

**BYLAWS
AMERICAN SOCIETY FOR CLINICAL PATHOLOGY, INC.**

ARTICLE 1

INCORPORATION, PURPOSES AND MISSION

SECTION 1. Incorporation and Purposes. The American Society for Clinical Pathology, Inc., is organized under the "General Not for Profit Corporation Act" of the State of Illinois, exclusively for educational, scientific and charitable purposes in accordance with Section 501 (c)(3) of the Internal Revenue Code.

The primary purpose of the ASCP is to improve public health by advancing the science and practice of pathology and laboratory medicine.

SECTION 2. Mission. The mission of the American Society for Clinical Pathology is to provide excellence in education, certification, and advocacy on behalf of patients, pathologists, and laboratory professionals.

ARTICLE 2

CLASSES, QUALIFICATIONS AND RIGHTS OF MEMBERS

SECTION 1. Classes of Members. The Society shall have the following classes of members: (a) Fellow, (b) Resident, (c) Member, (d) International, (e) Student, (f) Medical Affiliate, (g) Emeritus and, (h) Registrant. Only one class of membership may be held at any one time by any member of the Society.

SECTION 2. Fellow. Any person who is a licensed physician and whose practice, at the time of application for membership, is devoted in major part to pathology, or branch thereof, and who holds one or more of the primary certificates, i.e., anatomic or clinical, of the American Board of Pathology or who has passed either the anatomic or clinical pathology portion of the American Board of Pathology examinations, or who is boarded by the American Board of Pathology in a pathology subspecialty, shall be

eligible for membership as a Fellow. Only Fellows shall have the general right to vote regarding the overall affairs of the Society, including changes to its Bylaws and Articles of Incorporation, or to vote for, or to serve as officers of the Society, except that the Chair and Chair-elect of the Council of Laboratory Professionals, the Chair of the Resident Council, and the Chair of the Board of Governors of the Board of Certification shall serve as voting members of the Board of Directors ex officio, and three Members shall serve as voting At-Large Directors. A Fellow shall not be eligible for any other class of membership except Emeritus.

SECTION 3. Resident. Any person who is a licensed physician actively training for a career in pathology and who is, or has been, within the previous three years, enrolled in a training program accredited by the Accreditation Council for Graduate Medical Education and/or approved by the Royal College of Physicians and Surgeons of Canada shall be eligible for membership as a Resident. A Resident shall have the right to vote for members of the Resident Council, as provided in Article 7.

SECTION 4. Member. (A) Any person who is currently, or has been previously, certified by the Board of Certification in one or more categories, or (B) any non-physician whose interests parallel those of the Society and who holds an academic doctorate acceptable to the Membership Commission (whether or not such person currently, or has been previously, certified by the Board of Certification) shall be eligible for membership as a Member. A Member shall have the right to vote for members of the Council of Laboratory Professionals and for Member At-Large Directors as provided in Article 7.

SECTION 5. International. Any person who holds equivalent credentials of Fellow, Resident, Member, or Medical Affiliate in the country or region in which the person practices (other than the United States or Canada,) and holds membership in any appropriate existing medical or laboratory association in the country or region in which that person practices shall be eligible for membership as an International member.

SECTION 6. Student. Any medical student enrolled in a medical school approved by the Liaison Committee on Medical Education of the American Medical Association and the American Association of Medical Colleges, or the Committee on Accreditation of the Association of Canadian

Medical Colleges, or in an osteopathic medical school approved by the Bureau of Professional Education of the American Osteopathic Association, shall be eligible for membership as a Student.

Any student enrolled in a regionally accredited college/university science program or a medical laboratory science program approved by an appropriate accrediting agency also shall be eligible for membership as a Student.

SECTION 7. Medical Affiliate. Any licensed physician who practices in the United States or Canada, whose interests parallel those of the Society and who is not eligible for membership as a Fellow may, on recommendation of a Fellow, be eligible for membership as a Medical Affiliate member.

SECTION 8. Emeritus. Upon application, members who have satisfied certain age and practice requirements established by the Board of Directors may be granted emeritus standing.

SECTION 9. Registrant. Any person who is currently, or has been previously, certified by the Board of Certification in one or more categories shall be eligible for membership as a Registrant.

SECTION 10. Special Circumstances. Any person who has special qualifications and interests deemed desirable to the Society may, upon recommendation of the Membership Commission, be eligible for any appropriate category of membership.

SECTION 11. Special Distinction: Master. Any Fellow or Member in good standing for at least ten years and who, upon recommendation of the Awards Committee and approval by the Board of Directors, has demonstrated significant career accomplishments and service to the Society may be awarded the designation of Master.

ARTICLE 3

MEMBERSHIP

SECTION 1. Application and Election. An application for membership or for change in class of membership and a vote of two-thirds of the Board of Directors shall be necessary for election.

SECTION 2. Dues. The amount of dues to be paid by the various classes of members shall be determined by the Board of Directors. Such dues may be temporarily or permanently waived in part or in full by the Secretary in individual cases under criteria developed by the Commission on Membership.

SECTION 3. Resignation. Resignation of a member shall be valid only if submitted as a signed request to the Secretary. Such resignation shall not relieve the member's responsibility to pay any outstanding monetary amounts due the Society.

SECTION 4. Suspension and Termination. A member may be terminated for failure to pay dues or for failure to pay for other products or services received. Membership may be reinstated at any time upon payment of the current year's dues and any other amounts owed. A member shall be terminated if he/she no longer meets the requirements for membership.

SECTION 5. Discipline and Expulsion. Any member may be disciplined or expelled for conduct, which in the determination of the Board of Directors is detrimental to the best interests of the Society. Expulsion shall require a two-thirds vote of the entire Board of Directors, provided that prior written notice has been given to the member that such action is contemplated and that the member is entitled to a hearing before the Board of Directors, in the manner in which the Board shall provide. The provisions of this section shall not apply to the suspension or termination of a member for nonpayment of dues or other obligations as provided in Section 4 of this Article.

ARTICLE 4

OFFICERS AND BOARD OF DIRECTORS

SECTION 1. Officers. The Officers of the Society shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

SECTION 2. Board of Directors. The Board of Directors shall be composed of the Officers, the Immediate Past President, five At-Large Directors who are Fellows, and three At-Large Directors who are Members, as well as the following ex-officio members: the Chairs of the Fellow Council, the Council of

Laboratory Professionals and the Resident Council, the Chair-elect of the Council of Laboratory Professionals and the Chair of the Board of Governors of the Board of Certification.

ARTICLE 5

DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1. President. The President shall be the senior elected officer of and official spokesperson for the Society and shall preside at all meetings of the Society. The President shall serve as Chair of the Board of Directors. The President shall perform all duties usually incident to the office of President and such other duties as may be assigned to the President by the Board of Directors. Subject to the approval of the Board of Directors, the President shall also make all appointments to standing or ad hoc committees, commissions, and other subgroups of the Society, including the Editors of the official publications of the Society, and shall designate all official delegates and representatives to outside groups.

SECTION 2. President-Elect. The President-Elect shall perform any and all duties assigned by the Board of Directors. In the absence or incapacity of the President, the President-Elect shall perform the duties of the President. The President-Elect shall assure continuity of the business of the Society and shall recommend appointments for committees, commissions, and other groups to take effect upon the President-Elect assuming the office of the President.

SECTION 3. Vice President. The Vice President shall perform any and all duties assigned by the Board of Directors. In the absence or incapacity of both the President and President-Elect, the Vice President shall discharge the functions of the President.

SECTION 4. Secretary. The Secretary shall perform all duties usually incident to the office of the Secretary and such other duties as may be assigned by the Board of Directors. The Secretary shall be responsible for the accuracy of minutes and other official documents of the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall perform all duties usually incident to the office of

Treasurer and such other duties as may be assigned by the Board of Directors. The Treasurer shall oversee the funds of the Society, its financial policies and the preparation of an annual budget for approval by the Board of Directors. The Treasurer shall also provide a complete financial report at the annual business meeting of the Society.

SECTION 6. Board of Directors. The Board of Directors shall govern the activities of the Society and shall be responsible for its fiscal viability and for achieving the mission of the Society. All Board members shall have a duty of loyalty and care to the Society, which includes preparation for, attendance at, and participation in all regularly and specially scheduled meetings of the Board.

SECTION 7. Executive Committee. The Executive Committee may exercise the authority of the Board of Directors, when necessary in the conduct of the affairs of the Society, except that it shall have no authority to: select/terminate the Executive Vice President; appoint or remove the editor of the American Journal of Clinical Pathology or the editor of Laboratory Medicine; approve operating or capital budgets; elect members or awardees of the Society; buy or sell Society real estate; amend the bylaws or articles of incorporation; countermand any action taken by the Board of Directors; or take any action that is committed by law, these bylaws, or by resolution to the Board of Directors. All activities of the Executive Committee shall be reported to the Board of Directors at its next regularly scheduled meeting.

SECTION 8. Executive Vice President. The Executive Vice President shall be the Chief Executive Officer of the Society, and shall direct the day-to-day conduct of the business of the Society. The Executive Vice President, employed by written contract, shall report to and be directly responsible to the Board of Directors. The Executive Vice President shall have the authority to appoint and discharge staff of the Society. The Executive Vice President shall have such other duties as may be assigned by the Board of Directors.

ARTICLE 6

ELECTION, TERM OF OFFICE, ASSUMPTION OF DUTIES AND VACANCIES

SECTION 1. Election. All officers (except the incoming President) and all Fellows At-Large of the Board of Directors who are eligible for election or re-election are elected by majority vote of the Fellows voting in person or by proxy at the annual business meeting. All Members At-Large are elected by a majority of the Members voting in person or by proxy at the annual business meeting. The official list of nominees shall be prepared by the Nominations Committee, reviewed and approved by the Board of Directors, and published at least 30 days before the annual business meeting. Additional nominations for any such office or position shall be made at least 20 days prior to the annual business meeting, by submitting to the Secretary in writing, the name of each additional nominee supported by the signatures of at least 50 voting members. The final list of nominees shall be published at least 14 days before the annual business meeting, and proxies shall be accepted until 7 days prior to the annual business meeting.

The ex officio members of the Board of Directors (The Chairs of the Fellow Council, Resident Council, Council of Laboratory Professionals, and Board of Governors of the Board of Certification, and the Chair-elect of the Council of Laboratory Professionals) shall be elected from among the then sitting members of the respective Councils and Board by the members of those Councils and Board, in a manner prescribed by their operating policies and procedures.

SECTION 2. Term of Office. Except for the terms for Immediate Past President, President, President-Elect, Vice President, Council Chairs and Chairs-elect, and Board of Governors Chair, all terms are for three years, and all members are eligible to serve either two consecutive full terms or until a successor is qualified. The terms for Immediate Past President, President, President-Elect, Vice President, Council Chairs and Chairs-elect and Board of Governors Chair are for one year only or until their successors are qualified, except as provided in Article 6, Section 4.

SECTION 3. Assumption of Duties. The President-Elect shall be inducted into office as President, and the President shall automatically become the Immediate Past President at the close of the annual business meeting. Other officers and members At-Large of the Board of Directors and all other persons elected shall assume their duties at the close of the annual business meeting.

SECTION 4. Vacancies. President. If the President dies, resigns, becomes incapacitated, or is

removed from office by a two-thirds vote of the entire Board of Directors, the President-Elect shall immediately become President, completing the unexpired term of the President, as well as serving the following year as President.

President-Elect. If the President-Elect dies, resigns, becomes incapacitated, or is removed from office by a two-thirds vote of the entire Board of Directors or succeeds to the unexpired term of the President, the Vice President shall immediately become President-Elect, completing the unexpired term of the President-Elect and remaining eligible to be elected as President-Elect for a full term at the next annual business meeting.

Vice President. If the Vice President dies, resigns, becomes incapacitated, or is removed from office by a two-thirds vote of the entire Board of Directors or succeeds to the unexpired term of the President-Elect, the office of the Vice President may remain vacant or be filled for the unexpired term from among elected members of the Board of Directors by the President with the consent of the Board of Directors. If a Vice President is appointed, he/she shall serve until the conclusion of the next annual business meeting.

If both the President and President-Elect die, resign, become incapacitated, or are removed from office by vote of the Board of Directors, the Vice President shall succeed to the unexpired term of the President and shall serve one additional full term as President, until a duly elected President-Elect is eligible to succeed to the Presidency. The Board may appoint other officers as needed until the next annual business meeting, at which time the President-Elect and Vice President shall be elected.

Positions other than President, President-Elect and Vice President. Vacancies occurring by resignation, death, incapacity or removal of the Secretary, Treasurer, At-Large Directors or any appointed position shall be filled by the President with the consent of the Board of Directors until the next scheduled election.

ARTICLE 7

COMMITTEES, COMMISSIONS, AND COUNCILS

SECTION 1. Committees of the Board of Directors. The Executive, Bylaws, Finance, and Nominations Committees shall be standing committees of the Board of Directors. Additional committees shall be established for specified purposes and duration as the needs of the Society dictate.

- (A) Executive Committee. The Executive Committee shall consist of the President, President-elect, Immediate Past President, Vice President, Secretary, Treasurer, and Chair of the Council of Laboratory Professionals.
- (B) Bylaws Committee. The Bylaws Committee shall consist of three members of the Board, one of whom shall serve as Chair
- (C) Finance Committee. The Finance Committee shall consist of the Treasurer of the Society, who shall serve as Chair, the President-elect, one Fellow, one Member, and one member representing the Board of Governors of the Board of Certification.
- (D) Nominations Committee. The Nominations Committee shall consist of the Immediate Past President, who shall serve as Chair, three Fellows, three Members, and one Resident.

The terms of the members, with the exception of the ex officio members and the members of the Nominations Committee, of the committees of the Board shall be three years, renewable twice. The terms of the members of the Nominations Committee shall be one year, renewable twice. The terms of the Chairs, with the exception of those that are ex officio, shall be one year, renewable five times.

SECTION 2. Commissions and Committees of the Society. The basic work of the Society shall be organized into Commissions of the Society, of which there are three: Membership, Continuing Professional Development and Public Policy. Each Commission shall develop and monitor overall Society strategy in its respective subject area. The Commissions shall report to the Board of Directors. The Chair of each Commission shall be appointed by the President, with the advice and consent of the Board, from among the At-Large members of the Board. Subject to the approval of the Board, the Commissions may form committees to enable the work of the Society. The terms of the Chairs shall be one year, renewable

five times. The terms of the At-Large members of the Commissions shall be three years, renewable once for a maximum of six years.

The following terms of service apply to members of committees of Commissions:

- Chairs of committees of Commissions shall serve a 1 year term renewable 5 times for a maximum of 6 years.
- Members of committees of Commissions shall serve a 3 year term renewable 2 times for a maximum of 9 years.
- Representatives of other organizations shall serve a term determined by the agreement held with their respective organization.
- Residents shall serve a 1 year term renewable 2 times for a maximum of 3 years.

The chairs of the committees encompassed by the Commissions shall serve ex officio on the Commissions.

Committees may from time to time appoint consultants to committees where appropriate.

SECTION 3. Councils of the Society. There shall be three Councils of the Society, each representing one of the principal classes of membership: a Fellow Council, a Resident Council, and a Council of Laboratory Professionals. Their charge is to provide advice and counsel to the Board of Directors through the Commission on Membership, on how the Society may best meet the needs of the respective class of membership. The Fellow Council shall consist of nine members, each to serve a three-year term. The Council of Laboratory Professionals and the Resident Council shall consist of twelve members, each to serve a three-year term. In the case of the Fellow and Council of Laboratory Professionals, the term shall be renewable once. The Chair of each Council shall be elected from among the sitting members of the Council, as specified in Article 6. Each Chair shall have a term of one year. Members of each Council are to be elected by a vote of all active members in the respective membership class.

ARTICLE 8

CERTIFICATION OF MEDICAL LABORATORY PERSONNEL

SECTION 1. Board of Certification.

(A) Function. The Board of Certification shall develop, establish and maintain standards and procedures for individuals to enter, continue and/or advance in a career in medical laboratory science, and to certify those individuals who meet the required criteria. The Board of Certification shall maintain a roster of certificants. The certification functions of the Board of Certification shall be governed by a Board of Governors.

(B) Composition. The Board of Governors shall be composed of the following:

1. Five Fellows of the American Society for Clinical Pathology. Each such member shall serve for a term of three years so arranged that the terms are staggered.
2. Five Members of the American Society for Clinical Pathology who are certified by the Board of Certification. Each such member shall serve for a term of three years so arranged that the terms are staggered.
3. Four Members of the American Society for Clinical Laboratory Science who are certified by the Board of Certification. Each such member shall serve for a term of three years so arranged that the terms are staggered.
4. Two Members of the Association of Genetic Technologists who are certified by the Board of Certification. Each such member shall serve for a term of three years so arranged that the terms are staggered.
5. A representative from each organization of laboratory specialties in which the Board of Certification provides certification that elects to participate (Participating Societies). Each such member shall serve for a term of three years. Insofar as possible, the terms of such members shall be so arranged that an equal number expire each year.

6. One person who serves as a representative of the public. The public member shall serve for a term of three years.

(C) Election and Term of Members.

1. Election of Members. The Board of Governors annually shall elect persons to fill the terms that will expire, or that have become or will become vacant by the annual business meeting of the Society. Such election shall be by a majority vote of the membership of the Board of Governors from persons nominated as follows:

a. The Nominations Committee of the Society shall nominate two Fellows and two Members of the Society for each respective term that will expire or for each vacancy that will exist.

b. Each Participating Society shall nominate two persons certified in the specialty that it represents for each term that will expire or for each vacancy that will exist.

c. Members of the Board of Governors, the President of the Society, and each Participating Society may nominate persons to serve as representatives of the public.

d. The American Society for Clinical Laboratory Science shall nominate two persons certified in the specialty that it represents for each term that will expire or for each vacancy that will exist.

e. Association of Genetic Technologists shall nominate two persons certified in the specialty that it represents for each term that will expire or for each vacancy that will exist.

2. Number of Terms. No member of the Board of Governors shall be eligible to serve for more than three consecutive terms provided, however, the Board may elect members to serve for a partial term in addition to the three full terms in order to facilitate the expiration of terms consistent with paragraph (a) of this section.

(D) Operation of the Board of Certification.

1. Officers of the Board of Governors. The Board of Governors, by majority vote of its members annually, shall elect a Chair, Vice Chair, Secretary, and Financial Officer to serve

for a term of one year or until their successors are elected.

2. **Certification Policies.** The Society shall maintain the independence of the certification function of the Board of Certification. The Board of Governors shall report regularly to the Society and to the American Society for Clinical Laboratory Science, the Association of Genetic Technologists, and each of the Participating Societies concerning the policies and procedural decisions that it makes concerning certification, but such decisions shall not require approval of the Society or of the American Society for Clinical Laboratory Science, the Association of Genetic Technologists, or the Participating Societies.

3. **Operations.** For corporate, tax, fiscal, personnel policy, and other administrative purposes the Board of Certification shall constitute an integral part of the Society.

a. Expenses required for the operation of the Board of Certification shall be defrayed by certification fees to be determined by the Board of Governors. Any additional amount required to cover the reasonable and necessary expenses of the Board of Certification shall be paid by the Society; to this end, the Board of Certification and the Society shall enter into a written agreement. In addition, the Board of Governors may request contributions from the American Society for Clinical Laboratory Science, the Association of Genetic Technologists and each of the Participating Societies.

b. Separate accounts of funds collected or disbursed attributable to the operations of the Board of Certification shall be maintained under the supervision of the Treasurer of the Society, and such accounts shall be available to the Board of Certification at all times.

SECTION 2. Cooperation with Other Organizations. The activities of the Society that fall within the responsibility of the Board of Certification may be conducted in cooperation with other organizations, subject to such procedures as are approved by the Board of Directors.

SECTION 3. Name Change and Historical Note. The Board of Certification was previously named the Board of Registry. Any reference in these Bylaws to certification by the Board of Certification shall include certification by the Board of Registry or by the National Credentialing Agency for Laboratory Personnel, Inc. prior to October 23, 2009.

Transition Provisions. The October 2009 amendments to these Bylaws regarding the Board of Certification reflect the Combination Agreement among the American Society for Clinical Pathology, the American Society for Clinical Pathology Board of Registry, the National Credentialing Agency for Laboratory Personnel, Inc., the American Society for Clinical Laboratory Science (ASCLS), and the Association of Genetic Technologists (AGT). Notwithstanding the provisions of Article 8, Section 1(C)(1)(d) and (e), ASCLS and AGT shall have the option to nominate only one person to fill each of the new Board of Governors positions designated for these organizations under these Bylaws amendments and also to specify the staggered terms (up to three years) for which these Governors shall serve. Thereafter, ASCLS and AGT shall nominate two person for each such Governor term that expires (or for any vacancy) as provided by these new provisions to the Bylaws.

ARTICLE 9

MEETINGS; QUORUM; VOTING

SECTION 1. Board of Directors Meetings.

Meetings. The Board of Directors will meet in conjunction with the annual business meeting, at least once between annual business meetings, and as may be called by the President or by a two-thirds majority of the Board members.

Place of meetings. The Board of Directors may designate any place, either in or outside of the state of Illinois, as the place for any Board meeting.

Notice of Meetings. Notice of the time and place of any meetings shall be delivered and made available (including transmission by electronic means) to all directors at least 48 hours prior to such meeting.

Quorum. A quorum consists of a majority of the members of the Board, who may be present in person, or by audio link, for the purpose of conducting the business of the Board. The same quorum requirements exist for the Executive Committee.

Voting Requirements. A majority of the votes of these Board members, present in person, or by audio link, shall be necessary for the adoption of any matter voted on (unless otherwise specified by law or in these bylaws).

SECTION 2. Membership Meetings.

Meetings. An annual business meeting shall be held each year in conjunction with the ASCP annual meeting. Special meetings may be called by the President, the Board of Directors, or by petition signed by no fewer than one-tenth of the Fellows.

Place of Meetings. The Board of Directors may designate any place, either in or outside the state of Illinois, as the place for any annual business or special meeting.

Notice of Meetings. Notice of the time and place of the annual business and any special meetings shall be delivered and made available (including transmission by electronic means) to all Fellows and Members at least 30 days prior to such meeting.

Quorum. A quorum for any annual business or special meeting shall consist of those eligible members who are present in person or by proxy (including a proxy transmitted or received by electronic means).

Voting Requirements. A majority of the votes of eligible members voting in person or by written proxy at a meeting shall be necessary for the adoption of any matter voted on unless a greater portion is required by law or by these Bylaws.

ARTICLE 10

PARLIAMENTARY PROCEDURE

SECTION 1. Parliamentary Procedure. Sturgis Standard Code of Parliamentary Procedure, current edition, shall be followed during all meetings of the Society except where otherwise provided in these Bylaws.

SECTION 2. Parliamentarian. A parliamentarian may be appointed by the President at any meeting of the Society or the Board of Directors and shall serve in an advisory capacity.

ARTICLE 11

INDEMNIFICATION

The Society shall indemnify any Director, Officer, Employee and other person acting on its behalf pursuant to an official election, appointment or direction, who is made a party to any legal proceeding or is threatened with any legal action relating to his or her activities on behalf of the Society, to the maximum extent permitted by law, provided the Director, Officer, Employee or other person acted in good faith and in a manner he or 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 or her conduct was unlawful.

ARTICLE 12

AMENDMENTS TO BYLAWS

These Bylaws may be amended at the annual business or any special meeting of the Society by the affirmative vote of two-thirds of the Fellows voting in person or by proxy, provided that the amendments shall have been considered by the Bylaws Committee and approved by the Board of Directors, and that the notice of the meeting shall contain a notice of intention to amend the Bylaws, and that proposed amendments are made available to all Fellows at least 30 days in advance of such meeting.