

CONSTITUTION AND BYLAWS

Academy of Clinical Laboratory Physicians and Scientists, Inc.

Article I

Name and Incorporation

The name of the Academy is the Academy of Clinical Laboratory Physicians and Scientists (ACLPS) hereafter referred to as the Academy. The Academy shall conform to the provisions of the Not-For-Profit Corporation Law of the State of Utah.

Article II

Purpose

The purpose for which the Academy is formed is to encourage and promote the highest standards of service, education, scholarship, and research in academic laboratory medicine.

Article III

Membership

Section 3.1 Eligibility

Membership in the Academy is a privilege, which is accorded to a person who meets the qualification of membership. Members of the Academy shall be physicians, scientists, and educators, primarily engaged in teaching, research, and/or service in laboratory medicine, who are elected to membership by the procedures described herein.

Section 3.2 Establishment of Membership

Membership in the Academy shall become effective when a completed application has been approved by the Executive Council.

Section 3.3 Types of Membership

The types of membership in the Academy shall be Active, Associate, Emeritus, and Honorary.

3.3.1 Active Member

Active membership shall be open to clinical laboratory physicians and scientists following completion of post-graduate training who: 1) have a current academic appointment at or affiliation with a school of medicine or health sciences at the time of application or are actively engaged in clinical laboratory diagnostics including, but not limited to, public health organizations and government laboratories; and 2) are actively engaged in teaching, research, and/or service in laboratory medicine. Active Members are eligible to vote, hold office, serve on committees, and sponsor candidates for membership.

3.3.2 Associate Member

Associate membership shall be open to clinical laboratory physicians and scientists who are in a post-graduate training program in clinical pathology, laboratory medicine or related fields (fellowship or residency training). Associate

Members may not vote, hold office, or sponsor candidates for membership nor are they required to pay dues. Associate Members shall be subject to annual affirmation of eligibility for associate membership and may remain an Associate Member for a maximum of five (5) years or until post-graduate training has completed.

3.3.3 Emeritus Member

Emeritus membership shall be open to Active Members who have reached the age of sixty-five (65) or who have retired from academic laboratory medicine. Written application must be submitted to the Secretary-Treasurer. Emeritus members may not vote, hold office, serve on committees, or sponsor candidates for membership nor are they required to pay dues.

3.3.4 Honorary Member

Honorary membership may be conferred upon any individual who has gained professional prominence by contributing to the goals of this Academy. Following recommendation of the Executive Council, honorary membership may be conferred upon an individual fulfilling these requirements. Honorary members may not vote, hold office, serve on committees, or sponsor candidates for membership nor are they required to pay dues.

Section 3.4 Nomination and Approval of Membership

3.4.1 Active Membership

Candidates for active membership shall be sponsored by one (1) Active Member. A curriculum vitae shall be part of the application and shall include information concerning the candidate's dedication to and accomplishments towards the advancement of teaching and scholarship in laboratory medicine. Nominations must be submitted to the Chair of the Membership Committee. Upon recommendation of the Membership Committee and the affirmative vote by two-thirds (2/3) of the Executive Council, active membership status will be granted.

3.4.2 Associate Membership

Candidates for associate membership shall be sponsored and approved in the same manner as for active membership.

Section 3.5 Termination of Membership

3.5.1 Resignation

A member may at any time, in writing, resign from the Academy.

3.5.2 Action of the Executive Council

The Executive Council may by a two-thirds (2/3) vote suspend or expel any member for cause, including but not limited to the following: 1) failure to comply with the Bylaws, rules, regulations, or policy statements of the Academy or 2) violation of the ethics established by the member's professional community.

3.5.3 Non-Payment of Dues

Nonpayment of dues will result in loss of membership.

3.5.4 Reinstatement

Reinstatement shall be through the usual procedure required for qualification to any class of new membership.

Article IV

Executive Council and Officers

Section 4.1 Executive Council

The Executive Council shall consist of the President, President-Elect, Secretary-Treasurer, the Immediate Past President, Past President, Membership Committee Chair, Paul E. Strandjord Young Investigator Award Program Director, Education Committee Chair, and six (6) Active Members at-large, two (2) to be elected annually to serve a term of three (3) years each. The President shall serve as Chair of the Executive Council. Members of the Executive Council shall not receive compensation for their services, but by action of the Executive Council, expenses of attendance at meetings or for conducting other business of the Academy may be reimbursed.

4.1.1 Power and Functions

Responsibility and authority for the management and control of the properties, funds, and activities of the Academy shall be vested in an Executive Council as the governing board of the corporation. The Executive Council also:

- (a) Shall have authority and responsibility for establishing objectives, and assigning responsibility for the programs and activities of the Academy.
- (b) Shall have authority to initiate, formulate, and adopt statements of official policy for the Academy.
- (c) Shall have authority to approve all contracts and agreements entered into in the name of the Academy.
- (d) May require reports from any Academy officer, chair, or liaison.
- (e) Shall have authority to establish, alter or amend, as required, rules, policies and procedures governing the proceedings and meetings of the Executive Council, which are not inconsistent with the Articles of Incorporation and the Bylaws.
- (f) Shall have authority to establish, dissolve, and determine the size and responsibilities of all Executive Council and other commissions, committees, workgroups and taskforces other than committees specified by the Bylaws.
- (g) Shall have authority to appoint ex officio, non-voting members to committees specified by the Bylaws.
- (h) Shall have the authority to determine annual membership dues.
- (i) Shall have authority and responsibility for other duties and functions customarily incumbent upon the governing board of a corporation, or

enumerated in the Certificate of Incorporation or in the Bylaws, or imposed by law.

4.1.2 Duties

The Executive Council shall be the governing board of the Academy and shall consider all of its activities and determine its policies. The Executive Council shall receive and consider the reports of the activities of all committees, both Standing and Ad Hoc.

- (a) The President shall be the principal executive officer of the Academy and shall preside at all meetings of the members and shall serve as an ex officio member of all committees. The President shall be the Chair of the Executive Council. The President is empowered to appoint Ad Hoc Committees. Subject to the approval of the Executive Council, the President shall make appointments to fill all vacancies in appointed or elected positions, except for the President-Elect, which occur between Annual Meetings of the Academy. Such appointees shall serve for the balance of the unexpired terms of the individuals whom they replace. The President may call such meetings of the Executive Council as deemed necessary and shall be responsible for all other duties assigned to the President by these Bylaws or as shall be determined by the Executive Council.
- (b) The President-Elect shall succeed to the office of the President at the close of the Annual Meeting of the Academy. The President-Elect shall preside at all business meetings in the absence of the President. In the event of death or incapacity or refusal to act on the part of the President, the President-Elect shall assume the duties and title of the President when directed to do so by the Executive Council. The President-Elect shall serve as Chair of the Program and Finance Committee. The President-Elect shall be responsible for all other duties assigned by the President or Executive Council.
- (c) The Secretary-Treasurer shall conduct the correspondence, shall inform all the members of all meetings by notice, shall keep the records of all meetings of the Academy, and shall read minutes when requested. The Secretary-Treasurer shall verify the records of all members, and in addition shall keep a roster of the members that is current, accurate, and published in the Academy's Directory. The Secretary-Treasurer shall file advance notice of the time and place of the Annual Meeting as well as any and all other meetings, and give advance notice of the programs to be held. The Secretary-Treasurer shall record the minutes of meetings of the Executive Council. The Secretary-Treasurer shall collect all dues, fees and assessments, have custody of and be responsible for all funds and other properties of the Academy. The Secretary shall deposit these funds in such banks and depositories as shall be selected by the Executive Council. The Secretary-Treasurer shall submit an annual audited financial report to the Executive Council. The Secretary-Treasurer shall make such expenditures as shall be authorized by the Executive Council and shall file necessary forms and reports of the Academy's financial accounts with the proper governmental authorities. The Secretary-Treasurer shall make

available the financial records of the Academy for audit at any time upon the request of the Executive Council.

- (d) The Chair of the Membership Committee shall oversee the activities of the Membership Committee, actively recruit new members, inform all new members of their election to membership, and report on committee activities to the Executive Council and to the membership at the Annual Business Meeting.
- (e) The Director of the Paul E. Strandjord Young Investigator Award Program shall actively solicit scientific abstracts for presentation at the annual meeting and coordinate a peer-review process to identify those eligible authors whose scientific works are worthy of a Paul E. Strandjord Young Investigator Award. The Director shall also be a member of the Program & Finance Committee.
- (f) The Chair of the Education Committee shall promote and coordinate the educational activities of the Academy as specified in Article IV, Section 4.6.6. The Chair shall report on the progress of these initiatives to the Executive Council and to the membership at the Annual Business Meeting.

4.1.3 Elected Term

Each individual shall hold office for the elected term.

- (a) The terms of office of the President and President-Elect shall be one (1) year and these positions shall not be held by the same person. An individual serving as President shall not be eligible for re-election to that office for a period of five (5) years.
- (b) The Secretary-Treasurer shall hold office for a three (3) year term and may be re-elected once for a second term of three (3) years. After serving a second term, the Secretary-Treasurer shall not be eligible for re-election to that office for a period of three (3) years. The Secretary-Treasurer is to remain in office until the end of the Academy's fiscal year, at which time the Secretary-Treasurer's office and duties shall be assumed by the most recently elected Secretary-Treasurer.
- (c) The Chair of the Membership Committee shall hold office for a three (3) year term and may be re-elected once for a successive term of three (3) years each. After serving a second term, the Chair of the Membership Committee shall not be eligible for re-election to that office for a period of three (3) years.
- (d) The Director of the Paul E. Strandjord Young Investigator Award Program shall hold office for a four (4) year term and may be re-elected once for a second term of four (4) years. After serving a second term, the Director shall not be eligible for re-election to that office for a period of four (4) years.
- (e) The Chair of the Education Committee shall hold office for a three (3) year term and may be re-elected once for a second term of three (3) years. After serving a second term, the Chair of the Education Committee shall not be eligible for re-election to that office for a period of three (3) years.

Section 4.2 Officers

The officers of this Academy, elected by the members, shall be the President, the President-Elect, the Immediate Past-President, and the Secretary-Treasurer.

4.2.1 Duties

The officers shall have the duties outlined above plus such other duties as are assigned to them from time to time by the Executive Council.

Section 4.3 Meetings

In addition to the regular annual meeting of the Executive Council held at the time of the Annual Meeting of the Academy, there shall be such meetings as the President may deem necessary. Executive Council meetings may also be called upon the written request of at least five (5) members of the Executive Council by sending written notice by electronic mail or other means permitted by law to each member of the Executive Council at the address shown on the records of the Academy. The Executive Council may permit any or all Council members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Council members participating may hear each other during the meeting. A Council member participating in a meeting by this means is considered to be present in person at the meeting. A majority of the Executive Council is necessary to constitute a quorum for the transaction of business.

Section 4.4 Executive Council Action Without a Meeting

Action by the Executive Council may be taken without a meeting if all members of the Executive Council consent to the action in writing or if notice is transmitted in writing to each member of the Executive Council and each member by the time stated in the notice 1) signs a writing for such action or signs a writing against such action, abstains in writing from voting, or fails to respond or vote; or 2) fails to demand in writing that action not be taken without a meeting. The notice shall state: the action to be taken; the time by which a member must respond to the notice; and that failure to respond by the time stated in the notice will have the same effect as 1) abstaining in writing by the time stated in the notice; or 2) failing to demand in writing by the time stated in the notice that action not be taken without a meeting. Proposals shall be distributed by electronic mail or other means permitted by law to each member of the Executive Council at the address shown on the records of the Academy.

Section 4.5 Indemnification

The Executive Council may exercise the full extent of its powers under law, as such law exists from time to time, to indemnify any member of the Executive Council, member, committee member, officer, employee, or agent for liability and expenses incurred by reason of being a member of the Executive Council, officer, employee or agent of this Academy or of another society which s/he may have served in such capacity at the request of this Academy. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Executive Council may make advances against such expenses upon terms decided by it. The Executive Council may exercise the full extent of the power that it has under law, as such

law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any Executive Council member, officer, employee or agent.

Section 4.6 Executive Council Committees

4.6.1 Executive Committee

The Executive Council shall have an Executive Committee consisting of the officers of the Academy. The President shall serve as Chair of this committee. A quorum of the Executive Committee shall consist of a majority of its voting members, and its formal actions shall require a majority vote unless otherwise provided in the Bylaws. The Executive Committee shall be empowered to act for and on behalf of the Executive Council between meetings of the Executive Council, except as otherwise provided in the Bylaws. Actions taken by the Executive Committee shall be reported to the full Executive Council as soon as practicable, shall be subject to review and ratification by the Executive Council, and shall be recorded in the minutes of the Executive Council.

4.6.2 Investment Committee

The Investment Committee shall consist of two (2) Executive Council members, appointed annually by the President, and the Secretary-Treasurer who will also serve as Chair. The Investment Committee will set policy targets and acceptable ranges for each of the permissible asset subclasses, and review those targets and ranges periodically, no less than annually. The Investment Committee will also set the rebalancing policy for the portfolio, and review that policy at least annually.

4.6.3 Membership Committee

The Membership Committee shall consist of the elected Chair, the Secretary-Treasurer, three (3) Active Members, one of which shall be elected each year at the Annual Business Meeting for a three (3) year term plus one (1) Active Member who shall be appointed by the President with the approval of the Executive Council for a one (1) year term and none of which shall be a current member of the Executive Council. The Membership Committee shall receive and review all applications for membership and shall consider and investigate any charge made against any member acting under the provisions of these Bylaws. The Membership Committee shall make recommendations to the Executive Council, but is not empowered to take any other action unless provided for in these Bylaws.

4.6.4 Program and Finance Committee

The Program and Finance Committee shall consist of nine (9) Active Members with one (1) year terms. The President-Elect shall chair this committee. Each year at the Annual Meeting of the Academy the President shall appoint (8) members to this committee: usually this shall consist of one (1) who was the Local Program Chair of the previous meeting, one (1) who is the Local Program Chair of the next meeting, and two (2) who shall be designated Local Program Chair for the

following two (2) meetings, the Secretary-Treasurer, the Director of the Young Investigator Awards Program, and two (2) Active Members. The Program and Finance Committee shall advise on and approve the program for the Annual Meeting of the Academy.

4.6.5 Nominating and Awards Committee

The Nominating and Awards Committee shall consist of three (3) Active Members, one of which shall be elected each year at the Annual Business Meeting for a three (3) year term plus one (1) Active Member who shall be appointed by the President for a one (1) year term and none of which shall be a current member of the Executive Council. The Immediate Past President shall chair this committee. The committee may receive nominations from the membership for each office and committee position to be elected at the next Annual Business Meeting. The slate will include the following positions: President-Elect, two (2) Executive Council members at large, one (1) Membership Committee member, one (1) Nominating and Awards Committee member, and three (3) Education Committee members. A nomination for Secretary-Treasurer, Membership Committee Chair, and Education Committee Chair will usually be necessary every three (3) years and a nomination for the Paul E. Strandjord Young Investigator Award Program Director every four (4) years. The slate will be presented to the Executive Council for approval. Upon approval, these names will be placed on the ballot for election. A copy of the slate, along with any proposed dues and bylaw amendments, shall be sent to each member at least one (1) month preceding the Annual Business Meeting. Additional nominations of any candidate for any office may be made from the floor at the Annual Business Meeting and upon seconding of the nomination, the name will be added to the ballot. All persons who are nominated must indicate their willingness to serve. The Nominating and Awards Committee may receive recommendations from any member for the Academy's awards. The committee shall recognize the recommendation from the Program Chairman of the next Annual Meeting of the Academy for the Cotlove Lectureship. The Nominating and Awards Committee shall present its selections to the Executive Council for approval.

4.6.6 Education Committee

The Education Committee shall consist of the elected Chair and nine (9) Active Members, three (3) of whom shall be elected at each Annual Business Meeting for three (3) year terms. The Education Committee shall provide a liaison to the American Society of Clinical Pathology (ASCP) Resident In-Service Examination (RISE) Committee, for as long as a relationship exists between ACLPS and ASCP to jointly produce this program, develop and implement all other educational activities of the Academy, whether carried out by the Academy solely by itself or jointly with other organizations, including continuing medical education activities and development of educational curricula in the field, but excluding the educational aspects of the Annual Meeting of the Academy which shall be the province of the Program & Finance Committee.

Article V

Business Meeting of the Academy Members

Section 5.1 Annual Meeting

There shall be an Annual Meeting of the Academy members which shall include both the academic and business meetings, the time, place, and agenda of which shall be determined by the Executive Council. The Annual Meeting shall take place not less than six (6) months nor more than fifteen (15) months after the preceding Annual Meeting of the Academy.

Section 5.2 Notice of Annual Meeting

The membership shall receive at least two (2) months' notice of the Annual Meeting of the Academy. The notice of which shall include the time and place of the Annual Business Meeting. The President shall preside at the Annual Business Meeting.

Section 5.3 Quorum

A quorum for such a meeting shall be fifty (50) or more Active Members in good standing of this Academy.

Article VI

Elections

Election of officers, members of the Executive Council, and members of the committees, as appropriate, shall be held at the Annual Business Meeting. Elections shall be by written ballot of Active Members cast in person or by mail, electronic mail, or fax.

Section 6.1 Notification

The Academy shall present to the voting members of the Academy a ballot showing vacancies to be filled and the names of persons nominated by the Nominating and Awards Committee at least one (1) month preceding the Annual Business Meeting. Additional nominations of any candidate for any office may be made from the floor at the Annual Business Meeting and upon seconding of the nomination, the name will be added to the ballot. All persons who are nominated must indicate their willingness to serve.

Section 6.2 Voting

For each office or position on the ballot, the nominee receiving the largest number of valid votes cast shall be declared elected. In the event of a tie vote for any office or position, the incoming Executive Council shall, by secret ballot, conduct a run-off election among the tied candidates. The person thus receiving the largest number of valid votes cast by the incoming Executive Council shall be declared elected. The newly elected individuals shall assume their responsibilities at the conclusion of the Annual Meeting of the Academy with the exception of the Secretary-Treasurer who assumes responsibilities at the beginning of the Academy's fiscal year.

Section 6.3 Voting Rights

Voting rights, as specified in these Bylaws, shall be exercised only by Active Members in person or by mail, e-mail, or fax. No proxy or cumulative voting shall be allowed. Unless

otherwise specified in these Bylaws, adoption of any matter shall be by a majority vote of those voting on the matter. The Secretary-Treasurer must receive votes by mail, e-mail, or fax at least seven (7) days prior to the Annual Business Meeting. These votes will be brought to the meeting and included with the tally with votes from those present and voting at the meeting.

Section 6.4 Vacancies

In the event of a vacancy in the office of President, the President-Elect shall succeed to the presidency for the remaining term of the replaced President and the following term to which the President-Elect was elected. With the loss of both the President and the President-Elect, the Immediate Past President shall assume the unexpired term of the President. If the office of the President-Elect is vacant, the Secretary-Treasurer shall succeed to the position of President-Elect for the remainder of the unexpired term while still serving as Secretary-Treasurer. In the event of a vacancy in the office of Immediate Past President, the duties and functions shall be carried out by the most recent Past President able to serve.

Article VII

Amendments to the Bylaws

Proposed amendments to these Bylaws must be submitted in writing by the Executive Council or by five (5) Active Members to the Secretary-Treasurer not less than forty-five (45) days prior to the next Annual Business Meeting. The proposed amendments may be referred to an Ad Hoc Bylaws Committee established by the President for review and recommendation. A copy of proposed amendment(s) shall be sent to each member at least thirty (30) days preceding the Annual Business Meeting at which the proposed amendments shall be voted upon. At the Annual Business Meeting, the proposed amendments shall be submitted for a vote. Amendments to these Bylaws or Articles of Incorporation require the affirmative vote of two-thirds (2/3) of those members voting.

Section 7.1 Amendments Necessitated by Legal Developments

Any change in the corporate or tax status of this Academy caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation whether federal, state, or local, or the adoption, imposition, or implementation of any statute, ordinance, rule, or administrative or judicial decision or decree which the Executive Council determines requires immediate amendment to the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Executive Council by a two-thirds (2/3) vote to amend the Articles of Incorporation or these Bylaws in any respect it deems necessary to insure Academy compliance with the change or changes in the law without any prior approval of the voting membership. Notice of the meeting and of the proposed amendment shall be given to the general membership.

Article VIII

Dissolution of the Academy

Upon the dissolution or liquidation of this Academy, it shall be mandatory that all remaining cash, accounts receivable, furniture, fixtures, and assets of whatever kind or

character shall be turned over to an organization which has been granted exemption from income taxes under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding sections of any future United States Internal Revenue Law) as determined by a majority vote of the members of the Executive Council.

Document History

December 9, 2014	Approved by the Executive Council on December 9, 2014.
May 29, 2015	Approved by the Membership on May 29, 2015.
August 3, 2015	Section 4.4 amended and approved by the Executive Council for compliance with revisions made to Utah Nonprofit Corporation Act.