



# Bylaws of the American Society for Clinical Laboratory Science

## **ARTICLE I -- NAME AND OFFICES**

### **A. Name.**

The name of this corporation is the AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE, hereinafter referred to as the "Society."

### **B. Offices.**

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.

### **C. Records.**

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.

## **ARTICLE II -- PURPOSE**

The purposes for which the Society is formed are:

To promote standards in clinical laboratory methods and research, and in affiliated fields;

To enhance the professional status and image of its members;

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;

To be responsible for providing educational programs in the clinical laboratory and related sciences and defining standards of competence at all levels;

To be responsible for determining entry level requirements and providing for appropriate credentialing;

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;

To establish and promote ethical standards for the professions represented; and

To provide aid and benefit to all members of said professions.

## **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, community, emeritus, developing, ascending 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.

### **B. Membership Classes**

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:

1. Professional

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;

2. Community

Community membership shall be open to all persons;

3. Emeritus.

Emeritus membership shall be open to any member who has achieved a minimum standard of continuous membership and age;

4. Developing Professional

Developing Professional 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.

6. Ascending Professional

Ascending Professional membership is open to any individual eligible for professional membership, if the individual has not held previous membership other than Developing Professional or Ascending Professional in this Society and is within five (5) years of graduation from a program of clinical laboratory studies.

C. Rights and Privileges

1. Professional, Emeritus and Ascending Professional members are entitled to all rights and privileges to include voting, holding office

and serving in any formal capacity recognized by the Society.

2. Developing Professional members are entitled to vote and to have all other rights and privileges of the Society with the exception of holding elective positions as otherwise defined in the Bylaws.

3. Community and honorary members are entitled to defined rights and privileges of the Society with the exception of holding elective or appointive positions and serving as voting members of the House of Delegates.

4. Any member of the Society may serve as consultant or advisor to any board or committee of the Society.

5. Benefits for each category of membership will be outlined in the Standard Operating Procedures and will be the basis for the dues structure for the category.

6. 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.

D. Dues

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.

E. Expulsion of Members

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.

Good cause for such termination shall include violation of the Bylaws 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 deems appropriate.

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.

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.

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.

The member shall retain all rights, benefits, and privileges of membership until such time as final action is taken.

#### **ARTICLE IV -- BOARD OF DIRECTORS**

##### **A. Authority**

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.

##### **B. Composition**

The number of voting directors shall be sixteen (16) -- the President, President-elect, Secretary/Treasurer, Past President, and ten (10) Directors elected by eligible members in a manner prescribed by the Board of Directors of the Society. There shall be one (1) Developing Professional Director elected by the Developing Professional Forum of the Society and one (1) Ascending Professional Director elected by the Ascending Professional Forum of the Society.

Each director shall serve a term of three (3) years or until a successor is elected with the exception of the Developing Professional Director and the Ascending Professional Director who shall serve for a term of one (1) year or until a new Director is elected. The Ascending Professional Forum Chair, if eligible, shall move into the position of Ascending Professional Director upon completion of the one (1) year Chair term. The Ascending Professional Forum shall determine the qualification for the Ascending Professional Director.

A board member may be eligible for re-election, except the Ascending Professional Director but may not serve more than two (2) consecutive terms. Eligible members shall elect by plurality vote the appropriate number of directors each year.

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

The Developing Professional Forum of the Society shall determine qualifications for the Developing Professional Director.

##### **C. Meetings**

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.

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.

#### D. Notice of Meetings

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 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.

#### E. Quorum

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.

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.

#### F. Committees

There shall be the following committees of the Board:

##### 1. Executive Committee.

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 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.

##### 2. Finance Committee.

There shall be a Finance Committee composed of the Secretary/Treasurer as chair, the President-elect, and three (3) 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.

##### 3. Other Committees.

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

#### G. Vacancies

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 a successor is elected prior to the next annual meeting.

#### H. Compensation

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.

##### I. Chief Administrative Officer.

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.

#### J. Impeachment of Officials

An elected official of this Society may be impeached for gross dereliction of duty or for malfeasance.

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.

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.

The committee shall investigate the charges and recommend to the Board of Directors such action, as it deems appropriate.

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.

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. 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.

The House may by two-thirds (2/3) vote, overturn the decision of the Board of Directors and reinstate the officer.

#### K. Incapacitation

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

### **ARTICLE V -- HOUSE OF DELEGATES**

#### A. Authority

There shall be a House of Delegates of the Society, which shall have authority within the Society regarding adoption and amendment of the Bylaws and the Articles of Incorporation 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 Bylaws.

#### B. Meetings

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 transacting business as may come under the authority of the House of Delegates, as specified under Section A of this Article.

The President of the Society or the duly authorized designee of the President shall preside at the annual session of the House of Delegates.

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.

#### C. DELEGATES

Each duly chartered constituent society shall be entitled to at least four

(4) delegates [two (2) delegates-at-large, one (1) ascending professional, one (1) developing professional delegate] plus one (1) delegate per each 50 Professional, Ascending Professional and emeritus members or major fraction thereof to the House of Delegates, to be designated in accordance with established procedures.

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.

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 Articles of Incorporation, Bylaws or other applicable law.

### **ARTICLE VI – OFFICERS**

#### A. Society Officers

The officers of the Society shall consist of the President, the President-elect and the Secretary/Treasurer.

#### B. Election of Officers

Prior to the annual meeting, eligible members shall elect by a majority of the votes cast a President-elect annually and a Secretary/Treasurer triennially.

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.

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.

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, prior to the annual meeting, both a President-elect and President shall be elected by a vote of eligible members.

#### C. Duties

The duties of the officers shall be determined by the Board of Directors, except that:

1. The President shall be the chief elected officer of the Society, shall serve as its principal spokesperson and shall preside at the annual 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;

1. 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

2. 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.

## **ARTICLE VII – COMMITTEES**

### **A. Nominations Committee**

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

The Nominations Committee shall be responsible for presenting to the membership,

nominations for those positions to be filled by election prior to the annual meeting.

### **B. Judicial Committee**

There shall be a Judicial Committee of the Society, consisting of five (5) members elected by plurality vote of eligible members.

Legal Counsel shall serve in a non-voting ex officio capacity.

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.

### **C. Bylaws Committee**

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.

The Bylaws Committee shall receive proposed amendments to the Bylaws and Articles of Incorporation of the Society and prepare such amendments for consideration as described under Article XV.

### **D. Additional Committees**

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.

The Board of Directors may establish and delegate such of its authority to additional committees, as it deems appropriate in accordance with these Bylaws, the Articles of Incorporation and the laws of the state of incorporation.

## **ARTICLE VIII -- SOCIETIES**

### **A. Constituent Societies**

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.

#### B. Authority and Responsibility

The Board of Directors may grant charters to constituent societies on application.

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. 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.

#### C. Charter Applications

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.

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.

#### D. Society Activities

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.

#### 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.



## **ARTICLE IX -- REGIONAL COUNCILS**

### **A. Regional Councils**

There shall be at least ten (10) Regional Councils composed of constituent societies.

### **B. Functions**

The Regional Council shall function to coordinate within geographical boundaries activities, which support the principles and further the goals of the Society, and to provide for the constituent societies of a region greater access to and utilization of the resources of the Society.

### **C. Composition**

A Regional Council shall consist of officers of constituent societies as defined in regional guidelines.

2. Provide special efforts to assist minority developing financially.

### **C. Ascending Professionals Forum**

1. The Ascending Professionals Forum shall engage and facilitate the involvement and interest of Ascending Professional members in this Society.

2. The Ascending Professionals Forum shall be governed by guidelines, which shall be approved by the Board of Directors.

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

### **D. Clinical Laboratory Educators Forum**

1. The Clinical Laboratory Educators Forum shall engage and facilitate the involvement and interest of Clinical Laboratory Educator members in this Society.

2. The Clinical Laboratory Educators Forum shall be governed by guidelines, which shall be approved by the Board of Directors.

## **ARTICLE X -- SOCIETY FORUMS**

### **A. Developing Professional Forum of the Society**

1. The Developing Professional Forum shall coordinate the involvement and interest of students of clinical laboratory science in this Society.

2. The Developing Professional Forum shall be governed by guidelines, which shall be approved by the Board of Directors.

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 Developing Professional Forum.

### **B. Diversity Advocacy Council**

1. Initiate special recruitment efforts to increase the number of minorities in the profession

## **ARTICLE XI -- OFFICIAL REPRESENTATION**

The Board of Directors shall have the authority to appoint members of the Society to represent the Society in other organizations.

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.

## **ARTICLE XII -- AFFILIATES OF THE SOCIETY**

The Board of Directors shall have the authority to form subsidiary corporations to further the goals of the Society.

### **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 XIV -- FISCAL AFFAIRS**

#### **A. Fiscal Year**

The fiscal year shall be from August 1 to July 31, inclusive, unless the Board of Directors shall establish some other fiscal year.

#### **B. Sources of Funds**

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.

#### **C. Audit**

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.

#### **D. Financial Records**

The Society shall keep correct and complete books and records of account at the principal office of the Society.

The Board of Directors of the Society shall establish procedures for handling checks and deposits and a mechanism for bonding of appropriate individuals.

### **ARTICLE XV -- PROCEDURES AND BYLAWS AMENDMENTS**

#### **A. Parliamentary Authority, Meetings**

Robert's Rules of Order, Newly Revised (Current Edition), will govern the business proceedings of the Society, except when otherwise specified in these Bylaws.

#### **B. Bylaws and Articles of Incorporation Amendments**

The Bylaws of the Society may be amended as follows:

1. Proposed amendments to the Bylaws 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;

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

3. Adoption of proposed amendments to the Bylaws and Articles of Incorporation shall require a two-thirds vote of the delegates to the House of Delegates present at the annual session and properly certified.

### **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.