

# **THE AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE - MONTANA**

## **BYLAWS**

### **ARTICLE I -- Name and Purpose**

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

The purposes of the Society are stated in the Articles of Incorporation (Constitution). The principles and goals of this Society, to fulfill these purposes, are defined in the Bylaws of the **American Society for Clinical Laboratory Science - Montana**.

### **ARTICLE II -- Membership**

The categories of membership in the Society shall include: Professional, Community, Emeritus, Developing Professional, Ascending Professional, and Honorary.

The qualifications for the membership in this Society shall be defined in the Standard Operating Procedures of the **American Society for Clinical Laboratory Science**.

Professional membership shall be open to all persons certified or engaged in the education process and/or the practice of clinical laboratory science including those with an active interest supporting the purposes and goals of this Society.

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

#### **Section 1 -- Privileges of Membership**

1. Professional and Emeritus members are entitled to the rights and privileges to include voting, holding office, and serving on any board or committee of the Society. Formerly professional members enrolled as full-time graduate students and holding student membership shall not forfeit continuity of professional membership privileges upon resuming professional membership.
2. Community and Honorary members are entitled to all the rights and privileges of the Society with the exceptions of holding an elective position and voting.
3. Developing Professional members shall be entitled to vote, but not hold elective positions.
4. All other rights and privileges of the Society shall be extended to all members.
5. Any member of the Society may serve as consultant or advisor to any committee as requested by the committee chairperson.

## **Section 2 -- National Affiliation**

A member shall maintain membership in this Society through membership in the **American Society for Clinical Laboratory Science**.

## **Section 3 -- Expulsion of Members**

Expulsion proceedings shall follow those as defined in the Bylaws of the **American Society for Clinical Laboratory Science**.

## **Section 4 -- Impeachment of Officers**

The impeachment of an elected officer of the Society shall follow the procedures defined in the Bylaws of the **American Society for Clinical Laboratory Science**.

## **Section 5 -- Incapacitation**

An elected officer of the Society may be relieved of duties or removed from office for reasons of incapacitation (mental or physical) according to Robert's Rules of Order, Newly Revised and/or upon advice from legal counsel.

# **ARTICLE III -- Dues and Finances**

## **Section 1 -- Dues**

1. Dues for membership in the **American Society for Clinical Laboratory Science - Montana** shall be set by the Board of Directors of the Society. These shall be paid for each class of membership, per annum, in addition to those paid to the **American Society for Clinical Laboratory Science**. Honorary members shall pay no dues to either Society. Annual dues are due and payable to the Executive Office of the **American Society for Clinical Laboratory Science** at a time specified by the Board of Directors of the **American Society for Clinical Laboratory Science**.

2. Membership with all rights, benefits, and privileges will be forfeited by any member who is in arrears in the payment of dues as determined by the Board of Directors of the **American Society for Clinical Laboratory Science**.

# **ARTICLE IV -- Officers and Their Duties**

## **Section 1 -- Board of Directors**

The governing body of the Society shall be: President, President-Elect, Past-President, Secretary, Treasurer, and two (2) Directors-at-Large. This group shall hereinafter be referred to as the "Board of Directors".

## **Section 2 -- Eligibility to Hold Office**

Only the Professional and Emeritus members who are in good standing are eligible to hold office or to be on the Board of Directors. To be eligible for President-Elect, a member must have served at least one year on either the Board of Directors or as the chairperson of one of the Standing Committees prior to nomination

## **Section 3 -- Elections**

Election of the Officers and Directors-at-Large shall be held annually. The official list of candidates for each office shall be presented at the annual meeting. Additional nominations for each position may then be made from the floor. Elections shall be conducted as specified in Article VII.

## **Section 4 -- Terms of Office**

The term of office of each newly elected officer shall commence at the beginning of the administration year, following the meeting at which he/she was elected. The President Elect, President, and Past President shall serve a one-year term. The Secretary and Treasurer shall be elected for two (2) year terms on alternate years. Directors-at-Large shall be elected for two (2) year terms with one being elected annually.

## **Section 5 -- Vacancies**

A vacancy occurring in any office, including the Board of Directors, except the Presidency, shall be filled by appointment by the President followed by a vote by the Board of Directors. In the event of a vacancy in the Presidency, the President-Elect shall assume the office for the unexpired term.

## **Section 6 -- Duties of the President**

The President shall preside at all meetings of the Society and of the Board of Directors; be an ex-officio member of all committees, except the Nominations Committee; send the names and addresses of those who are entitled to act as Delegates at the National Meeting as required by the Society; and perform all other duties customary to this office as defined by parliamentary authorities. The President shall be a member of the President's Council and the Regional Council in accordance with the Bylaws and the Standard Operating Procedures of the **American Society for Clinical Laboratory Science**.

## **Section 7 -- Duties of the President-Elect**

The President-Elect shall perform all duties customary to this office and shall, in the absence of the President, act as the presiding officer. The President-Elect may also serve as Chairperson of any committee, except the Nominations Committee; appoint chairpersons for all Standing and Special Committees (with the approval of the Board of Directors); send the names and addresses of those elected and appointed, when requested, to the Executive Office of the **American Society for Clinical Laboratory Science** The President-Elect shall be a member of the

President's Council and the Regional Council in accordance with the Bylaws and the Standard Operating Procedures of the **American Society for Clinical Laboratory Science**.

### **Section 8 -- Duties of the Past-President/Leadership Development Chair**

The Past-President shall function as a member of the Board of Directors and shall serve as an advisor to the President. The Past-President will also be the Leadership Development Chair for the a one-year terms following their term as president.

### **Section 9 -- Duties of the Secretary**

The Secretary shall keep a record of the proceedings of all meetings of the Society, and the Board of Directors; shall provide all records and letters of value to the Society, and its officers, to the File Custodian for permanent storage; notify all members of the Society of the time and place of all meetings at least thirty (30) days in advance.

### **Section 10 -- Duties of the Treasurer**

The Treasurer shall collect, receive, and accurately record and have charge of all the funds of the Society; have account(s) audited at the end of the fiscal year; submit the auditor's report to the Society at the annual meeting; report the final condition of the Society to the officers or Board of Directors whenever requested. The Treasurer shall be authorized to write checks and transfer funds electronically on demand for legitimate expenditures incurred through the year, but must receive receipts of the payments and shall place all records of payments on file for seven (7) years. Annually, the Treasurer shall renew the Society registration with the Montana Secretary of State and shall arrange for filing of federal tax forms.

### **Section 11 -- Duties of the Directors**

The two (2) Directors-at-Large shall function as members of the Board of Directors.

### **Section 12 -- General Duties of All Officers**

The duties of the officers shall be such as are implied by their respective titles and as specified in these Bylaws. All officers shall keep a chronological record of their work and turn it over to their successors. The annual reports of all officers of the Society shall be filed with the Secretary and shall become a permanent record of the Society.

## **ARTICLE V -- Board of Directors and Their Duties**

### **Section 1 -- Members**

The Board of Directors shall be the President, President-Elect, Past-President, Secretary, Treasurer, and two (2) Directors-at-Large.

## **Section 2 -- Annual Meeting**

Preceding the annual meeting, the Board of Directors shall meet and carefully study the financial program and policies of this society. Results will be reported in the annual business meeting, changes being presented if necessary.

## **Section 3 -- Meetings**

Following the annual meeting, this Board of Directors shall meet to make the necessary arrangements for the execution of business approved by the general membership.

## **Section 4 -- Quorum**

A quorum of any meeting of the Board of Directors requires at least four (4) members.

Business in the interim between meetings shall be transacted by the Board of Directors. Decisions require a majority vote of the Board of Directors.

## **ARTICLE VI -- Elections**

### **Section 1 -- Nominations**

At the Board of Directors meeting preceding the annual meeting, the Nominations Committee shall present a written report (ballot) to be reviewed for completeness by the Board of Directors, and which shall be entered into the minutes of that meeting.

Nominations may be made from the floor at the Annual Meeting of the Society. The individual who makes such a nomination must have received the approval of the Nominee prior to the Annual Meeting.

### **Section 2 -- Election of Officers**

Elections shall be done by written or electronic ballot.

### **Section 3 -- Vacancies**

Vacancies in elective offices shall be filled as defined in **ARTICLE IV, Section 5**.

## **ARTICLE VII -- Committees**

The following Standing Committees shall exist, with the chairpersons appointed by the President for a term of one (1) year: Membership Development, Bylaws, , P.A.C.E.<sup>®</sup> and Education, File Custodian, Government Affairs. These Chairpersons may succeed themselves.

The Nominations Committee, Finance & Audit Committee, and the Awards & Scholarships Committee shall be elected by the membership at the annual meeting for a term of two (2) years.

Each committee shall work with the corresponding committee at the regional and national levels.

### **Section 1 -- The Membership Development Committee**

Membership Development Committee chair shall be appointed by the President. It shall organize and conduct campaigns for the recruitment of new members and retention of current members.

### **Section 2 -- The Bylaws Committee**

A Bylaws Committee chair shall be appointed by the President with the approval of the Board of Directors and shall initiate and receive proposed amendments to the Bylaws of the Society. Copies of all proposed amendments and revisions in these Bylaws must be submitted to the Executive Office of the **American Society for Clinical Laboratory Science** and to the Chairperson of the **American Society for Clinical Laboratory Science** Bylaws Committee at least sixty (60) days prior to desired adoption. Approval from the national committee must be received prior to the presentation to the membership of the Society. Any proposed changes shall be submitted to the Secretary of the Society for distribution to its membership at least thirty (30) days prior to the annual business meeting.

### **Section 3 -- The P.A.C.E.<sup>®</sup> and Education Committee**

The P.A.C.E.<sup>®</sup> and Education Committee chair shall be appointed by the President and shall review continuing education programs for P.A.C.E.<sup>®</sup> approval

### **Section 4 -- The File Custodian**

The File Custodian, appointed by the President, shall be responsible for placing all the records and letters of value to the Society and its officers in a permanent file.

### **Section 5 -- The Government Affairs Committee**

The Government Affairs Committee chair shall be appointed by the President and will act as a liaison between this Society and the **American Society for Clinical Laboratory Science**. They shall inform membership of the legislative and regulatory information concerning this Society.

### **Section 6 -- The Nominations Committee**

The Nominations Committee shall consist of two (2) Professional or Emeritus members of the Society with at least one (1) year of membership in the Society. The members of this committee shall be elected at the annual meeting of the Society by membership to serve a two (2) year term, with one (1) member to be elected annually and a member may serve for two (2) consecutive terms. No officer, director, elected representative, or appointed representative of this Society shall be a member of this committee. The second-year member is the chair.

If a vacancy occurs, the President shall appoint a qualified member to serve out the term.

Duties of the committee include:

1. Publication of a list of all elected positions to be filled at the next election. This list shall be sent to the membership three (3) months prior to the annual meeting asking for nominations and listing the qualifications for each position.
2. Initiation of direct contact with qualified members to be nominees in the event of an insufficient number of nominations to complete the slate.
3. Verification of the qualifications of the nominees and assurance that the nominees agree to their candidacies.
4. Publication of the slate, along with the qualifications of such nominees, no less than thirty (30) days prior to the annual meeting.
5. Presiding over all elections of the Society.

### **Section 7 -- The Finance & Auditing Committee**

The Finance & Auditing Committee chair shall consist of one (1) member elected by the membership to serve a two (2) year term. The chair with the Board of Directors as advisors, shall be responsible for auditing the financial books of the Society annually and submitting a written report to the Treasurer prior to the annual meeting.

### **Section 8 -- The Awards & Scholarships Committee**

The Awards & Scholarships Committee shall consist of two (2) members elected by the membership to serve a two (2) year term, with one (1) member to be elected annually. The committee shall be responsible for notifying the membership of the awards and scholarships available, with adequate time allowed for applications to be received and processed. The committee shall be responsible for developing guidelines for awarding these and setting up new awards and scholarships subject to the approval of the Board of Directors.

### **Section 9 -- Committee Reports**

All committee chairpersons shall submit a written report of the year's activities to the Secretary prior to the annual meeting. These reports shall then be placed in the permanent file with the File Custodian.

## **ARTICLE VIII --Meetings**

### **Section 1 -- Annual Meeting**

One annual meeting must be held prior to the end of the administration year. The time and place shall be designated by the committee in charge and approved by the Board of Directors of the Society. This business meeting is traditionally held to coincide with the annually required scientific meeting.

## **Section 2 -- Special Meetings**

Special meetings may be called by the President if, in the opinion of the Board of Directors, the nature of the business to be transacted requires immediate action.

## **ARTICLE IX -- Delegates**

The Society may be represented at the Annual House of Delegates Meeting of the **American Society for Clinical Laboratory Science** by two (2) delegates-at-large plus one (1) developing professional delegate, one (1) Ascending Professional delegate, and one (1) delegate per each 50 professional and emeritus members. Each delegate may have a qualified alternate representing the same delegate category.

### **Section 1 --Election of Delegates**

The delegates and alternates to the national convention shall be elected by a majority vote of the Professional, Emeritus, Ascending Professional and Developing Professional members present at this Society's annual meeting.

## **ARTICLE X -- Official Publication**

The official publication shall be the responsibility of the Editor and such staff members as the editor may select.

### **Section 1 – Distribution**

The official publication shall be made available to all members of the Society.

### **Section 2 -- Editor**

The editor shall be appointed by the President with the approval of the Board of Directors and shall serve at the pleasure of the Board of Directors of the Society. The editor shall submit the document to the President for approval prior to publication.

## **ARTICLE XI -- Quorum for the Annual Meeting**

A quorum for the annual meeting shall be the number of Professional, Ascending Professional, Emeritus, and Developing Professional members in good standing present at the meeting, and shall contain at least one officer and one additional board member. One-fourth (1/4) of this quorum must vote on the business at hand.



## **ARTICLE XII-- Special Voting**

If a special vote is necessary at a time other than the annual meeting of the Society, a mail or electronic vote may be taken with the approval of the Board of Directors. All mailings involved with such a vote must include the entire voting membership of the Society. A response of one-fourth of the mailing must be received for a quorum.

## **ARTICLE XIII – Developing Professional Society**

A Developing Professional Society for Clinical Laboratory Science may be organized by student members of the Society with a Professional member of the Society as an advisor. Bylaws for such a group must be consistent with those of the **American Society for Clinical Laboratory Science - Montana**.

## **ARTICLE XIV -- Fiscal Year**

The fiscal year of the Society shall be from August 1<sup>st</sup> to July 31<sup>st</sup>.

## **ARTICLE XV -- Parliamentary Authority**

Parliamentary authority for the conduct of business at all meetings of the Society shall be in accordance with Robert's Rules of Order, Newly Revised (current edition), except where specified in these Bylaws.

## **ARTICLE XVI -- Amendments**

These Bylaws may be amended by the 2/3 majority of the eligible Professional, Emeritus, Ascending Professional and Developing Professional members voting at any meeting of the Society, providing they have been notified of the proposed amendment(s) at least thirty (30) days prior to the meeting. Copies of the proposed amendments shall be sent to the Executive Office and to the Bylaws Chairperson of the **American Society for Clinical Laboratory Science** sixty (60) days prior to desired adoption as defined in **ARTICLE VII, Section 2**.

## **ARTICLE XVII -- Dissolution**

In the event of the dissolution of the **American Society for Clinical Laboratory Science - Montana**, after the discharge of its debts and the settlement of its affairs, any funds and properties of the Society remaining thereafter, will be held in escrow by the **American Society for Clinical Laboratory Science** for a maximum of three (3) years. If a constituent Society of the **American Society for Clinical Laboratory Science** is not reorganized in the state of Montana by the end of the said three (3) years, these funds and properties are conveyed to the **American Society for Clinical Laboratory Science** Education and Research Fund, Incorporated.

AMENDED and APPROVED by vote of the general membership 04/18/2020