

# BYLAWS OF THE AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE – NEW JERSEY

## ARTICLE I - NAME

The name of this corporation is the American Society For Clinical Laboratory Science – New Jersey, hereinafter referred to as the Society or the ASCLS-NJ. This Society is an affiliate organization of the American Society for Clinical Laboratory Science, hereinafter referred to as the ASCLS.

## ARTICLE II – PURPOSE

The purposes for which the Society is formed are in accordance with those stated in the ASCLS Bylaws.

## ARTICLE III – MEMBERSHIP

**Section 1. Membership.** Membership in this Society is open to all ASCLS members working or living in the State of New Jersey.

**Section 2. Membership Classes.** The membership classes and general qualifications for each class of membership are those stipulated in the ASCLS Bylaws.

**Section 3. Rights and Privileges.** The rights and privileges for each class of membership are in accordance with those stipulated by ASCLS. Membership with all rights and privileges shall be forfeited by any member who is in arrears in the payment of dues as defined by ASCLS.

**Section 4. Dues.** Annual dues for membership in the Society shall be based on the applicable class of membership. The ASCLS-NJ Board of Directors shall determine the amount of State dues for each class. The payment of State dues shall be made with the ASCLS dues, at the time and manner prescribed by the ASCLS.

**Section 5. Expulsion of Members.** The ASCLS 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. Procedures relating to the termination of membership shall be conducted in a manner consistent with procedures defined by ASCLS.

## ARTICLE IV – HOUSE OF DELEGATES

**Section 1. Power.** The House of Delegates is the ruling body of this Society and action taken by the House is binding.

**Section 2. Voting Members.** The voting members of the House of Delegates shall be all the professional, emeritus and student members of this Society. All other members of this Society shall have the privilege of being seated in the House as non-voting members. The privilege of the floor shall be granted to a non-voting member by consent of the House.

**Section 3. Authority.** The House of Delegates shall have authority within the Society regarding election of the members of the Board of Directors and the ASCLS-NJ delegates to the ASCLS House of Delegates; 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; approval of the Annual Budget of the Society; and to review the annual financial statement and audit; except as otherwise provided in these Bylaws.

## ARTICLE V – MEETINGS OF THE HOUSE OF DELEGATES

**Section 1. Regular Meetings.** There will be at least two (2) regular meetings of the membership of this Society each year: a Fall House of Delegates and a Spring House of Delegates meeting. The Spring House of Delegates Meeting shall be held within one hundred twenty (120) days and not later than thirty (30) days before the annual ASCLS House of Delegates meeting.

**Section 2. Special Meetings.** A special House of Delegates meeting may be called by the President if, in the opinion of the Board of Directors, the nature of business requires immediate action.

**Section 3. Notice.** Written notice of meetings of this Society shall be sent to all professional, emeritus, and student members at least (30) days prior to the Fall and Spring House of Delegates meetings and at least fifteen (15) days prior to special House of Delegates meetings.

**Section 4. Quorum.** A quorum at any House of Delegates meeting shall be the voting members present in person, plus one (1) Officer and one (1) Board member of this Society.

**Section 5. Order of Business.** The order of business of meetings of the House of Delegates is followed as specified in the Society's Handbook of Standard Operating Procedures.

**Section 6. Voting.** Each voting member of this Society in attendance at the House of Delegates meeting shall be entitled to one (1) vote. Matters brought before the voting members shall be decided by majority vote unless a higher percentage is specified in the Articles of Incorporation, Bylaws or other applicable law.

**Section 7. Minutes.** Minutes shall be recorded by the Secretary of this Society, and approved by the membership at the next House of Delegates meeting. In the absence of the Secretary, the President shall appoint a member of the Board of Directors to record the minutes.

## **ARTICLE VI - OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers.** The officers of the Society shall consist of the President, the President-Elect, the Secretary, and the Treasurer.

**Section 2. Composition of Board of Directors.** The Board of Directors shall consist of the Officers of this Society, the immediate Past-President, two (2) Directors at large, one (1) First Year Professional Director, and one (1) voting Student Director.

**Section 3. Powers of the Board of Directors.** The Board of Directors is vested with the control and management of all affairs, properties and funds of this Society in accordance with the Articles of Incorporation and the Bylaws of this Society when the House of Delegates is not in session. The Board of Directors shall maintain a Handbook of Standard Operating Procedures.

**Section 4. Nomination and Election of Directors and Officers.**

- A. Two (2) Directors shall be elected annually for a term of three (3) years.
- B. Prior to the Spring House of Delegates meeting, the Board shall prescribe the opening and closing date of a reasonable nomination period in which eligible members who have an interest in serving as a Director may file as candidates. The Board may also establish other rules and regulations as it deems appropriate to conduct the nomination process in a fair, efficient and cost-effective manner, provided such rules and regulations do not prohibit otherwise qualified members from becoming candidates for a Director position.
- C. An official ballot shall be sent to professional, emeritus, and student members not less than thirty (30) days prior to the Spring House of Delegates meeting. The Board of Directors shall establish a fair and efficient procedure for voting that shall include mechanisms for anonymous casting of votes, identification of voter eligibility, and an unbiased tally of ballots. No nominations from the floor will be accepted at the Spring House of Delegates meeting. The voting procedures shall be specified in the Society's Handbook of Standard Operating Procedures.
- D. Directors are elected by majority vote, and the results of the election shall be announced at the Spring House of Delegates meeting. In case of a tie, a second ballot will be cast by the eligible voting members present in person at the Spring House of Delegates meeting.
- E. If the number of nominees is less than or equal to the number of Director positions available for election, the slate of nominees may be elected by motion and approved by voice vote at the Spring House of Delegates meeting. Director positions that remain unfilled after the annual election shall be considered vacancies, and shall be filled in accordance with Section 8 of this Article.
- F. The Officers of the Society shall be designated by the incoming Board of Directors by June 1 as follows:
  - (1) The President-Elect from the current year shall succeed to the Presidency.
  - (2) The new President-Elect and the Secretary shall be chosen from the Directors annually by majority vote of the Board of Directors.
  - (3) The Treasurer shall be chosen from the first and second year Directors biannually by majority vote of the Board of Directors.
  - (4) A Director may not hold more than one Officer position.
- G. The President from the current year shall succeed to the Past-President position.
- H. The Student Director shall be elected annually by the Student Forum of the Society.
- I. The Student Director from the current year, if eligible, shall succeed to the First Year Professional Director position the following year. In the event that the Student Director is not eligible or not willing to serve as the First Year Professional Director the following year, the Board of Directors shall fill the vacancy with another First Year Professional member. If no First Year Professional member is willing to serve, the Board shall fill the vacancy with a member with less than five (5) years active service in the Society.

**Section 5. Term of Office.** The term of office for each Officer and newly-elected Directors shall begin in accordance with the *sine die* adjournment of the ASCLS House of Delegates, except for those filling vacancies or taking the office of Treasurer. The newly elected Treasurer shall serve as an assistant to the preceding Treasurer until October 1 of the same year, and then shall assume full responsibility for the office. The terms of the Directors shall be staggered so that no more than two (2) Director positions will be subject to annual election.

- A. The term of office for the Directors shall be for three (3) years, or until successors are elected.
- B. The term of office for the President, President-Elect, and Secretary, shall be for one (1) year, or until successors are elected. After a term of one (1) year, the President-Elect shall succeed to the Presidency.
- C. The term of office of the Treasurer shall be for two (2) years, or until a successor is elected.
- D. The immediate Past-President, First Year Professional Director, and Student Director shall serve on the Board of Directors for a term of one (1) year.
- E. No Officer or Director shall succeed himself/herself in the same elected position for more than three (3) successive terms.
- F. From the time of their elections to their assumption of office, the newly elected Officers and Directors shall work in close coordination and cooperation with the outgoing Officers and Directors in order to effectuate an organized transfer of administrations.

**Section 6. Qualifications of Elected Officials.** A professional or emeritus member of this Society shall be eligible to hold elective

office, provided the member has actively served this Society or another constituent Society.

**Section 7. Duties of Officers and Directors.** The complete duties of the Officers and Directors of this Society shall be contained in the Society's Handbook of Standard Operating Procedures approved by the Board of Directors. The President, President-Elect and Past-President shall serve on ASCLS councils in accordance with the ASCLS Bylaws.

- A. The President shall be the chief elected officer of the Society, shall serve as its principal spokesperson and shall preside at all meetings of the House of Delegates and the Board of Directors. The President shall be a non-voting *ex officio* member of all committees of this Society with the exception of the Nominations Committee.
- B. The President-Elect, in the absence of the President, shall act as the chief elected officer of the Society. The President-Elect shall become familiar with the duties of the office of President and shall assist the President as the President may direct.
- C. The Secretary shall act as secretary at all meetings of the House of Delegates and the Board of Directors and keep or cause to be kept in permanent form a record of all minutes taken at such meetings.
- D. The Treasurer shall assure the receipt and expenditure of funds in accordance with the directives established by the Board of Directors. The Treasurer shall also serve as chairperson of the Finance Committee and submit or cause to be submitted to the Board of Directors and voting members an Annual Budget and a Fiscal Year Financial Statement consisting of a balance sheet and a summary statement of all fiscal year receipts and expenditures of the Society in accordance with the timeframes specified in Article VIII.

**Section 8. Vacancies**

- A. A vacancy occurring in the office of President-Elect, Secretary, Treasurer or Director shall be filled by the majority vote of the Board of Directors for the remainder of the term.
- B. In the event of a vacancy in the Presidency, the President-Elect succeeds to that office and shall finish out the vacated term and then serve his/her own term.
- C. An elected Officer or Director, who is absent from either three (3) consecutive or a total of four (4), scheduled and duly constituted meetings of the Board of Directors in a given year, will be automatically deemed to have vacated his/her position, and such vacancy shall be filled in accordance with procedures in A and B in this Section. An exception may be made by a majority vote of the Board of Directors in the case of unusual extenuating circumstances.

**Section 9. Impeachment of Officials.** An elected official of this Society may be impeached for gross dereliction of duty or for malfeasance. Impeachment proceedings shall be defined by the Board of Directors. A person shall be removed from his or her position if impeached in accordance with Society policy and procedure. Such decision shall be final. Judicial proceedings will be in accordance with those stipulated in the ASCLS Bylaws.

**Section 10. 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.

**Section 11. Compensation.** Officers and 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.

**ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings.** The Board of Directors shall hold at least three (3) meetings each year at such times and places as the Board of Directors by resolution may direct. The Board of Directors may, under conditions and procedures defined in the Society's Handbook of 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. Any member of this Society may attend a Board of Directors meeting, and privilege of the floor will be granted only during the time designated by the Board of Directors.

**Section 2. Special Meetings.** Additional meeting(s) of the Board of Directors may be called by the President or by one third (1/3) of the Directors if, in the opinion of the Board of Directors, the nature of the business requires immediate action.

**Section 3. Notice of Meetings.** Written notice of meetings of the Board of Directors shall be sent to each Officer and Director at least fourteen (14) days prior to a regular meeting, and at least five (5) days prior to special Board of Directors meetings, 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 is deemed necessary and/or advisable. The general membership of this Society shall also receive notification of Board of Directors meetings in a manner and timeframe established by the Board of Directors.

**Section 4. Quorum.** A quorum of a meeting of the Board of Directors shall be the President or President-Elect plus three (3) members of the Board of Directors.

**Section 5. Order of Business.** The order of business of meetings of the Board of Directors is followed as specified in the Society's Handbook of Standard Operating Procedures.

**Section 6. Voting.** Only members of the Board may vote at a Board of Directors 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.

**Section 7. Minutes.** Minutes shall be recorded by the Secretary of this Society, and approved by the Directors at the next Board of Directors meeting. In the absence of the Secretary, the President shall appoint a member of the Board of Directors to record the minutes.

## ARTICLE VIII - FISCAL AFFAIRS

**Section 1. Fiscal Year.** The fiscal year shall be from January 1 to December 31, inclusive, unless the Board of Directors establishes some other fiscal year.

**Section 2. 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.

**Section 3. Annual Budget.** An Annual Budget shall be presented for approval by the voting members at the House of Delegates meeting immediately prior to the beginning of the fiscal year.

**Section 4. Audit and Fiscal Year Financial Statement.** At the close of the fiscal year, all accounts of the Society shall be audited by a committee appointed by the President for this purpose, and a Fiscal Year Financial Statement, consisting of a balance sheet and summary of receipts and expenditures of such audit, shall be presented to the Board of Directors and voting members at the next House of Delegates meeting. At the end of the term of office of the Treasurer, there shall be a terminal audit by a certified public accountant before the newly elected Treasurer assumes the responsibility of the office.

**Section 5. Financial Records.** The Treasurer of this Society shall keep correct and complete books and records of account as required by a corporation in the State of New Jersey. The Board of Directors of the Society shall establish procedures for handling checks and deposits and a mechanism for bonding of individuals, when appropriate.

## ARTICLE IX - COMMITTEES

**Section 1. Nominations Committee.** There shall be a Nominations Committee, consisting of the two (2) most recent Past-Presidents with the senior Past-President serving as chair. The President may appoint up to three (3) additional members representative of the geographical region of the State, with the approval of the Board of Directors. The Nominations Committee shall be responsible for presenting nominees for vacant Director positions to the membership for election.

**Section 2. Bylaws Committee.** There shall be a Bylaws Committee whose members shall be appointed by the President with the approval of 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 XVI.

**Section 3. Finance Committee.** There shall be a Finance Committee composed of the Treasurer as chair, the President-Elect or Past President, and one (1) Director 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.

**Section 4. Additional Committees.** The Board will develop mechanisms whereby ASCLS-NJ advocacy is implemented in areas of 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 New Jersey.

## ARTICLE X - SCIENTIFIC ASSEMBLY

The Scientific Assembly shall serve the professional interests of members of this Society. The activities of the Scientific Assembly shall not be directed toward the administrative aspects of the Society. The Scientific Assembly shall be composed of sections in accordance with those of ASCLS and each of which pertains to a specific area of the professional interests of members of this Society. Sections may be organized subject to the approval of the Board of Directors.

## ARTICLE XI - STUDENT FORUM

**Section 1. Student Forum of the Society.** The Student Forum shall coordinate the involvement and interest of students of clinical laboratory science in this Society. A professional or emeritus member of this Society shall serve as an advisor to the Student Forum.

**Section 2. Guidelines.** The Student Forum shall be governed by guidelines approved by the Board of Directors of this Society. The advisor shall be appointed by the President of this Society with the approval of the Board of Directors.

## ARTICLE XII - OFFICIAL REPRESENTATION

**Section 1. Representatives To ASCLS House of Delegates.** The current President (or designee), President-Elect or immediate Past-President (or designee), and the Student Director shall serve as entitled delegates to the ASCLS House of Delegates. Designated delegates/alternates to fill the specified quota for the ASCLS House of Delegates shall be elected by the voting members as established by the Board of Directors. Reimbursement of expenses to the ASCLS meeting may be made to Officers and Delegates as approved by the Board of Directors.

**Section 2. Representatives To ASCLS President's Council and Region II Council.** Representation on the ASCLS President's Council and Region II Council will be in accordance with the ASCLS Bylaws.

**Section 3. Other Representatives.** 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 XIII - PUBLICATION(S)**

**Section 1. Newsletter.** The Society shall have an official publication, the name of which shall be determined by the Board of Directors. This publication, financed by this Society, shall be available to each member of this Society. The Editor shall be appointed and duties determined by the Board of Directors. The Editor shall appoint additional staff as needed.

**Section 2. Website.** An official website, financed by this Society, may be established, and may include a membership-only section, as determined by the Board of Directors. If established, a Webmaster shall be appointed and duties determined by the Board of Directors. The Webmaster shall appoint additional staff as needed.

**Section 3. Other Publications.** Other Society publications may be developed subject to the approval of the Board of Directors of this Society.

## **ARTICLE XIV – AFFILIATION**

This Society is an affiliate organization of the American Society for Clinical Laboratory Science and shall at no time and in any manner adopt any policy contrary to the policies of said Society, except as may be required to abide by the laws of the State of New Jersey.

## **ARTICLE XV - PARLIAMENTARY PROCEDURES**

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

## **ARTICLE XVI – BYLAWS AMENDMENTS**

The Bylaws of this Society may be amended as follows:

**Section 1. Proposal of Amendments.** Amendments to the Bylaws of this Society may be proposed in two (2) ways:

- A. The Board of Directors or a group of three (3) or more voting members of this Society may submit a proposed amendment to these Bylaws, in writing, to the chairperson of the Bylaws committee not less than one hundred twenty (120) days prior to the next House of Delegates meeting in which they are to be considered for adoption by the membership.
- B. The Chairperson of the Bylaws Committee, with the approval of a majority of the Board of Directors, may propose amendments to these Bylaws, but only to the extent necessary to render them compliant with ASCLS Bylaws.

**Section 2. ASCLS Approval**

- A. The chairperson of the Bylaws committee shall present the proposed amendment in proper form without change of meaning to the ASCLS Bylaws Committee for approval.

**Section 3. Membership Adoption**

- A. Once approved by ASCLS, the proposed amendments shall be provided to the members of this Society in written or electronic form not less than thirty (30) days prior to the House of Delegates meeting in which they are to be considered for adoption.
- B. Amendments to these Bylaws shall be adopted if approved by a two-thirds (2/3) vote of the voting members present in person at a House of Delegates meeting.

**Section 4. Publication**

- A. Final adopted Bylaws shall be sent in electronic file format to the ASCLS Bylaws Committee Chair within ninety (90) days of adoption.
- B. Copies of the adopted amendments shall be provided to each member of this Society in written or electronic form within ninety (90) days of adoption.

## **ARTICLE XVII – DISSOLUTION**

- A. This Society shall be dissolved upon a vote of two-thirds (2/3) votes cast by the voting members at any meeting of the Society provided that all voting members shall have been notified in writing of the Dissolution at least thirty (30) days prior to said meeting.
- B. In the event of the dissolution of this Society, after the discharge of its debts and the settlement of its affairs, any funds and properties of this Society remaining thereafter will be held in escrow by ASCLS for a maximum of three (3) years. If a constituent society of ASCLS is not reorganized in the State of New Jersey by the end of said three (3) years, these funds will be conveyed to the ASCLS Education and Research Fund, Inc.