

# **AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE-TENNESSEE**

## **BYLAWS**

### **Article I- Name**

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

### **Article II- Purpose**

The purposes for which the Society is formed are:

- 1) to promote standards in clinical laboratory methods and research, and in affiliated fields;
- 2) to enhance the professional status and image of its members;
- 3) 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;
- 4) to be responsible for providing educational programs in the clinical laboratory sciences and defining standards of competence at all levels;
- 5) to be responsible for determining entry level requirements and providing for appropriate credentialing;
- 6) 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'
- 7) to establish and promote ethical standards for the professions represented; and
- 8) to provide aid and benefit to all members of said professions.

### **Article III- Membership**

- A. Membership in this Society is open to all persons interested in the clinical laboratory sciences and shall consist of the following classes: professional, collaborative, emeritus, student, and honorary. A member shall maintain his membership in this Society through membership in the American Society for Clinical Laboratory Science.
- B. 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) Collaborative: Collaborative membership shall be open to all persons who currently hold membership in any other health-related national organization;
  - 3) Emeritus: Emeritus membership shall be open to any member who has retired from gainful employment;
  - 4) Student: Student membership shall be open to any person enrolled in a program of clinical laboratory studies;
  - 5) Honorary: Honorary membership shall be awarded by vote of the ASCLS House of Delegates in recognition of outstanding service or contributions to the field of clinical laboratory science.
- C. Rights and Privileges: Professional and emeritus members are entitled to all rights, benefits, and privileges to include voting, holding office and serving in any formal capacity recognized by the Society. Emeritus members are entitled to all the rights and privileges of the Society associated with that class of membership held at the time of application for emeritus membership as determined by the American Society for Clinical Laboratory Science. Student members are entitled to serve as voting members of the House of Delegates when serving as official delegates from a constituent society, and to have all other rights and privileges of the Society with the exception of holding elective office. Collaborative and honorary members are entitled to all the rights, benefits, and privileges of the Society with the exception of holding elective positions and serving as voting members in business meetings. Any member of the society may serve as consultant or advisor to any board or committee of the Society. 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. The applicant shall be considered only for membership in the class appropriate to the maximum qualifications he possesses. Exception will be made for a professional member who requests student membership while enrolled full time in a graduate program. No applicant shall be denied membership because of nationality, race or creed.
- E. The retention, suspension, expulsion, or reinstatement of a member of this Society is by action of the ASCLS and in the manner prescribed by the Bylaws of the American Society for Clinical Laboratory Science.

#### **Article IV: Officers, Board of Directors; Terms of Office and Elections**

- A. The officers of this Society shall be President, President-Elect, Past-President, Secretary, Treasurer, and Treasurer-Elect. The duties of the officers shall be defined in the Parliamentary Authority adopted by this Society, and as further specified in the Society's Operating Procedures.

B. Board of Directors

- 1) The Board of Directors constitutes the governing body of this Society when the voting membership is not in session, and is responsible for the management of all properties and funds of the Society.
- 2) The Board of Directors shall consist of the officers during their respective terms of office, the presidents of the district societies, four professional members of the Society elected as directors and **one professional member to represent young professionals who have been in the Society for less than five years.** The editor(s) of the Society publication shall be a non-voting member of the Board.
- 3) The president or president-elect and five other voting members of the Board of Directors shall constitute a quorum.

C. Qualifications for Officers and Board of Directors

- 1) Only professional members or emeritus members are eligible to hold offices or serve on the Board of Directors. Any person who ceases to be a professional member or emeritus of this Society shall forfeit any office held in the Society.
- 2) Qualifications for each elective office and members of the Board of Directors shall be as follows:
  - a. President-Elect: Professional or emeritus member of ASCLS for at least three years prior to being elected, having served as an officer of a district society or served as a member of the Board of Directors.
  - b. Secretary and Treasurer-Elect: Professional or emeritus member of ASCLS for at least three years prior to being elected to office.
  - c. Members of the Board of Directors: Professional or emeritus member of ASCLS for at least three years prior to being elected, having served as an officer of a district society of a state society. **The member representing young professionals must be a professional member of ASCLS for at least one year prior to being elected.**

D. Terms of Office

- 1) Terms of office of all officers, directors and committee chairmen of this Society shall begin with the fiscal year immediately following their election or appointment.
- 2) Any vacancies occurring in any elected position 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 by the membership at the next annual business meeting.
- 3) A member holding any elective position in this Society may be removed from that position for non-performance or grossly inept performance of duties, for malfeasance, or for conduct detrimental to this Society. The procedural steps shall be as specified by the Society.

E. Elections of officers shall take place at the annual business meeting of this Society.

## **Article V- Meetings**

- A. There shall be one annual business meeting for the total membership each year. It shall be in conjunction with the spring annual meeting.
- B. The time and place of the annual spring meeting shall be designated by the host district society with approval of the Board of Directors of this Society and a majority vote of the voting membership present. The host district society shall present the financial statement of the annual meeting for which they are responsible to the treasurer of this Society. Any surplus of funds after payment of expenses shall be divided as follows: the host district society shall receive one-third of the funds and shall remit to the treasurer of this Society two-thirds of the surplus funds.
- C. A quorum for any meeting shall be at least one voting member from each district society and the President or President-Elect and four members of the Board of Directors.
- D. The President shall be authorized to call an interim meeting of the Board of Directors of this Society. The President may call an emergency meeting of the voting membership only after acquiring a two-thirds vote of the Board of Directors of this Society. The Board of Directors may poll its members by means of a ballot distributed via mail, email, fax, electronic bulletin board or other means as current communications technology allows. This polling shall constitute a "meeting" of the Board of Directors. The Board of Directors may also conduct an official meeting by conference call.

## **Article VI- Voting Membership**

- A. The voting membership of this Society shall be comprised of those holding professional and emeritus membership in the Society. They shall be the ruling body of this Society and any action taken by them shall be binding. The voting membership, in delegating powers, shall define those areas for which authority is granted.
- B. Each member of the voting membership shall be duly certified by the Treasurer of this Society, or his/her designee.
- C. The voting membership shall hold one session during one annual meeting. Any member of this Society is eligible to attend the annual meetings of the voting membership. Privileges of the floor shall be granted to any non-voting member of this society by consent of the voting membership.
- D. Designated representatives shall serve during meetings to which they were specifically elected.

## **Article VII- Committees**

- A. There shall be a Nominations and Elections Committee composed of three (3) professional members and/or emeritus members of this Society elected at the annual spring meeting of the voting membership. The Nominations and Elections Committee shall be responsible for presenting to the annual business meeting nominations for those positions to be filled by election at that session.
- B. 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 in Article XIII.
- C. There shall be an Audit and Budget Committee of this Society, consisting of three (3) members- two (2) to be appointed by the President with approval of the Board of Directors and the Treasurer of the Society. The Audit and Budget Committee shall be responsible for analyzing the audit of the past year, submitting recommendations to the Board of Directors in matters of finance, and reporting its activities to the membership at the annual business meeting. The committee shall have access to all financial records of the Society.
- D. 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, the actions of the American Society for Clinical Laboratory Science, and the laws of the state of Tennessee.
- E. Qualifications, areas of activity, duties and other details concerning these Committees shall be determined by the Board of Directors.

## **Article VII- District Societies**

- A. The Society shall have authority to charter district societies representing geographic areas within the state.
- B. The voting membership may grant charters to district societies upon application. Any society so chartered derives its authority exclusively from this 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 district societies and the individual members thereof. Each district society shall function in accordance with regulations prescribed by this Society and in accordance with state and federal laws and regulations promulgated thereunder, and shall not change its name except through procedures established by this Society.

- C. In order to obtain a district 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 Society may require. The membership 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. Each district 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 in good standing of the Society.
- E. The charter of a district society may be revoked for good cause by a two-thirds vote of the eligible voting members present.
  - 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
    - c. violation of state or federal statutes, regulations, or orders of any court having jurisdiction over the district society.
  - 2. Introduction of a motion of revocation to the eligible voting membership shall require a two-thirds vote of the Board of Directors of this Society, and shall be accompanied by a report based on the Board's discussion, if right of appeal has been invoked. Motion and report shall be forwarded to the resident office and judicial committee of the American Society for Clinical Laboratory Science.
  - 3. A district society under consideration for charter revocation shall be notified by registered or certified mail through the president of that district society of charges no less than thirty (30) days prior to the Society business meeting at which the charges shall be considered. The district society officers, or their designee(s), shall be notified of the time and place of that meeting and they shall have the opportunity to appear in person and to present any defense to such charges before action is taken thereon.
  - 4. A district society whose charter has been revoked shall have the right of appeal to the American Society for Clinical Laboratory Science.
  - 5. A district society whose charter has been revoked may make application for reinstatement, which shall require a majority vote of the eligible voting members at the annual business meeting.
- F. Disaffiliation of a district society by voluntary surrender of charter shall be in order when appropriate measures are followed.
- G. A district society shall renew its charter each fiscal year by payment of a fee determined by the Board of Directors.

### **Article IX- Regional Membership**

- A. This Society shall belong to the Region to which it is assigned as defined in the Bylaws of the American Society for Clinical Laboratory Science.
- B. This Society shall send representatives to the Regional Council to which it belongs as defined by the Bylaws of the American Society for Clinical Laboratory Science.
- C. This Society shall provide expenses for these representatives, or their designees.

### **Article X- Official Representation**

- A. This Society shall be represented on the appropriate bodies of the American Society for Clinical Laboratory Science as specified in their Bylaws or other applicable document.
- B. Delegates to the House of Delegates of the American Society for Clinical Laboratory Science shall be elected by the district societies. Additional members may be elected by the voting membership to the Society if necessary to fill the delegate quota, based on the quota established by the American Society for Clinical Laboratory Science. The President, President-Elect, and student delegate of this Society are not counted as part of this delegate quota.

### **Article XI- Official Publications**

- A. The official publication of this Society shall be the *Tennessee Laboratory Digest* which shall be made available to each member of this Society.
- B. The editor(s) shall be appointed by the Board of Directors.
- C. Financial support of the publication shall be maintained by the Society as directed by the Board of Directors and the voting membership.

### **Article XII- Fiscal Affairs**

- A. The fiscal year shall be from August 1 to July 31, inclusive, unless the Board of Directors shall establish some other fiscal year.
- B. The annual dues for the professional, collaborative, and student members of this society shall be the amount specified by the American Society for Clinical Laboratory Science plus the amount required by the Society. These total dues shall be mailed to the ASCLS office as specified in the Bylaws of that Society. The annual dues of this Society shall be determined by the membership of the Society.

- C. Annual dues are due and payable in July as prescribed by the American Society for Clinical Laboratory Science.

### **Article XIII- Procedures and Bylaws Amendments**

- A. 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. The Bylaws of this Society may be amended as follows:
1. A proposed amendment may be submitted, in writing, to the Bylaws Committee of this Society, by a district society, or by three professional and/or emeritus members of this Society.
  2. The Bylaws Committee shall review proposed amendments and submit them to the Board of Directors of this Society.
  3. Upon approval by the Board, by a majority vote, proposed amendments shall be submitted to the American Society for Clinical Laboratory Science Bylaws Committee for approval.
  4. After approval by the American Society for Clinical Laboratory Science Bylaws Committee, any proposed amendments shall be distributed to the membership at least thirty (30) days prior to the annual meeting at which these amendments are to be presented for adoption.
  5. A two-third vote of the voting members present at an annual meeting shall be required for adoption.
- C. Within sixty (60) days after adoption of any amendments to the Bylaws, the secretary shall send copies to the Executive Office, and to the chairman of the Bylaws Committee of the American Society for Clinical Laboratory Science, as well as to the membership of this Society.
- D. The Bylaws Committee of this Society shall have the responsibility and the authority to prepare amendments to the documents of this Society when such changes are necessary to bring them into conformity with those of the American Society for Clinical Laboratory Science before enactment and distribution to the members of this Society.

Revised: 5/2006