIRECTORS</b></p> <p><b>A. Authority</b></p> <p>The Board of Directors is responsible for the management of the affairs of the Society except as provided in Article V of the Bylaws.</p>
<p><b>B. Composition</b></p> <p>The number of voting directors shall be sixteen (16) -- the President, President-elect, Secretary/Treasurer, Past President, and ten (10) Regional Directors elected by the House of Delegates in a manner prescribed by the Board of Directors of the Society. There shall be one (1) voting Student Director elected by the Student Forum of the Society and one (1) First Year Professional Director (FYP.)</p> <p>Each director shall serve a term of three (3) years or until a successor is elected with the exception of the Student Director and the New Professional and New Member Director who shall serve for a term of one (1) year or until a new Student Director is elected. The Student Director, if eligible, shall move into the position of New Professional and New Member Director and the Student Forum shall elect a new</p>	<p><b>B. Composition</b></p> <p>The composition of the Board of Directors of the Society and terms of office are defined in the Bylaws.</p> <ol style="list-style-type: none"> <li>1. General Duties.             <ol style="list-style-type: none"> <li>a. General duties of the officers are defined in Article VI in the Bylaws.</li> <li>b. Regional Director: The Regional Director provides leadership to the regional council by and under the authority of the Board of Directors of the Society.</li> <li>c. Student Director. The student director is the highest-ranking official of the Student Forum. He/she shall represent the Student Forum as the voting member on the Board of Directors and preside</li> </ol> </li> </ol>

Student Director.

A board member may be eligible for re-election, except the New Professional and New Member Director, but may not serve more than two (2) consecutive terms. The House of Delegates shall elect by majority vote the appropriate number of directors each year at its annual session.

All directors at the time of their election, with the exception of the Student Director and the New Professional and New Member Director, must have been a professional or emeritus member of the Society for five (5) consecutive years immediately prior to their election.

The Student Forum of the Society shall determine qualifications for the Student Director.

#### **Article IV – Board Of Directors (CON'T)**

at all meetings of the Student Board of Representatives. They will conduct the ASCLS Student Forum annual business meeting.

d. New Professional and New Member Director: The New Professional and New Member Director provides leadership to the New Professionals Committee, and represents the interests of first year and new professionals as a voting member of the Board of Directors.

#### 2. Qualifications/Eligibility.

a. Professional and emeritus members, who have been members for at least five consecutive years prior to election, are eligible for election to the Board of Directors of the Society. Additionally, they must have held office or membership on the Board of Directors of the Society or in a constituent society.

b. Nominees may run for membership on the Board of Directors of the Society while serving as a constituent society elected official. However, upon election to the Board of Directors of the Society, the individual must resign their elected position in the constituent society.

1. Nominees may run for Student Forum Chair while serving as a constituent society or regional student appointed position. However, upon election to Student Forum Chair, the individual must resign previously appointed Student Forum positions.

c. Regional Director candidates must have attended at least two regional council meetings in the last five years and must have been a Delegate to the National Meeting 3 of the last 5 years.

#### 3. Nomination/Election/Appointment.

a. Election of the Board of Directors is defined in Bylaws Article IV, Section B.

b. Regional Director.

1) Each constituent society within a defined regional council where the term of office of the elected Regional Director will expire at the close of the next ensuing annual session may submit the name of one or more nominees for the Regional Director to the Nominations Committee.

2) The House of Delegates may elect Regional Directors from

	<p>the appropriate area in which they reside or are employed to ensure representation for each defined geographic region.</p>
<p><b>C. Meetings</b></p> <p>The Board of Directors shall hold meetings at least twice each year at such times and places as the Board of Directors by resolution may direct. Additional meeting(s) of the Board of Directors may be called by the President or by one third of the directors.</p> <p>The Board of Directors may, under conditions and procedures defined in the Standard Operating Procedures, poll its members by means of a ballot distributed via mail, fax, electronic bulletin board or other means as current communications technology allows. This polling shall constitute a "meeting" of the Board of Directors.</p>	<p><b>C. Meetings</b></p> <p>Meetings of the Board of Directors of the Society are defined in the Bylaws.</p>
<p><b>D. Notice of Meetings</b></p> <p>A minimum of fourteen (14) days written notice of any meeting of the Board of Directors shall be provided to each director, except that the requirement for such written notice may be waived by majority vote of</p> <p><b>Article IV – Board Of Directors (CON’T)</b></p> <p>the Board of Directors when a conference call meeting, or ballot polling as described in Article IV.C.1, is deemed necessary and/or advisable.</p>	<p><b>D. Notice of Meetings</b></p> <p>The Bylaws provide for notice of meetings of the Board of Directors of the Society.</p>
<p><b>E. Quorum</b></p> <p>Two thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a quorum is present at a meeting, a majority of the directors present shall adjourn the meeting.</p> <p>Except as otherwise provided in the Articles of Incorporation, Bylaws, or other applicable law, all matters to come before the Board of Directors shall be decided by majority vote.</p>	<p><b>E. Quorum</b></p> <p>A quorum for a meeting of the Board of Directors is defined in the Bylaws.</p>
<p><b>F. Committees</b></p> <p>There shall be the following committees of the Board:</p> <ol style="list-style-type: none"> <li>1. Executive Committee.             <ol style="list-style-type: none"> <li>a. There shall be an Executive Committee of the Board of Directors, which shall consist of the officers of the Society, immediate Past President, and two (2) other members of the</li> </ol> </li> </ol>	<p><b>F. Committees</b></p> <ol style="list-style-type: none"> <li>1. Executive Committee.             <ol style="list-style-type: none"> <li>a. Composition.                 <p>The composition of this committee is defined in the Bylaws.</p> </li> <li>b. Duties.</li> </ol> </li> </ol>



Board of Directors elected by the Board of Directors.

- b. The Executive Committee shall be responsible for management of the affairs of the Society between meetings of the Board of Directors and shall perform such other duties as the Board of Directors may direct.

**ARTICLE IV – BOARD OF DIRECTORS (CON’T)**

2. Finance Committee.

There shall be a Finance Committee composed of the Secretary/Treasurer as chair, the President-elect, and three (3) Regional Directors elected by the Board. The duties of this committee are to monitor Society income and expenditures and to submit recommendations to the Board concerning budget proposals and financial policies.

- 1) This committee is responsible for management of the affairs of the Society between meetings of the Board of Directors and performs such duties as the Board of Directors may direct.
- 2) Specific duties may include but not be limited to:
  - a) Exercising the authority to make decisions in emergency situations relative to the management of the corporation;
  - b) Acting in an advisory capacity to the president and other officers of the Society as requested;
  - c) Advising the Board of Directors in matters relative to emergency legal action;
  - d) Provides input into the draft of the annual review of Executive Vice-President prepared by the President;
  - e) The Secretary/Treasurer distributes minutes of Executive Committee meetings or conference calls to the Board within three weeks of such events.

2. Finance Committee.

a. Composition.

The composition of this committee is defined in the Bylaws.

b. Duties.

- 1) This committee is responsible for monitoring the financial records of the Society.
- 2) Recommending financial policies to the Board of Directors;
- 3) Specific duties may include but not be limited to:
  - a) Regularly reviewing the Society's financial reports;
  - b) Monitoring the Society's financial policies;
  - c) Serving as an internal auditing body, and analyzing the annual audit and management letter;
  - d) Submitting recommendations to the Board of Directors on matters of finance; and

3. Other Committees.

The Board of Directors may appoint such other committees it deems necessary to conduct business.

**ARTICLE IV – BOARD OF DIRECTORS (CON’T)**

e) Reporting the financial status of the Society to the House of Delegates.

3. Other Committees.

3.1 Appointments Committee.

a. Composition.

The Appointments Committee is composed of the president-elect as chair and two (2) additional Board members appointed by the president.

b. Duties.

1) This committee is responsible for working closely with the president, the Board and other society leaders to identify potential candidates for appointed positions for the coming year.

2) Specific duties may include but not be limited to:

- a) Identifying appointive positions that must be filled for the next operational year;
- b) Soliciting suggestions for potential candidates for these positions from the leadership of the Society;
- c) Developing qualification sheets for each appointed position and for staff liaison;
- d) Selecting candidates (under the direction of the president) to be approved by the Board of Directors at the interim Board meeting; and
- e) Confirming appointments prior to the annual meeting and exhibition.

3.2 Committee on Long Range Planning.

a. Composition, Appointment Term and Leadership

- 1) Composition: The total committee membership is four (4) of which one (1) is the Past-President and one (1) is the President-Elect.
- 2) Appointment Term & Leadership
  - a) Committee Members: One (1) year term
  - b) Chair: The President-Elect serves as the Chair

**ARTICLE IV – BOARD OF DIRECTORS (CON’T)**

b. Duties.

This Committee serves to coordinate the long range planning activities and future directions of the Society.

3.3 Policy and Procedure Committee.

a. Composition.

Three members of the Board of Directors are appointed by the President to serve one (1) year terms on this committee. The President also appoints the chair of the committee.

b. Duties.

This Committee serves to review and revise, when appropriate, all operational policies and procedures (including Standard Operating Procedures) and all position descriptions.

3.4 Board Minutes Committee.

a. Composition.

Members of the Board are assigned by the President to assist the Secretary/Treasurer. Each Board member will be assigned to one meeting each year.

b. Duties.

The Committee members assist in tracking all motions; reviews, and verifies the minutes returning them in a timely fashion to the Secretary/Treasurer.

3.5 New Board Member Orientation Committee.

a. Composition: Three members of the board are appointed by the President to serve for one year.

b. Duties.

- 1). This Committee schedules a meeting with new Board members after elections.
- 2). They orient the members on the ASCLS Philosophy Statement; Bylaws, SOPs, Policies and Procedures, and Position Descriptions; and other topics pertinent to service as a member of the Board of Directors.
- 3). The Committee Chair coordinates with the ASCLS Office in preparation of the Orientation Manuals.

<p><b>G. Vacancies</b></p> <p>Any vacancy occurring on the Board of Directors may be filled by vote of the Board of Directors at any regular or special meeting, the new director to serve until the House of Delegates elects a successor at its next annual session.</p>	<p><b>G. Vacancies</b></p> <ol style="list-style-type: none"> <li>1. Board of Directors. Vacancies occurring on the Board of Directors of the Society may be filled by vote of the Board of Directors.</li> <li>2. Regional Directors, First Year Professional Director and Student Forum Chair.             <ol style="list-style-type: none"> <li>a. The President of the Society must appoint a successor as soon as possible if a vacancy occurs among the elected Regional Directors, First Year Professional Director or Student Forum Chair of the Board of Directors. The vacancy may be due a change of residence to another region or for other reasons.</li> <li>b. This is to be done with the approval of the Board of Directors and the appropriate regional council and no later than before the next meeting of the Board of Directors.</li> <li>c. The appointee is to serve until the next annual meeting, at which time the House of Delegates will fill the remainder of that term by election.</li> </ol> </li> </ol>
<p><b>ARTICLE IV – BOARD OF DIRECTORS (CON’T)</b></p> <p><b>H. Compensation</b></p> <p>Directors shall not receive any salary for their services as directors, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred in the performance of their duties.</p>	<p><b>H. Compensation</b></p> <p>Members of the Board of Directors do not receive any stated compensation for services. By resolution of the Board they may be reimbursed for expenses incurred in the performance of their duties.</p>
<p><b>I. Chief Administrative Officer.</b></p> <p>The Board of Directors shall select the chief administrative officer of this Society, with duties as determined by the Board of Directors. The chief administrative officer shall be a non-voting member of the Board, and shall be entitled to attend all meetings of the House of Delegates, of the Board of Directors, and of any councils, committees or other bodies of the Society as directed by the Board of Directors with the exception of the Nominations Committee.</p>	<p><b>I. Chief Administrative Officer</b></p> <p>Selection of the Chief Administrative Officer is outlined in the Bylaws Article IV, Section I.</p>
<p><b>J. Impeachment of Officials</b></p> <p>An elected official of this Society may be impeached for gross dereliction of duty or for malfeasance.</p>	<p><b>J. Impeachment of Officials</b></p> <p>This process is defined in the Bylaws.</p>

<p>Impeachment may be initiated when a constituent society, board of directors of a constituent society; regional council, the Board of Directors, or the House of Delegates of the Society files with the appropriate (Judicial) committee, formal and specific charges against a person holding an elected office in the Society.</p> <p>The accused shall receive a copy of these charges within ten (10) days. During the period of investigation of the charges, the official shall be allowed to function in the office for which he/she was elected, unless the Board of Directors, by two-thirds (2/3) vote, determines that it would be in the best interest of the Society to suspend the accused pending investigation and hearing.</p> <p>The committee shall investigate the charges and recommend to the Board of Directors such action, as it deems appropriate.</p> <p>The accused shall be given a copy of the findings and recommendations of the committee no less than thirty-days (30) prior to the meeting of the Board of Directors at which the recommendations of the committee are to be considered.</p> <p><b>ARTICLE IV – BOARD OF DIRECTORS (CON’T)</b></p> <p>The accused shall be notified of the time and place of the meeting of the Board of Directors at which the charges shall be considered. At this meeting the accused shall have the opportunity to appear in person and to present any defense to such charges before action is taken thereon.</p> <p>The accused shall be removed from office if two-thirds of the Board of Directors, not counting the accused, votes to remove the accused. Any officer thus removed from office shall have the right to appeal to the House of Delegates.</p> <p>The House may by two-thirds (2/3) vote, overturn the decision of the Board of Directors and reinstate the officer.</p>	
<p><b>K. Incapacitation</b></p> <p>An elected official of this Society may be relieved of his/her duties or removed from office for reasons of incapacitation according to procedures established by the Board of Directors of the Society</p>	<p><b>K. Incapacitation</b></p> <p>The procedures regarding incapacitation (mental or physical) will be drawn from Robert's Rules of Order, Newly Revised and/or upon advice from legal counsel.</p>
<p><b>ARTICLE V -- HOUSE OF DELEGATES</b></p> <p><b>A. Authority</b></p>	<p><b>ARTICLE V -- HOUSE OF DELEGATES</b></p> <p><b>A. Authority</b></p>

<p>There shall be a House of Delegates of the Society, which shall have authority within the Society regarding election of the officers and members of the Board of Directors and of elective committees; adoption and amendment of the <b>Bylaws</b> and the <b>Articles of Incorporation</b> according to the laws of the state of incorporation; approval of professional practice standards and scope and direction for the Society and the profession; hearing appeals and rendering final decisions; and to review the annual audit; except as otherwise provided in these <b>Bylaws</b>.</p>	<p>The authority of the House of Delegates is defined in the Bylaws.</p>
<p><b>B. Meetings</b></p> <p>An annual session of the House of Delegates shall be held at such time and place as the Board of Directors may determine for the purpose of electing officers, directors and elected members of the Nominations Committee and the Judicial Committee, and for the transaction of such other business as may come under the authority of the House of Delegates, as specified under Section A of this Article.</p> <p>The President of the Society or the duly authorized designee of the President shall preside at the annual session of the House of Delegates.</p> <p><b>ARTICLE V - HOUSE OF DELEGATES (CON'T)</b></p> <p>Any member of the Society is eligible to attend the annual session of the House of Delegates, which shall also be the annual business session of the Society.</p>	<p><b>B. Meetings</b></p> <p>The House of Delegates is to hold no less than one meeting during any one annual meeting of the Society.</p> <ol style="list-style-type: none"> <li>1. House of Delegates.             <ol style="list-style-type: none"> <li>a. Business:                 <ol style="list-style-type: none"> <li>1) The order of business for the House of Delegates will include all items as outlined by the Bylaws of the Society and will include:                     <ol style="list-style-type: none"> <li>a). Amending the standing rules of order when necessary;</li> <li>b). Receiving reports from officers, committees, and official representatives.</li> </ol> </li> <li>2) The following items of Society business to be considered for action by the House of Delegates will occur during the annual Board of Directors meeting scheduled prior to the House of Delegates:                     <ol style="list-style-type: none"> <li>a). Election Committee presentation of candidates and nominations from the floor;</li> <li>d). Accepting and approving new items of business for consideration by the House of Delegates.</li> </ol> </li> </ol> </li> <li>b. Any member of this Society is eligible to attend the annual meetings of the House of Delegates.</li> <li>c. The privilege of the floor will be granted to non-delegates by consent of the House of Delegates. The privilege of the floor will be granted automatically to persons chairing elective and appointive committees, and to coordinating members who are representatives of this Society to another society or group.</li> <li>d. Past presidents of this Society who are members, and the principal</li> </ol> </li> </ol>

	<p>administrative officers of the Executive Office shall have the privilege of being seated in the House of Delegates as nonvoting members.</p>
<p><b>C. DELEGATES</b></p> <p>Each duly chartered constituent society shall be entitled to at least four (4) delegates [two (2) delegates-at-large, one (1) new professional, one (1) student delegate] plus one (1) delegate per each 50 professional and emeritus members or major fraction thereof to the House of Delegates, to be designated in accordance with established procedures.</p> <p>Each delegate, or a duly authorized alternate, and each member of the Board of Directors in attendance at the annual meetings of the House of Delegates shall be entitled to one (1) vote.</p> <p>Two-thirds of all duly authorized and properly certified delegates must be present for the meetings to constitute a quorum of the House of Delegates. The House of Delegates shall act by majority vote unless a higher percentage is specified in the <b>Articles of Incorporation, Bylaws</b> or other applicable law.</p> <p><b>ARTICLE V - HOUSE OF DELEGATES (CON'T)</b></p>	<p><b>C. Delegates</b></p> <p>The Credentials Committee will implement the procedures developed by the Board of Directors of this Society and transmit the instructions necessary to constitute official lists of delegates to the meetings of the House of Delegates.</p> <ol style="list-style-type: none"> <li>1. Official Lists.             <p>Such official lists are to include the names and addresses of:</p> <ol style="list-style-type: none"> <li>a. The president and president-elect of each constituent society who held office on January 1, of the current year (or in the event of a vacancy having occurred and having been filled in the interim, their constitutionally defined successors), and their alternates;</li> <li>b. The delegates designated by each constituent society, and their alternates; and</li> <li>c. Members of the current Board of Directors of this Society.</li> <li>d. The two delegates-at-large will be the president and president-elect or their designated alternates. The third delegate-at-large shall be a new professional delegate. The fourth delegate shall be a student delegate.</li> </ol> </li> <li>2. Delegation Size.             <ol style="list-style-type: none"> <li>a. The size of a constituent society delegation is to be based on the number of professional and emeritus members as so provided in the Bylaws of the Society.</li> <li>b. The Executive Office will, on the 31st of May each year (or at a time established by the Board of Directors), close the official membership files and shall record the number of professional and emeritus members in each constituent society as of that day.</li> <li>c. Within one week, the president of each constituent society is to be notified of the official professional and emeritus membership</li> </ol> </li> </ol>

**ARTICLE V - HOUSE OF DELEGATES (CON'T)**

- count of that society and of the number of delegates to be designated by that society.
  - d. If the number of delegates defined by the official count disagrees with number based on constituent society records, the Executive Office and president of that society are to seek concurrence no later than 48 hours prior to the opening of the annual session of the House of Delegates.
  - e. In the event agreement has not been reached, the matter will come to the Board of Directors of this Society for decision.
  - f. A member who has transferred membership from one constituent society to another will be counted as a member of that society in which the name is listed the day the membership file is closed in the Executive Office.
3. The official lists:
- a. The official lists will further indicate the chair and co-chair, and their alternates, of each constituent society delegation.
  - b. The Credentials Committee will revalidate the members of the House of Delegates, except in unusual circumstances as defined by the Committee, when the Credentials Committee will conduct certification of members as directed by the President of this Society.

**D. General Duties**

- 1. House of Delegates.  
The general duties of the House of Delegates include election of officers, directors, and members of elected committees, and the transaction of such business as defined in Bylaws Article V.
- 2. House Committees.  
The President appoints Chairs of the Election Committee, Credentials Committee, Sergeant of Arms, and the Minutes Committee (in consultation with the Secretary/Treasurer) for a term of one year. Members of the committees are asked to serve for the duration of the annual meeting by the respective committee chairs
  - a. Elections Committee.
    - 1) The election of the officers, Board of Directors and elective committee members as provided in the Bylaws by the House



**ARTICLE V - HOUSE OF DELEGATES (CON'T)**

of Delegates are to be conducted by an Elections Committee.

- 2) Election is to be by ballot and a majority of votes cast will elect. If no candidate receives a majority of votes on the first ballot, the candidate with the lowest number of votes will be eliminated and balloting will continue until a candidate receives a majority of the votes cast.
- 3) In the event of a tie, the elections to be determined by lot.
- 4) An official list of candidates and their qualifications is to be published at least 60 days before the annual session.
- 5) Nominations may be made from the floor. The written permission and qualifications of all persons nominated from the floor are to be presented to the House of Delegates at the time such nominations are made.

b. Credentials Committee.

- 1) The Credentials Committee has the responsibility of determining the number of delegates representing each constituent society and verifying the eligibility of those individuals.
- 2) The delegate determinations are outlined in Article V, C.
- 3) The cutoff date for establishing the number of delegates is to be set in consultation with the BOD and Executive Office.
- 4) The President of each society is to receive their delegate information and list in a timely fashion allowing delegates to make travel arrangements.

c. Sergeant of Arms.

The responsibility of maintaining order and the decorum of the business sessions and other official functions of this Society lie with this committee.

d. Minutes Committee.

This committee of four individuals will assist the Secretary/Treasurer in recording the proceedings of the meetings of the Society.

**E. Qualifications/Eligibility**

Qualifications for the House of Delegates are defined in Bylaws Article V.

	<p><b>F. Nomination/Election/Appointment</b></p> <p>Nomination/election/appointment of delegates is defined in the Bylaws Article V.</p> <p><b>G. Term of Office</b></p> <ol style="list-style-type: none"> <li>1. The members of the Presidents’ Council serve a term of one year, beginning with the sine die adjournment of one annual session and ending with the sine die adjournment of the next annual session.</li> <li>2. Designated delegates serve from the opening of the House of Delegates at the annual session for which they were elected until the opening of the house of Delegates at the next annual session.</li> </ol> <p><b>H. Vacancies</b></p> <ol style="list-style-type: none"> <li>1. A properly certified alternate, chosen by the president or whoever is chairing the delegation, may fill the seat of an official delegate absent from a meeting of the House of Delegates.</li> <li>2. In the absence of such officials, the members of that constituent society can petition the president of this Society to act to complete the delegation with properly certified members of that constituent society. Therefore, a delegate with professional/emeritus membership must be replaced with a professional or emeritus member. A student delegate must be replaced with a student member.</li> </ol>
<p><b>ARTICLE VI – OFFICERS</b></p> <p><b>A. Society Officers</b></p> <p>The officers of the Society shall consist of the President, the President-elect and the Secretary/Treasurer.</p>	<p><b>ARTICLE VI -- OFFICERS</b></p> <p><b>A. Authority</b></p> <p>The authority of the officers is defined in the Bylaws.</p> <p>The President of the Society serves as the presiding officer of the Board of Directors and the Secretary/Treasurer serves as Secretary/Treasurer of the Board. In the absence of the President, the President-elect assumes the responsibilities of the presiding officer.</p> <p><b>B. Composition</b></p> <p>The officers of this Society are those as stated in the Bylaws: President, President-elect, and Secretary/Treasurer.</p> <p><b>C. Qualifications/Eligibility</b></p> <p>Professional and emeritus members of this Society are eligible to hold office provided they have been members for at least five consecutive years immediately prior to election, and have held office or membership on the</p>

	<p>Board of Directors either in this Society or in a constituent society and must have been a Delegate to the National Meeting 3 of the last 5 years. An officer of this Society may be nominated for a different office; where upon a resignation from the original office must be affected.</p>
<p><b>B. Election Of Officers</b></p> <p>The House of Delegates, at its annual session, shall elect by a majority vote a President-elect annually and a Secretary/Treasurer triennially.</p> <p>The President, President-elect, and Past President shall serve terms of one (1) year each or until a successor is elected. After this one-year term, the President-elect shall succeed to the presidency.</p> <p>The Secretary/Treasurer shall serve a term of three (3) years or until a successor is elected. The Secretary/Treasurer shall be eligible for re-election, but may not serve more than two (2) consecutive terms.</p> <p><b>ARTICLE VI – OFFICERS (CON’T)</b></p> <p>Vacancies in these offices may be filled at any meeting of the Board of Directors, except that in the event of a vacancy in the office of the President, the President-elect shall become President for the remainder of that term and for the succeeding year. In the event of a vacancy in the office of President-elect, at the next session of the House of Delegates, both a President-elect and President shall be elected.</p> <p><b>C. Duties</b></p> <p>The duties of the officers shall be determined by the Board of Directors, except that:</p> <ol style="list-style-type: none"> <li>1. The President shall be the chief elected officer of the Society, shall serve as its principal spokesperson and shall preside at the annual</li> </ol>	<p><b>D. Nomination/Election/Appointment</b></p> <p>The election of officers by the House of Delegates of the Society is to be conducted by secret ballot except when the Nominations Committee presents a slate of nominees without opposition and there are no additional nominations made during the candidates' presentation. Such uncontested slates can be elected by acclamation at next session of the House of Delegates. In a contested election, a majority of votes cast will elect. If no candidate for an office receives a majority of votes on the first ballot, the candidate with the lowest number of votes will be eliminated and balloting will continue until a candidate receives a majority of the votes cast. In the event of a tie, lot will determine the election.</p> <p><b>E. Term of Office</b></p> <p>The term of office of any officer of this Society elected at an annual meeting will begin with the sine die adjournment of the House of Delegates at such annual meeting.</p> <p><b>F. Vacancies</b></p> <p>Vacancies may be filled at any meeting of the Board of Directors, except that in the event of a vacancy of the office of the President, the President-elect shall become President the remainder of that term and for the succeeding year. In the event of a vacancy in the office of President-elect, at the next session of the House of Delegates, both a President-elect and President shall be elected.</p> <p><b>G. General Duties</b></p> <p>In addition to the duties of the officers defined in the Bylaws, the following describe the basic job functions:</p> <ol style="list-style-type: none"> <li>1. President.             <ol style="list-style-type: none"> <li>a. Serves as chief elected officer, representing the entire membership,</li> </ol> </li> </ol>

meetings of the House of Delegates and at all meetings of the Board of Directors.

The President may designate another to preside at the annual meetings of the House of Delegates.

The President shall be a non-voting ex officio member of all committees of the Society with the exception of the Nominations and Judicial Committees;

2. The President-elect shall become familiar with the duties of the office of President and shall assist the President as the President may from time to time direct and in the absence of the President preside at meetings of the Board of Directors; and

**ARTICLE VI – OFFICERS (CON’T)**

3. The Secretary/Treasurer shall act as secretary at all meetings of the Board of Directors and House of Delegates and keep or cause to be kept in permanent form a record of all minutes taken at such meetings.

The Secretary/Treasurer shall have the responsibility for the receipt and expenditure of funds by the Society, shall ensure that all accounts of the Society have been audited annually by a certified public accountant at the expense of the Society, and shall submit or cause to be submitted to the House of Delegates at its annual meetings a balance sheet and a statement of all receipts and expenditures of the Society for the year just ended.

and the best interest of the Society;

- b. Exercises leadership in the motivation of other officers, board members, committee members, staff, and membership;
- c. Influences the establishment of goals and objectives for the Society during term of office;
- d. Acts as spokesman and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness;
- e. Works in partnership with executive director as necessary.
- f. And within the limits of the Bylaws and Standard Operating Procedures, the President is responsible and has commensurate authority to accomplish the responsibilities set forth in the policies and procedures manual.

2. President-elect.

- a. Serves as a member of the Executive Committee;
- b. Assists the President as directed and in the absence of the president presides at meetings of the Board of Directors or the Executive Committee;
- c. Serves as Chair of the Committee on Long Range Planning;
- d. And chairs the Appointments Committee.

3. Secretary/Treasurer.

- a. Acts as Secretary at all meetings of the Board of Directors and House of Delegates and keeps or causes to be kept in permanent form a record of all minutes taken at such meetings;
- b. Has responsibility for the receipt and expenditure of funds by the Society and oversees the annual financial audit;
- c. Participates in the preparation of the Society’s budget;
- d. Chairs the ASCLS Board Finance Committee;
- e. And serves as a member of the Executive Committee.

**H. Meetings.**



**A. Nominations Committee**

There shall be a Nominations Committee of the House of Delegates, consisting of not more than ten (10) members, who shall be elected by the House of Delegates.

The Nominations Committee shall be responsible for presenting to the House of Delegates at its succeeding annual session nominations for those positions to be filled by election at that session.

**ARTICLE VII – COMMITTEES (CON’T)**

Appointment will be in accordance with the society’s appointment process. Terms and responsibilities will be outlined in the specific Committee Standard Operating Procedure and society Position Description.

- c. Interested Observer(s): May be invited by the Committee’s Chair or Board of Directors to be a part of a committee’s activities as a non-appointed member.

**A. Nominations Committee**

1. Composition, Election, Term, and Leadership

- a. Composition: The total committee membership is six (6) members and includes five (5) members elected at large plus the immediate Past President (not the sitting Past President).

- 1) Member eligibility: Professional or emeritus members of this Society who are and have been active members in the Society for ten (10) years or more prior to election. No officer or director, elected or appointed, of this Society is eligible.

Each of the five (5) elected members would serve as a liaison to two (2) regions not served by an elected member that year. The Nominations Chair would be responsible for assigning regional liaisons.

- 2) Minimal qualifications for Nominations Committee
  - 1. Member of a national task force, committee or Board of Directors within the last 5 years, AND
  - 2. Attendance at a minimum of 3 of the last 5 Annual Meetings with a preference given to individuals also serving as Delegates.

- b. Election and Candidate Selection:

- 1) Members are elected at the annual session of this Society by the House of Delegates.
- 2) Election of members are to be staggered such that two (2) members are elected every other year and one (1) member is elected in the year in between.

Transition Phase: All five (5) members of the new committee will be elected in the first year changes are implemented with

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members serving staggered terms. Members having already served 2 terms on the current Nominations Committee are not eligible to run for the new committee. Upon election of the new committee, the previous committee dissolves.

- 2) Candidate Selection: Constituent societies may recommend qualified persons to the Nominations Committee at the same time and in the same manner as nominations are submitted for other elected positions of the Society.
- 3) The Nominations Committee processes information on all submitted potential candidates for this committee and prepares a slate of qualified nominees for each region with an open position. This slate of nominees becomes part of the slate of candidates for elected positions in this Society.

c. Elected Term and Leadership:

- 1) Committee Member: three (3) year term; is not eligible to serve more than two (2) consecutive terms and may not serve again until they have been off the committee for a minimum of three (3) years (i.e one term length).
- 2) Chair and Vice-Chair:
  - a) The committee will elect their own Chair and Vice Chair when the committee convenes at the ASCLS Annual Meeting
  - b) The Chair and Vice Chair will serve a term limit of one (1) year of service with no more than two (2) consecutive terms being served.
  - c) If the Chair cannot complete their term, the current Vice Chair will assume that role
- 3) When a vacancy occurs on the Committee, the President of this Society, with the approval of the Board of Directors, will appoint a qualified person to serve until the next annual session of the House of Delegates when an individual is to be elected to serve the remainder of the term.

	<p>2. Responsibilities</p> <ul style="list-style-type: none"> <li>a. The Nominations Committee is responsible for procedures relating to nominations to elective positions in this Society.</li> <li>b. Prepare for the House of Delegates a slate, which is to present no less than two nominees for each position under consideration. In the event that upon expiration of all possible sources for nominees, only one can be obtained for a particular office, the presentation of such a slate will be considered legal.             <ul style="list-style-type: none"> <li>1) Nominations Committee Chair is responsible to present the slate of candidates to the Board of Directors for acceptance</li> </ul> </li> <li>c. The Nominations Committee will not be responsible for presenting qualifications of persons nominated from the floor, but are to verify such qualifications before adding such nominees to the slate.</li> </ul>
<p><b>ARTICLE VII – COMMITTEES (CON’T)</b></p> <p><b>B. Judicial Committee</b></p> <p>There shall be a Judicial Committee of the Society, consisting of five (5) members elected by majority vote of the House of Delegates.</p> <p>Legal Counsel shall serve in a non-voting <u>ex officio</u> capacity.</p> <p>The Judicial Committee shall exercise its functions only in those matters specifically assigned by the Bylaws, or in matters referred by official persons or bodies of this Society.</p>	<p><b>B. Judicial Committee</b></p> <p>1. Responsibilities.</p> <ul style="list-style-type: none"> <li>a. The Judicial Committee functions in this Society as an impartial body to investigate or deliberate matters referred for its consideration; to arrive at a conclusion as to the truth or propriety of facts adduced to the proceedings; to test facts against the Bylaws of this Society or against common standards of justice and fair play; and to render opinions as recommendations for action of the Society.</li> <li>b. The Committee is to sit with a majority in attendance to hear appeals or defense in proceeding involving expulsion of members, impeachment of official persons, or other proceedings as determined by the Board of Directors of this Society. Information or deliberations reflecting upon the reputation or good faith of persons or groups in this Society will be considered privileged communication.</li> <li>c. The Judicial Committee exercises its functions only in those matters specifically assigned by the Bylaws of this Society, or in matters referred by official persons or bodies of this Society.</li> <li>d. An opinion of this committee will in no way supersede the constitutional codes of this Society, nor will an opinion bind the</li> </ul>



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Society. Except as otherwise provided in the Bylaws and Standard Operating Procedures of this Society, the House of Delegates may annul or reverse a ruling of the Committee.

2. Composition.
  - a. The Judicial Committee comprises five professional or emeritus members of the Society, each of whom shall have served this Society previously as an officer, director, or presiding official of the Bylaws Committee of this Society.
  - b. Nominees may run for membership of the Judicial Committee while serving as a constituent society elected official. However, upon election to the Judicial Committee the individual must resign their elected position in the constituent society.
3. Term of Service.
 

One member of the Committee is to be elected annually to serve a term of five years. Within two weeks after the composition of the Committee has been defined by election of a new member, the members are to elect one of their members to chair the Committee for the year. The members of this committee shall not be eligible for re-election by the Society.
4. Nominations.
 

Nominations of candidates for election to this committee shall be handled in the same manner as for Officers of the Society.
5. Vacancies.
 

When a vacancy occurs on the Committee, the president of this Society, with the approval of the Board of Directors, will appoint a qualified person to serve until the next annual session of the House of Delegates when an individual is to be elected to serve the remainder of the term.
6. Duties.
  - a. Interpret the Bylaws of the Society.
  - b. Hear appeals brought by a member or constituent society against an action or decision of a functional body of this Society.
  - c. Investigate charges brought in expulsion, impeachment, or other proceedings as determined by the Board of Directors of this Society, and hearing of appeal of defense in such proceedings.

<p><b>ARTICLE VII – COMMITTEES (CON’T)</b></p>	<ul style="list-style-type: none"> <li>d. Report to the Board of Directors of all matters considered, together with recommendation for action or disposition of such matters when appropriate.</li> <li>e. Establish and/or continue a permanent and historically complete record of opinions and outcomes as a reference for the future.</li> </ul>
<p><b>C. Bylaws Committee</b></p> <p>There shall be a Bylaws Committee whose members shall be appointed by the President-Elect as Chair of the Appointments Committee with the approval of the President and the Board of Directors.</p> <p>The Bylaws Committee shall receive proposed amendments to the <b>Bylaws</b> and <b>Articles of Incorporation</b> of the Society and prepare such amendments for consideration as described under Article XV.</p>	<p><b>C. Bylaws Committee</b></p> <p>The Bylaws Committee is an appointed committee of this Society.</p> <ul style="list-style-type: none"> <li>1. Composition, Appointment Term, and Leadership:             <ul style="list-style-type: none"> <li>a. Composition: The total committee membership is eight (8) members of which one (1) must be a student member and one (1) must be a new professional and new member forum member.</li> <li>b. Appointment, Term &amp; Leadership:                 <ul style="list-style-type: none"> <li>1) Committee Members: Three (3) year term; two (2) members appointed annually; may only serve for two (2) terms and may serve again after being off the committee for one (1) year.</li> <li>2) Student Member: One (1) year term</li> <li>3) New Professional and New Member Forum member: One (1) year term</li> <li>4) Chair and Vice Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term and may be reappointed.</li> </ul> </li> </ul> </li> <li>2. Duties.             <ul style="list-style-type: none"> <li>a. This committee is authorized to reject proposed changes to the</li> </ul> </li> </ul>

<p><b>ARTICLE VII – COMMITTEES (CON’T)</b></p>	<p>constitutional codes of this Society provided that full justification of rejection is returned to the proponent. The proponent has the prerogative to require the Bylaws Committee to refer the rejection to the Judicial Committee for decision.</p> <ul style="list-style-type: none"> <li>b. When a number of proposals of similar or related intent or content have been submitted, this committee may consolidate or restructure the proposals into an appropriate form. In preparing proposals for presentation as amendments to the House of Delegates, this committee will preserve the intent of the proposal as submitted.</li> <li>c. This committee is empowered to make such non-substantive changes in the language of adopted amendments and other bylaws as may be necessary for clarity or to conform to the action of the House of Delegates.</li> <li>d. This committee will perform such additional duties as are defined or implied in the Bylaws and Standard Operating Procedures of the Society.</li> </ul>
<p><b>D. Additional Committees</b></p> <p>The Board will develop mechanisms whereby ASCLS advocacy is implemented in areas of accreditation, certification, professional affairs, governmental affairs, and education, and that membership development and strategic planning activities will occur.</p> <p>The Board of Directors may establish and delegate such of its authority to additional committees, as it deems appropriate in accordance with these <b>Bylaws</b>, the <b>Articles of Incorporation</b> and the laws of the state of incorporation.</p>	<p><b>D. Additional Committees</b></p> <p>The following are recognized appointed committees of this Society.</p> <ul style="list-style-type: none"> <li>1. Abstract and Proposal Review Committee (APRC)             <ul style="list-style-type: none"> <li>a. Composition, Appointment Term, and Leadership:                 <ul style="list-style-type: none"> <li>1) Composition: The total committee membership is eight (8) and includes each of the following Scientific Assemblies: Laboratory Administration, Chemistry/Urinalysis, Education, Microbiology, Hematology/Hemostasis, Immunology/Immunohematology.</li> <li>2) Consultation from other disciplines will occur as needed in the event committee membership doesn’t contain the necessary expertise; such consultation is made at the Chair’s discretion.</li> <li>3) Appointment Term &amp; Leadership:                     <ul style="list-style-type: none"> <li>a) Term: Three (3) year term; two (2) members appointed annually; may serve two (2) terms and may not serve again until they have been</li> </ul> </li> </ul> </li> </ul> </li> </ul>

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off the Committee for a minimum of one (1) year.

- b) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term; Chair is to be appointed from the members who are in the second or third year of their term

- b. Duties.

The committee serves two purposes: 1) to review submissions for poster and oral sessions at the Annual Meeting, and 2) to solicit and rank program proposals for the Annual Meeting continuing education sessions.

- 2. Annual Meeting Steering Committee (AMSC)

- b. Composition, Appointment Term, and Leadership:

- 1) The total committee membership is five to six (5-6) and includes: AMSC Chair, AMSC Vice Chair, AMSC Past Chair, ASCLS President-Elect, and the Host Society Liaison. The Student Director (at the time of appointment) may be appointed at the discretion of the ASCLS President-Elect.

- a) Additional committee members: 1-2 ASCLS members who work in industry may be appointed to provide specific industry expertise to the committee

- 2) Ex-officio members are the ASCLS President, Executive Vice President, Director of Education, and the ASCLS Meeting Manager.

- 3) Appointment Term & Leadership:

- a) The member appointed to Vice-Chair of AMSC must agree to a three-year term ending with the Past Chair of the AMSC.

- b) Committee Members: One (1) year term

- c) Appointments will be made 24 months prior to the Annual Meeting.

- b. AMSC Duties

The Committee serves to develop short and long-term plans for the

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ASCLS Annual Meeting consistent with the Strategic Plan of the organization and provide direction and leadership to APRC during the program submission process.

3. ASCLS Education & Research Fund, Inc. (E & R Fund)
  - a. Composition, Appointment Term, and Leadership:
    - 1) Composition: The total committee membership is seven (7) appointed trustees.
      - a) Additional Member: The E & R Fund Board of Trustees appoints one (1) additional member from an industry related to laboratory sciences.
    - 2) Appointment Term & Leadership:
      - a) Trustees: Three (3) year term; eligible for an additional three year term; may not serve again until they have been off the E & R Board of Trustees for a minimum of one (1) year.
      - b) The laboratory industry member is not eligible for an additional term until they have been off the E & R Board of Trustees for at least three (3) years.
      - c) Chair and Vice-Chair: Vice-Chair is appointed from the members of the E & R Fund Board of Trustees by the President-Elect with Board approval; Vice-Chair will serve a one (1) year term and succeed to the Chair position to serve a one (1) year term. The Chair of the Board of Trustees officiates at all meetings of the E & R Fund Board of Trustees and its Executive Committee.
  - b. Duties.
    - 1) One (1) of the Trustees is appointed by the Chair of the Board of Trustees to the ASCLS Awards Committee for a term of one (1) year. This appointee shall help co-ordinate promotional activities of the Awards Committee and the E&R Fund, assist in the periodic review of promotional materials and application forms, and assist in coordinating the presentation of the E&R Fund Awards.
    - 2) The E&R Fund is responsible for developing and providing educational media in medical laboratory science and to encourage and assist educational and scientific research in the

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field of medical laboratory science.

- 3) The E&R Fund Board of Trustees is responsible for managing the property, business and affairs of the Fund.

4. ASCLS Political Action Committee Board of Trustees (PAC)

- a. Composition, Appointment Term, and Leadership:

- 1) Composition: The total committee membership is ten (10) appointed Trustees, each representing one of the ten (10) ASCLS regions.

- 2) Appointment Term, and Leadership:

- a) Trustees: Appointed on a rotational basis, to serve a three (3) year term; may only serve for two (2) terms and may not serve again until they have been off the PAC Board for a minimum of one (1) year.

- b) Recommendations for appointment are solicited from the Regional Director during the first year of their term and approved by the ASCLS Board of Directors. The Trustee's term begins during the second year of the Regional Director's term.

- c) Chair, Vice-Chair and Treasurer: The ASCLS PAC Board of Trustees elects their Chair, Vice-Chair and Treasurer annually at the ASCLS Annual Meeting, to serve a one (1) year term.

- b. Duties.

The Board of Trustees works with the Legislative Consultant to direct PAC donations into efforts that will benefit the field of clinical laboratory science and its practitioners.

5. Awards Committee

- a. Composition, Appointment Term, and Leadership:

- 1) Composition: The total committee membership is ten (10) members of which one (1) must be a student member; one (1) must be a new professional and new member forum member; one (1) must be an ASCLS member who works in industry and

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one (1) additional ASCLS Education & Research (E& R) Fund, Inc. appointed member.

2) Appointment Term, and Leadership:

- a) Committee Members: Three (3) year term; two (2) members appointed annually; may serve two (2) terms and may not serve again until they have been off the committee for a minimum of one (1) year.
- b) Student Member: One (1) year term
- c) New Professional and New Member Forum member: One (1) year term
- d) Industry ASCLS Member: One (1) year term
- e) ASCLS E & R Fund Member: One (1) year term
- f) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms.

b. Duties.

- 1) This committee is responsible for publishing or causing to be published the awards program for the Society and for the presentation of awards at the annual session.
- 2) The Committee is responsible for the development and periodic review of guidelines for the operations of the Committee, which are to be approved by the Board of Directors of this Society.
- 3) The member from the E&R Fund serves to coordinate the presentation of E&R Fund awards with the ASCLS awards.

6. Committee on Professional Affairs (CPA)

a. Composition, Appointment Term, and Leadership

- 1) Composition: The total committee membership is nine (9) members of which one (1) must be a student member; one (1) must be a new professional and new member forum member and one (1) must be an ASCLS member who works in industry.
  - a) The ASCLS Past-President serves as an *ex officio*

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member.

2) Appointment Term, and Leadership

- a) Committee Members: Three (3) year term with two (2) members appointed annually; may serve for two (2) terms; may not serve again until they have been off the Committee for a minimum of one (1) year
- b) Student Member: One (1) year term
- c) New Professional and New Member Forum member: One (1) year term
- d) Industry ASCLS Member: One (1) year term
- e) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms.

b. Duties.

- 1) This Committee serves to participate in areas of activity that include public image, communications media, personnel development and employment security.
- 2) It provides resources to improve the image of the Society and the Profession.

7. Consumer Information Response Team

a. Composition

- 1) The CI response team consists of an overall Coordinator, and up to seven members (daily coordinators) who have the responsibility for ensuring a response to each question received on a specific day, either from the ASCLS webpage, or referral from LabTestsOnLine. In addition to the overall Coordinator and the daily coordinators, additional team members who complete a prescribed training program, are assigned, by the overall Coordinator, to a specific rotation (day of week) within a specific discipline.
- 2) Coordinators and team members are selected on a volunteer basis without term limits.

b. Duties



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The Consumer Information Response team will serve to provide expert laboratory test consultation to consumer members of the lay and professional community in order to facilitate the comprehension of clinical laboratory test results. This service is dedicated to answering questions from patients and their families regarding their clinical laboratory tests in a timely fashion.

8. Government Affairs Committee (GAC)
  - a. Composition, Appointment Term, and Leadership:
    - a. Composition: The total committee membership is twelve (12) members of which one (1) must be a student member and one (1) must be a new professional and new member forum member.
      - a) Additional committee members: May be appointed with no term limit to provide specific expertise to this committee; Appointed by the President-Elect with Board approval.
      - b) Association of Genetic Technologists (AGT) Additional Member: An AGT member may be appointed as a liaison member to this committee.
    - b. Appointment Term & Leadership:
      - a) Committee Members: Three (3) year term; three to four (3-4) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year
      - b) Student Member: One (1) year term
      - c) New Professional and New Member Forum member: One (1) year term
      - d) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms.
  - b. Duties.

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- 1) This Committee serves to assist ASCLS in achieving its governmental objectives of influencing the formulation of appropriate public (governmental) policy on health care issues vital to the profession and the patients they serve.
  - 2) Members assist in the analysis and drafting of comments on proposed legislation and regulations.
  - 3) It serves to promote member understanding of and participation in the Society's governmental activities.
  - 4) Ensures that the membership is kept informed of governmental issues and activities through articles in Society publications.
  - 5) Identify an individual(s) (may be a Committee member) to assist staff with managing the Legislative Symposium logistics.
9. Leadership Development Committee (LDC)
- a. Composition, Appointment Term, and Leadership:
    - 1) Composition: The total committee membership is twelve (12) members of which ten (10) are the Regional LDC chairs, (1) Vice Chair of the Leadership Academy Committee and one (1) student member and one (1) new professional and new member forum member.
    - 2) Appointment Term & Leadership:
      - a) Regional LDC Chairs: Three (3) year term; three to four (3-4) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year.
      - b) Regional LDC Chair appointment made by the Regional Director during their first year in office; the regional LDC chair's term begins during the second year of the Regional Director's term.
      - c) Student Member: One (1) year term
      - d) New Professional and New Member Forum member: One (1) year term
      - e) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board

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approval; one (1) year term with the Chair limited to three (3) terms.

b. Duties.

- 1) This committee has the responsibility for increasing state and regional activity in leadership development.
- 2) The committee shares responsibility with staff for orienting new national leadership and ensuring they have all written information necessary to succeed in their roles.
- 3) Encourages each state in their region to recognize and reward new active professional members with the Keys to the Future Award and other recognitions.

10. Membership Committee (MC)

a. Composition, Appointment Term, and Leadership:

- 1) Composition: The total committee membership is fourteen (14) members of which ten (10) are the Regional Membership Representative appointments, one (1) student member, one (1) New Professional and New Member Forum member, one (1) Emeritus member, and one (1) Collaborative member.
- 2) Appointment Term & Leadership:
  - a) Regional Membership Representative Members: Three (3) year term; three to four (3-4) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year.
  - b) Regional Membership Representative Members are appointed by the Regional Director during their first year in office; the regional representative's term begins during the second year of the Regional Director's term
  - c) Student Member: One (1) year term. May move to the New Professional and New Member Forum member upon recommendation of the committee chair.
  - d) New Professional Committee Member: One (1) year term (max of 2 terms)

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- e) Emeritus ASCLS Member: Two (2) year term (max of 2 terms)
- f) Collaborative ASCLS Member: Two (2) year term (max of 2 terms)
- g) Chair and two (2) Vice-Chairs: Appointed from the members of the committee by the President-Elect with Board approval; Chair and Vice-Chairs serve one (1) year terms with the Chair limited to three (3) terms. Committee Chair must have been on the committee a minimum of one (1) year.

## b. Duties.

This Committee is responsible for the recruitment of new members and the retention of present members, reactivation of lapsed members, and other membership services.

## 11. P.A.C.E.® Committee

## a. Composition, Appointment Term and Leadership:

- 1) Composition: The total committee membership is thirteen (13) members.
- 2) Appointment Term and Leadership:
  - a) Committee Members: Three (3) year term; four to five (4-5) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year.
  - b) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms. The Chair must have served at least one (1) year as a committee member prior to appointment.
  - c) One committee member will serve to coordinate FOCUS program in the *CLS Journal* to ensure P.A.C.E. ® compliance.

## b. Duties.

- 1) The Committee serves to accomplish the goal of the Professional Acknowledgment for Continuing Education (P.A.C.E.®) program, which is to create a combined provider

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approval and education documentation system for interested allied health professionals.

- 2) Conducts a continuing program of review and evaluation of the policies and operations of the P.A.C.E.® program.
- 3) Approves the providers and program administrators who meet the P.A.C.E.® criteria and standards.
- 4) Requires that each provider verify individual attendance at P.A.C.E.® continuing education offerings.
- 5) Each committee member attends one ASCLS national meeting (CLEC, Legislative Symposium, Annual Meeting) yearly and assists in staffing the P.A.C.E.® desk at that meeting (effective August 2007). Until August 2007, the members will attend the Annual Meeting at least one year of the three-year term and assist in staffing the P.A.C.E.® desk at the annual meeting.
- 6) Develop and participate in a rotation schedule to evaluate P.A.C.E.® documentation as submitted by providers to ensure that evaluations are equally distributed to all members.
- 7) The Committee seeks input and approval from the Board of Directors in establishing and implementing policy and major procedural changes.

12. Product Development Committee

a. Composition, Appointment Term and Leadership

- 1) Composition: The total committee membership is twelve (12) members of which one (1) must be a student member, one (1) must be a New Professional and New Member Forum member and one (1) must be an ASCLS member who works in industry.
- 2) Appointment Term and Leadership:
  - a) Committee Members: Three (3) year term; three (3) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year.
  - b) Student Member: One (1) year term
  - c) New Professional and New Member Forum member:

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One (1) year term

- d) Industry ASCLS Member: One (1) year term
- e) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms.
- f) The committee will appoint from its members a liaison to both the *CLS Journal* and *ASCLS Today*.

b. Duties.

- 1) Annually assess the need for educational products
- 2) Assist with identifying topics and authors for development of educational products.
- 3) Serve in an advisory role to the Director of Education
- 4) Assess existing products annually for relevance to current professional practice.

13. Scientific Assembly. (SA)

a. Composition, Appointment Term and Leadership

- 1) Composition: The total committee membership includes the SA Coordinator, SA Vice-Coordinator and the Chair and Vice-Chair of the individual Scientific Assemblies.
- 2) Appointment Term and Leadership:
  - a) The Coordinator and Vice-Coordinator: Appointed annually for a one (1) year term.
  - b) The SA section Chairs and Vice-Chairs: Elected by their respective Scientific Assembly for a total term of four (4) years; two (2) years as Vice-Chair and two (2) years as Chair.

b. Duties

The Scientific Assembly will serve to provide expert consultation and technical reviewers for such areas as examinations, conventions, continuing education, etc. in discipline-related areas.

14. Patient Safety Committee (PSC)

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- a. Composition, Appointment Term, and Leadership:
  - 1) Composition: The total committee membership is ten (10) members of which one (1) must be a student member and one (1) must be a New Professional and New Member Forum member.
  - 2) Additional committee members: May be appointed with no term limit to provide specific expertise to this committee; Appointed by the President-Elect with Board approval.
  - 3) Appointment Term & Leadership:
    - a) Committee Members: Three (3) year term; three to four (3-4) members appointed annually; may only serve for two (2) terms and may not serve again until they have been off the Committee for a minimum of one (1) year
    - b) Student Member: One (1) year term
    - c) New Professional and New Member Forum member: One year term
    - d) Chair and Vice-Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term with the Chair limited to three (3) terms.
- c. Duties.
  - a. This committee serves to assist ASCLS in achieving its mission to ensure and enhance patient safety.
  - b. Members assist in the development, implementation and monitoring of actions to achieve the committees strategic plan.
  - c. The committee serves to promote member understanding of the laboratory professionals role in patient safety and provides tools, resources and educational materials to improve safety for all patients served.

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15. Leadership Academy Committee

a. Composition, Appointment Term, And Leadership:

1. Composition: The total committee membership is six (6) appointed members

2. Appointment Term and Leadership:

a. Member eligibility: Professional or emeritus members of this Society who are and have been active members in the Society for five (5) years or more prior to appointment. No current officer or member of the board of directors of this Society is eligible

b. Member must have held office or membership on the Board of Directors or served as chair of an ASCLS committee

c. Committee Members: Three (3) year term; may serve two (2) terms and may not serve again until they have been off the committee for a minimum of one (1) year

d. Committee Leadership

i. Past Chair: This position held by the previous Chair of the Leadership Academy Committee is a 1 year ex-officio appointment. Past Chair position is for continuity of leadership and will be primarily working with the present Committee Vice-Chair and the Academy class that will graduate at the Annual meeting

ii. Chair: Appointed from the members of the committee by the President-Elect with Board approval; one (1) year term as the Chair. The Chair of the Leadership Academy Committee will serve as the director of the Leadership Academy program for their one year term. After their term as Chair, they will move into the Past Chair position for 1 year

iii. Vice Chair: Appointed from the members of the committee by the President-elect with ASCLS BOD approval. Vice Chair will serve 1 year as Vice-Chair, one year as Chair and one year as



<p><b>ARTICLE VII – COMMITTEES (CON’T)</b></p>	<p>Past -Chair. Leadership Academy class that begins their development under the Vice-Chair will have the same leader until they graduate from the Academy program</p> <p><b>b. Duties</b></p> <ol style="list-style-type: none"> <li>1. Publicize the application process for the ASCLS Leadership Academy class using sources such as ASCLS Today, ASCLS Web page, and all ASCLS ListSers</li> <li>2. Organize the year’s agenda, curriculum, faculty, and meetings/conference calls</li> <li>3. Serve as resources and mentors for Leadership Academy class participants</li> <li>4. Serve as resource in annual Leadership Academy project development and production</li> <li>5. Work with the Leadership Academy faculty and Board liaison to review the curriculum and the application and graduation requirements of the previous year’s Academy, and suggest appropriate changes to be used for future Academy classes</li> </ol> <p>16. Other Committees.</p> <p>The Bylaws provide for the Board of Directors of the Society to establish such other committees, task forces, etc., as necessary to carry out the functions of the Society. As such entities are established, the Board of Directors will define the composition and function of each.</p>
<p><b>ARTICLE VIII -- SOCIETIES</b></p> <p><b>A. Constituent Societies</b></p> <p>The Society shall have the authority to charter constituent societies representing states, the District of Columbia, territories, possessions and dependencies of the United States, and foreign nations. There shall be no more than one (1) constituent society in each of those areas of representation.</p>	<p><b>ARTICLE VIII -- SOCIETIES</b></p> <p><b>A. Constituent Societies</b></p> <p>To accomplish the purposes for which the Society is formed and secure effective representation on a local level, the Society may grant charters to constituent societies of members in good standing of the Society.</p> <p>Any society so chartered must agree to abide by any decisions and policies of the Society and is to promote and encourage policies that are beneficial</p>

	<p>to the Society, the constituent societies and the individual members of the societies.</p> <p>The name of each constituent society is to define or contain the name of its geographic area.</p>
<p><b>B. Authority and Responsibility</b></p> <p>The Board of Directors may grant charters to constituent societies on application.</p> <p>Any society so chartered derives its authority exclusively from the Society, shall agree to abide by any decisions and policies of the Society, and shall promote and encourage policies that are beneficial to the Society, its constituent societies and the individual members thereof.</p> <p>Each constituent society shall function in accordance with regulations prescribed by the Board of Directors of the Society and in accordance with state and federal laws and regulations promulgated there under, and shall not change its name except through procedures established by the Board of Directors of this Society.</p>	<p><b>B. Authority and Responsibility</b></p> <p>The authority of the Board of Directors in granting charters is outlined in the Bylaws.</p>
<p><b>C. Charter Applications</b></p> <p>In order to obtain a constituent society charter from the Society, three (3) or more persons who are eligible for professional membership in the Society shall submit an application in such form as the Board of Directors may require.</p> <p><b>Article VIII – SOCIETIES (CON’T)</b></p> <p>The Board of Directors shall not grant an application for a charter unless the bylaws and membership criteria of an applicant society are consistent with those of the Society.</p>	<p><b>C. Charter Applications</b></p> <p>1. Organization of Constituent Societies.</p> <p>The responsibility of each constituent society rests with the individual members’ resident in such states, the District of Columbia, territories, possessions or dependencies of the United States. Prior to the granting of a charter to such constituent society, an application in such form as the Board of Directors of this Society may require must be filed and should contain:</p> <ul style="list-style-type: none"> <li>a. A petition to organize, on a form provided by the Executive Office;</li> <li>b. An application fee of five dollars;</li> <li>c. Eight copies of the proposed codes of society (Articles of Incorporation and Bylaws, as applicable); and</li> <li>d. Lists of officers and charter members.</li> <li>e. Three or more persons who are eligible for professional</li> </ul>

<p><b>ARTICLE VIII – SOCIETIES (CON’T)</b></p>	<p>membership in this Society may apply for grant of charter.</p> <p>2. Duties, Responsibilities, and Privileges.</p> <p>a. A constituent society may organize or sponsor branch societies and/or student societies within its defined geographic area. In its constitutional codes a constituent society:</p> <ol style="list-style-type: none"> <li>1) Must require that such societies maintain their constitutional codes and conduct their affairs and activities in accordance with the principles, policies, purposes and procedures of this Society and be responsible to the constituent society when the best interests of this Society are involved;</li> <li>2) Must allow a student society to be organized by at least three student members of this Society with a professional member of this Society as an advisor;</li> <li>3) Must not allow a branch society to accept into membership any individual possessing the qualifications for professional or collaborative membership in this Society, unless the individual becomes a member of the constituent society and of this Society; and</li> <li>4) Must prepare guidelines to permit a branch society to establish a special category of membership for persons not eligible for membership in this Society. Such membership must be so qualified that it can have no influence on the internal affairs of the branch society, the constituent society, or this Society.</li> </ol> <p>b. A constituent society must submit all proposed amendments of its constitutional codes to the Bylaws Committee of this Society for review and approval before adoption.</p> <ol style="list-style-type: none"> <li>1) When amendment of Bylaws of this Society or changes in policies or decisions of this Society requires revision of constituent society constitutional codes, each constituent society will be obliged to act to restore accord within two years after adoption of such amendment or change.</li> <li>2) When a complete revision of Bylaws of this Society shall have occurred, the grace period is to be two years and may be extended by direction of the Board of Directors of this Society.</li> <li>3) A constituent society may appeal an unfavorable decision of</li> </ol>
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<p><b>ARTICLE VIII – SOCIETIES (CON’T)</b></p>	<p>the Bylaws Committee to the Judicial Committee of the Society.</p> <p>4) Proposed amendments to constituent society codes are to be transmitted to the Chair of the Bylaws Committee of this Society.</p> <p>a) An electronic copy of the current codes and the proposed amendments are to be submitted at least 60 days before adoption is desired. If an electronic copy of the codes does not exist, two paper copies are to be sent to the Chair of the Bylaws Committee of this Society.</p> <p>b) An official copy of amended codes is to be transmitted to the Chair of the Bylaws Committee within 90 days after adoption by the constituent society membership.</p> <p>c. A constituent society is to furnish to the Executive Office all such information necessary to the organizational function of this Society, as implied or expressed in the Bylaws and Standard Operating Procedures of this Society. Within 30 days after the fact, a constituent society is to transmit the names and pertinent information on officers elected or committee members appointed to chair positions in that constituent society.</p>
<p><b>D. Society Activities</b></p> <p>Members of the Society shall be members of a constituent society. Each constituent society shall permit as a member any member in good standing of the Society and shall not permit any person to become or continue to be a member of such constituent society unless such person is a member in good standing of the Society.</p>	<p><b>D. Society Activities</b></p> <p>1. Each constituent society must on an annual basis:</p> <p>a. Hold at least two meetings of its board of directors;</p> <p>b. Hold one annual business meeting;</p>

	<ul style="list-style-type: none"><li>c. Hold one annual scientific meeting; and</li><li>d. Publish and distribute to all resident members, except Collaborative members, a state publication at least twice each year.</li></ul> <ol style="list-style-type: none"><li>2. The one annual business meeting, the annual scientific meeting and one of the two required meetings of the board of directors of the constituent society can be held at the same time, with the second required meeting of the Board held at another time of the year.</li><li>3. Members of this Society will automatically become members of the constituent society upon payment of dues as defined under Article III, D. of the Bylaws of this Society.</li></ol>
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**ARTICLE VIII – SOCIETIES (CON'T)****E. CHARTER REVOCATION**

The charter of a constituent society may be revoked for good cause by two-thirds vote of the Board of Directors of the Society.

1. Good cause for revocation of the charter of a constituent society shall include but not be limited to:
  - a. Failure to abide by the terms of its charter;
  - b. Failure to abide by the rules, regulations and policies of the Society; and
  - c. Violation of state or federal statutes, regulations or orders of any court having jurisdiction over the constituent society.
1. A constituent society under consideration for charter revocation shall be notified by registered or certified mail through the President of that constituent society of the charges no less than thirty (30) days prior to the meeting of the Board of Directors at which the charges shall be considered. The constituent society officers, or their designee(s), shall be notified of the time and place of that meeting of the Board of Directors and they shall have the opportunity to appear in person and to present any defense to such charges before action is taken thereon.
2. A constituent society whose charter has been revoked shall have the right of appeal to the House of Delegates.
3. A constituent society whose charter has been revoked may make application for reinstatement, which shall require a majority vote of the Board of Directors.

**E. Charter Revocation**

Revocation of a constituent society charter requires a two-thirds vote of the Board of Directors of the Society.

1. Process for Charter Revocation.
 

A motion for revocation is to be considered only after the following conditions have been met:

  - a. The cause is to be cited. Sufficient cause for initiation of revocation procedures is defined in the Bylaws:
  - b. Charges filed against a constituent society are to be received by the responsible officer or officers of that society at least 30 days prior to the date when the Board of Directors may take action.
2. The constituent society is to have the opportunity for full hearing and defense before the Board of Directors.
3. Reinstatement of Charter.
  - a. Reinstatement of a constituent society whose charter has been revoked will require a majority vote of the Board of Directors.
  - b. A constituent society whose charter has been revoked may apply for reinstatement.
  - c. Application for reinstatement will not be considered until all outstanding financial obligations of that society to this Society have been discharged.
  - d. Application for reinstatement is to be made and processed according to the procedure and requirements defined in the Bylaws and Standard Operating Procedures of this Society for issuance of charter to a new constituent society.
4. Voluntary Disaffiliation.
 

The Board of Directors is authorized to accept a charter voluntarily surrendered with an official written notification of disaffiliation. Disaffiliation of a constituent society by voluntary surrender of charter is in order when the following procedures have been fulfilled:

  - a. Members seeking disaffiliation of their constituent society from the Society are to present the request to the Board of Directors of

<p><b>ARTICLE VIII – SOCIETIES (CON’T)</b></p>	<p>that constituent society. If the Board of Directors of such constituent society approves the request by a two-thirds vote, they will be obligated to give written notice and justification recommending disaffiliation to the full membership of that society at least 30 days prior to the stated time when disaffiliation is to be voted upon by members of that society. A two-thirds vote of the accredited and voting members of a constituent society approving disaffiliation will be considered evidence that continued affiliation with this Society is unwanted.</p> <p>b. A constituent society which elects to surrender its charter will be responsible for:</p> <ol style="list-style-type: none"> <li>1) Notifying its full membership of the final action on disaffiliation and its society members of their rights to continue their Society membership through another constituent society;</li> <li>2) Providing an appropriate form for its members to notify the Executive Office of this Society within 60 days of their choice of the constituent society through which their current membership is to be maintained;</li> <li>3) Returning their charter to the Board of Directors of this Society with an official statement of the disaffiliation vote of its members signed by the members of the Board of Directors of that society; and</li> <li>4) Establishing with the Board of Directors of this Society, the date, within 60 days, when any outstanding financial obligations due either Society are to be settled. This Society shall have no obligations to return dues received for membership in this Society to the disaffiliated society.</li> </ol> <p>c. The Board of Directors of this Society is to announce the disaffiliation of a constituent society in the next news release following the receipt of the charter and official notification of the disaffiliation, and shall report such actions to the House of Delegates at the next annual meeting.</p>
<p><b>ARTICLE IX -- REGIONAL COUNCILS</b></p> <p><b>A. Regional Councils</b></p> <p>There shall be ten (10) Regional Councils composed of constituent societies.</p>	<p><b>ARTICLE IX -- REGIONAL COUNCILS</b></p> <p><b>A. Regional Councils</b></p> <p>The regions are to be defined based on distribution of Society membership, geographic boundaries, and accessibility insofar as is practical and</p>

	<p>reasonable. There are to be ten regions with designated numbers and divisions. These regions are:</p> <ul style="list-style-type: none"> <li>Region I includes the states of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont;</li> <li>Region II includes the District of Columbia and the states of Delaware, Maryland, New Jersey, Pennsylvania, Virginia, and West Virginia;</li> <li>Region III includes the Commonwealth of Puerto Rico and the states of Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, and Tennessee;</li> <li>Region IV includes the states of Indiana, Kentucky, Michigan, and Ohio;</li> <li>Region V includes the states of Minnesota, North Dakota, South Dakota, and Wisconsin;</li> <li>Region VI includes the states of Illinois, Iowa, Kansas, Missouri, and Nebraska;</li> <li>Region VII includes the states of Arkansas, Louisiana, New Mexico, Oklahoma, and Texas;</li> <li>Region VIII includes the states of Colorado, Idaho, Montana, Utah, and Wyoming;</li> <li>Region IX includes the states of Alaska, Oregon, and Washington; and</li> <li>Region X includes the states of Arizona, California, Hawaii and Nevada.</li> </ul> <p>Reconsideration of the regional division is to be made by the Board of Directors of this Society at five-year intervals. Adjustment of boundaries will require consent of the House of Delegates.</p>
<p><b>ARTICLE IX – REGIONAL COUNCILS (CON’T)</b></p> <p><b>B. Functions</b></p> <p>The Regional Council shall function to coordinate within geographical boundaries activities, which support the principles and further the goals</p>	<p><b>B. Functions</b></p> <ol style="list-style-type: none"> <li>1. Council responsibilities.             <ol style="list-style-type: none"> <li>b. Provide the constituent societies with information regarding activities at the national level and of action taken by the Board of</li> </ol> </li> </ol>



<p>of the Society, and to provide for the constituent societies of a region greater access to and utilization of the resources of the Society.</p>	<p>Directors of the Society which may affect the societies and their members.</p> <ul style="list-style-type: none"> <li>c. Provide feedback from the constituent societies to the Board of Directors of the Society.</li> <li>d. Coordinate the regional council's activities and disseminate information to the constituents of a regional council.</li> <li>e. Meeting at least one time per annum</li> </ul> <p>2. Financial Affairs.</p> <ul style="list-style-type: none"> <li>a. The expenses incurred by the regional director while performing duties within the region and at the Interim Board Meeting are the responsibility of the region. The expenses of a regional director at the Annual Meeting of this Society are the responsibility of the Society.</li> <li>b. The expenses of the constituent society representatives are the responsibility of the constituent society. The expenses of the student representative are the responsibility of the respective region.</li> </ul>
<p><b>C. Composition</b></p> <p>A Regional Council shall consist of officers of constituent societies as defined in regional guidelines.</p>	<p><b>C. Composition</b></p> <p>The composition of a regional council is as follows:</p> <ul style="list-style-type: none"> <li>1. The regional director shall chair or designate a chair of the council.</li> <li>2. The council consists of the officers of constituent societies located within the region as defined in regional guidelines, and, as ex officio members, all such persons in the region who serve the Society in an elective or appointive capacity.</li> <li>3. The regional council is not to be incorporated and the Society serves as the fiscal agent.</li> <li>4. In addition to the above representatives there may be a student representative on the council selected by the regional council.</li> </ul>

<p><b>ARTICLE X -- SOCIETY FORUMS</b></p> <p><b>A. Student Forum of the Society</b></p> <ol style="list-style-type: none"> <li>1. The Student Forum shall coordinate the involvement and interest of students of clinical laboratory science in this Society.</li> <li>2. The Student Forum shall be governed by guidelines, which shall be submitted to the Board of Directors of this Society for approval.</li> <li>3. A professional or emeritus member of this Society, appointed by the President of the Society with the approval of the Board of Directors shall serve as an advisor to the Student Forum.</li> </ol>	<p><b>ARTICLE X -- SOCIETY FORUMS</b></p> <p><b>A. Student Forum of the Society</b></p> <ol style="list-style-type: none"> <li>1. Function.       <ol style="list-style-type: none"> <li>a. The Bylaws of the Society provide for the general function of a Student Forum.</li> <li>b. The Student Forum is to be governed by guidelines, which are developed by that body in collaboration with the student forum advisor. The guidelines are submitted to the Board of Directors of this Society for approval and are reviewed periodically by the Board of Directors.</li> </ol> </li> <li>2. Advisor.       <ol style="list-style-type: none"> <li>a. The student forum advisor is a professional or emeritus member of the Society who is appointed by the president with the approval of the Board of Directors.</li> <li>b. The advisor should have good background knowledge of the Society and be familiar with objectives and concerns of the Student Forum.</li> </ol> </li> </ol>
<p><b>B. Diversity Advocacy Council</b></p> <ol style="list-style-type: none"> <li>1. Initiate special recruitment efforts to increase the number of minorities in the profession</li> <li>2. Provide special efforts to assist minority students financially.</li> </ol>	<p><b>B. Diversity Advocacy Council</b></p> <ol style="list-style-type: none"> <li>1. Function       <ol style="list-style-type: none"> <li>a. The Bylaws of the Society provide for the general function of a Diversity Advocacy Council.</li> <li>b. Identifies ways that will contribute toward increased participation by minorities at the local, state, regional and national levels of ASCLS.</li> </ol> </li> </ol>
<p><b>C. New Professionals and New Members Forum</b></p> <ol style="list-style-type: none"> <li>1. The New Professionals and New Members Forum shall engage and facilitate the involvement and interest of New Professionals and new ASCLS members in this Society.</li> <li>2. The New Professionals and New Members Forum shall be led by elected officers and appointees as outlined in the Standard</li> </ol>	<p><b>C. New Professionals and New Members Forum</b></p> <ol style="list-style-type: none"> <li>1. Composition, Leadership, Appointment, Term, Nominations and Elections:       <ol style="list-style-type: none"> <li>a. Composition: The total forum membership consists of new professionals and new ASCLS members. Elected officers/appointees include one (1) Forum Chair, one (1) Forum Vice-Chair, one (1) Forum Secretary, ten (10) Regional Communication Coordinators, and one (1) Forum Advisor.</li> </ol> </li> </ol>

## Operating Procedures.

3. An advisor shall be appointed to the New Professionals and New Members Forum for a term of three (3) years.

- 1 ) New Professional Definition: new clinical laboratory science professional with less than 5 years' experience in the practice.

- 2 ) New ASCLS Member Definition: FYP, PFI or PFII members in their first 4 years of membership.

## 2. Leadership and Term:

- a. Chair: The Vice-Chair may succeed to the Chair position through the appointment process for a one (1) year term. The Chair may not concurrently serve as the Regional/Constituent Society Chair.

- b. Vice-Chair: During the ASCLS Annual Meeting Forum members will elect an individual to serve as Vice-Chair of the Forum. The Vice-Chair may succeed to the Chair of the Forum during the second year of their two (2) year term through the appointment process.

- c. Secretary: During the ASCLS Annual Meeting Forum members will elect an individual to serve as Secretary of the Forum for a one (1) year term, maximum two (2) terms.

## 3. Appointments and Term:

- a. Communication Coordinators: One (1) representative from each of the ten (10) regions, three to four (3-4) coordinators appointed annually by the most recently elected regional directors for a three (3) year term. Communication Coordinators can only serve for one (1) term.

- b. Appointed by the Regional Directors during their first year in office; the regional Communication Coordinator's term begins during the second year of the Regional Director's term. The Communication Coordinator should be appointed to the Regional Council and should not be limited to the New/First Year Professional Representative.

- c. Forum Advisor: One (1) Advisor appointed through the appointment process for a three (3) year term.

	<p>4. Nominations and Elections:</p> <ul style="list-style-type: none"><li>a. Forum leadership will solicit nominations for elected officers starting in January with a nomination deadline of June 30.</li><li>b. Nominations will be accepted until the start of the Forum Orientation at the Annual Meeting.</li><li>c. Elections will be held during the Forum Elections and Planning Session at the Annual Meeting. Forum members will vote by secret ballot and simple majority. If no candidate receives a simple majority on the first ballot, then there will be a runoff election between the two candidates receiving the highest number of votes. In the event of another tie, lot will determine the election.</li></ul> <p>5. Duties: The New Professionals and New Members Forum will serve to engage and inform individuals new to the profession and ASCLS about the various opportunities that membership affords. Forum driven activities will support the needs and interests of Forum members.</p>
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<p><b>ARTICLE XI -- OFFICIAL REPRESENTATION</b></p> <p>The Board of Directors shall have the authority to appoint members of the Society to represent the Society in other organizations.</p> <p>Members of the Society so selected shall be responsible to the Board of Directors and shall be the representative of the Society to such other organizations.</p>	<p><b>ARTICLE XI -- OFFICIAL REPRESENTATION</b></p> <p>The Bylaws provide the authority for the Board of Directors of the Society to appoint members of the Society to represent the Society in other organizations. The representatives' responsibilities to the Society are defined in the Bylaws.</p> <p><b>A. Selection of Official Representatives</b></p> <p>Representatives to other organizations are to be recommended by the President-Elect of this Society as Chair of the Appointments Committee with the approval of the Board of Directors. The President or the Board of Directors of the Society as the best interest may appoint special representatives or conduct of affairs of this Society may render necessary or appropriate.</p> <p><b>B. Qualifications</b></p> <p>Persons who are, and for at least five (5) consecutive years immediately prior to appointment have been, professional or emeritus members of the Society will be considered eligible as representatives. The Board of Directors may establish additional qualifications for representatives as deemed necessary and/or appropriate.</p> <p><b>C. Term of Office</b></p> <p>The term of office for any given representative is to be determined by the Board of Directors of the Society taking into consideration the specific area of representation.</p> <p><b>D. Written Representation</b></p> <p>Any article to be submitted to non-ASCLS publications (i.e., journals, newsletters, etc.) and representing an official position of the Society must be reviewed for accuracy and approved by the Executive Office before submission.</p>
<p><b>ARTICLE XII -- AFFILIATES OF THE SOCIETY</b></p> <p>The Board of Directors shall have the authority to form subsidiary corporations to further the goals of the Society.</p>	<p><b>ARTICLE XII -- AFFILIATES OF THE SOCIETY</b></p> <p>The Bylaws provide that the Board of Directors has the authority to establish subsidiaries, which will be in the best interest of the Society. This authority provides a mechanism for the establishment of a separate 501(c)(3) corporation to conduct education and research activities.</p>

**ARTICLE XIII -- PUBLICATION(S)**

Official Publication(s). The name(s) of the official publication(s) of the Society shall be as determined by the Board of Directors.

**ARTICLE XIII -- PUBLICATION(S)****A. Name**

The name(s) of the official publication(s) of the Society is (are) to be determined by the Board of Directors of the Society.

**B. Editor(s) in Chief**

## 1. Selection.

## a. Journal

- 1) Following the annual meeting, an announcement for the position of Editor(s) in chief of the official Society journal will appear in the journal.
- 2) Letters announcing the position of Editor(s) in chief will be sent to the current Review Board and the current Board of Consulting Editors.
- 3) Applications received as a result of these announcements will be forwarded to the Appointments Committee.
- 4) The Appointments Committee, in consultation with the Managing Editor, will make recommendations to the Board of Directors for the Editor(s) in chief.

## b. Newsletter

The President-Elect of ASCLS appoints the editor of the newsletter, with Board approval

## 2. Term of Appointment.

## a. Journal

- 1) The term of the Editor-in-chief is three years.
- 2) The appointed Editor(s)-in-chief may serve no more than two (2) consecutive terms.

## b. Newsletter

- 1) The term of office for an Editor begins with the September issue in each calendar year and ends with the August issue of the following calendar year.
- 2) The appointed Editor may be reappointed. There are no term limits.

<p><b>ARTICLE XIII – PUBLICATION(S) (CON’T)</b></p>	<p><b>C. Qualifications</b></p> <p>The following guidelines are to be used in the selection process of the appointee.</p> <ol style="list-style-type: none"> <li>1. Journal             <p>The appointee should:</p> <ol style="list-style-type: none"> <li>a. Be a member of the Society;</li> <li>b. Have authored peer reviewed publications;</li> <li>c. Be known to complete projects within established deadlines;</li> <li>d. Be able to communicate effectively;</li> <li>e. Have served as a Section Editor or similar position with another journal.</li> <li>f. Have the resources for word processing, duplication, mailing and telephoning.</li> </ol> </li> <li>2. Newsletter             <ol style="list-style-type: none"> <li>a. Be a member of the Society</li> <li>b. Have published articles</li> <li>c. Be known to complete projects within established deadlines;</li> <li>d. Be able to communicate effectively;</li> <li>e. Have the resources for word processing, duplication, mailing and telephoning.</li> </ol> </li> </ol>
<p><b>ARTICLE XIV -- FISCAL AFFAIRS</b></p> <p><b>A. Fiscal Year</b></p> <p>The fiscal year shall be from August 1 to July 31, inclusive, unless the Board of Directors shall establish some other fiscal year.</p> <p><b>B. Sources of Funds</b></p> <p>In addition to dues, the Board of Directors may accept, on behalf of the Society, contributions, gifts or bequests for the general purposes or for any special purpose of the Society, and may conduct such fund-raising activities as it determines to be appropriate.</p>	<p><b>ARTICLE XIV -- FISCAL AFFAIRS</b></p> <p>The Bylaws provide for the fiscal affairs of the Society which are to be the responsibility of the Board of Directors of the Society and include but are not limited to: establishing the fiscal year; determining appropriate sources of funds; providing for an annual written audit; and ensuring the maintenance of appropriate financial records.</p>

<p><b>ARTICLE XIV -- FISCAL AFFAIRS (CON'T)</b></p> <p><b>C. Audit</b></p> <p>An annual written audit of the fiscal records of the society shall be prepared by an independent certified public accountant and submitted annually to the Board of Directors and the House of Delegates.</p> <p><b>D. Financial Records</b></p> <p>The Society shall keep correct and complete books and records of account at the principal office of the Society.</p> <p>The Board of Directors of the Society shall establish procedures for handling checks and deposits and a mechanism for bonding of appropriate individuals.</p>	
<p><b>ARTICLE XV -- PROCEDURES AND BYLAWS AMENDMENTS</b></p> <p><b>A. Parliamentary Authority, Meetings</b></p> <p><u>Robert's Rules of Order, Newly Revised (Current Edition)</u>, will govern the business proceedings of the Society, except when otherwise specified in these Bylaws.</p>	<p><b>ARTICLE XV -- PROCEDURES AND BYLAWS AMENDMENTS</b></p> <p><b>A. Rules of Order</b></p> <p>Robert's Rules of Order, Newly Revised (Current Edition), will govern the business proceeding of the Society and its chartered constituent societies unless otherwise specified in the Bylaws of the Society.</p>
<p><b>B. Bylaws and Articles of Incorporation Amendments</b></p> <p>The <b>Bylaws</b> of the Society may be amended as follows:</p> <ol style="list-style-type: none"> <li>1. Proposed amendments to the <b>Bylaws</b> may be submitted in writing to the Bylaws Committee by a constituent society or the Board of Directors of this Society, or may be written by the Bylaws Committee itself, no less than 120 days in advance of the next session of the House of Delegates;</li> <li>2. The Bylaws Committee shall submit proposed amendments to the members of the Society no less than sixty (60) days prior to the annual session of the House of Delegates; and</li> <li>3. Adoption of proposed amendments to the <b>Bylaws</b> and <b>Articles of Incorporation</b> shall require a two-thirds vote of the delegates to the House of Delegates present at the annual session and properly certified.</li> </ol>	<p><b>B. Bylaws Amendments</b></p> <p>In addition to the requirements for submission of amendments to the Bylaws as stated in the Bylaws of the Society, three copies of proposed amendments are to be submitted to the chair of the Bylaws Committee.</p> <p>Within 30 days after adoption of an amendment to the Bylaws of the Society, the chair of the Bylaws Committee must send a report of such adoption to the chief administrative officer of the Society for publication.</p>



**ARTICLE XVI -- INDEMNIFICATION**

An indemnification process shall be provided to protect individuals serving as directors, officers, employees or agents of the Society. The Board of Directors of the Society shall define the process.

**ARTICLE XVI -- INDEMNIFICATION**

A. The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that the person is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another society against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

The termination of any action, suit or 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 person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

B. The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another society against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Society and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Society unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

**ARTICLE XVI – INDEMNIFICATION (CON’T)**

- C. To the extent that a director, officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs A and B hereof, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- D. Any indemnification under Paragraphs A and B hereof (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in said Paragraphs A and B. Such determination shall be made (1) by a majority vote at a meeting of the Board of Directors when there is a quorum of the Board of Directors (11 members) who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel a written opinion, or (3) by the House of Delegates.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Society as authorized in this section.
- F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The Society shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another society, against any liability asserted against the person and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify the person against such liability under the provisions of this section.

**ARTICLE XVI – INDEMNIFICATION (CON’T)**

H. For the purpose of this Article, references to "the Society" shall include constituent societies so that any person who is or was a director, officer, employee or agent of such constituent society, or is or was serving at the request of such constituent society as a director, officer, employee or agent of another society shall stand in the same position under the provisions of this Article with respect to the constituent society as he/she would if having served the Society in the same capacity.