NATIONAL SOCIETY FOR HISTOTECHNOLOGY

BYLAWS

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BYLAWS

ARTICLE I - NAME

The name of the corporation is NATIONAL SOCIETY FOR HISTOTECHNOLOGY (“Corporation,” “NSH,” or “Society.”

ARTICLE II - OBJECT

Section 1- General

The object for which the Corporation is formed and the business and objects to be carried on and promoted by the Corporation are to provide an interchange of ideas pertinent to Histotechnology; to advance professional growth, standards, knowledge and performance in Histotechnology through continuing and formal educational programs; to create mutual understanding and co-operation between the Corporation and other allied professions; to establish and promote a code of ethical standards and professional responsibility for the Corporation’s members in dealing with one another and the general public; to promote the common object of the Corporation’s members in a manner designed to achieve more efficient and greater economic results in their operations; and to transact any and all other lawful activities which the Corporation’s board of Directors (“Board of Directors”) considers appropriate to further the object of the Corporation.

Section 2 - Status.

The Corporation shall not be operated for profit and no part of its funds shall inure to the individual benefit of any member. All of the Corporation’s activities shall be conducted within all applicable legal requirements and the Corporation’s tax exempt status.

ARTICLE III – MEMBERSHIP

Section 1 – Membership Classifications

A. **Charter Members:** Individuals accepted to membership prior to October 1, 1974.

B. **Core Members:** Individuals actively engaged and/or interested in histotechnology or an allied profession.

C. **Retired:** a member for at least five years prior to retirement. The dues shall be one-half that of the core member.

D. **Student:** any individual enrolled in post-secondary education with documentation attesting to their student enrollment status.

E. **Enhanced Members:** shall be those core, student, or retired members who choose to pay a fee and receive additional educational benefits as determined by the board.

F. **Honorary Members:** Individuals recognized for their outstanding contributions to the field of histotechnology.

Section 2 – Privileges and Responsibilities

A. Only charter, core, retired, student, and enhanced members shall have the full privileges of membership, be entitled to vote, hold office, or serve on any board, committee, or by appointment.

B. Membership is not transferable or assignable.

Section 3 – Application

Individuals seeking membership in the Society shall provide personal information on forms provided by the Society, to be forwarded to the national office ("National Office") accompanied by established dues. Membership shall not be denied or abridged because of of sex, pregnancy, childbirth or related medical conditions, race, ethnicity, color, religion, national origin, citizenship status, age, marital status, personal appearance such as hair texture or style, sexual orientation (LGBTQIA+), gender identity or gender expression, family responsibilities, physical or mental disability, diverse ability (such as seeing, hearing, mobility, cognition, sensing, feeling, thinking, and social), political affiliation, or on the basis of any other protected characteristic under applicable federal, state, or local law.

Section 4 – Annual Membership Dues

Annual membership dues shall be determined by the Board of Directors, and billed on the anniversary date. Dues may not be increased by more than ten percent (10%) in any two consecutive years except by a two-thirds vote of the members.

A. **Payment of Dues:** Dues payable shall be remitted to the National Office no later than thirty (30) days following billing. All payments must be made in U.S. currency.

B. **Delinquent Dues:** A member who fails to remit dues within sixty days following billing shall be suspended, but may be reinstated upon payment of delinquent dues.

ARTICLE IV- MEETINGS

Section 1 - Annual Meeting

The regular meeting of the membership shall be known as the Annual Meeting and shall be held concurrently with other activities authorized by this Society, time, place, and manner of which shall be determined by the Board of Directors.

Section 2 - Notification

The membership shall be given at least sixty (60) days prior notification of the date, hour and site of the Annual Meeting by the Secretary.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Composition

The 9-member Board shall consist of the Officers, four members-at-large, and the Chief Executive Officer ("CEO"), who is an ex officio, nonvoting member with voice.

Section 2 - Term

Terms shall begin on January 1 following election and are two years for regular board members. Two consecutive terms in the same elected position is the maximum succession permitted. Eligibility for additional terms resumes after one full election cycle has been completed. Service for more than half of a term shall be counted as a full term.

Section 3 - Duties

The Board shall determine the policies which govern this Society, shall set the time and place of the Annual Meeting, make recommendations to the Society, employ a Chief Executive Officer, appoint editors, provide for the publication of, and determine editorial policies regarding journals and periodicals of the Society, provide for an audit of the Society's accounts and properties, report its activities to the general membership, and represent the Society with full power and authority over its administrative affairs.

Section 4 - Meetings

The Board shall meet at least once annually at a time, place, and manner set by the President. A special meeting may be called by the President or at the request of two-thirds (2/3) of the Board. Written notice, including by electronic transmission, shall be sent not less than three (3) business days prior to the meeting. Voting on Board issues may be done by verifiable electronic means or by telephone. For clarity, "verifiable electronic means" shall mean any method or use of technology where the identities of individual voting directors can be confirmed.

Section 5 - Quorum

A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board, as long as at least one member-at-large is present.

Section 6 – Executive Committee

The Executive Committee shall consist of the Officers.

A. **Authority:** The Executive Committee shall possess all the power of the full Board of Directors for matters requiring a rapid decision or strict confidentiality, or as directed by the Board. The Executive Committee shall not alter or overturn any actions that have been taken by the full Board of Directors.

B. **Meetings:** The Executive Committee shall meet as necessary. The President or any two members of the Executive Committee may call a meeting of the committee. Alternative meeting formats may include teleconference or videoconference. Votes on issues before the Executive Committee may be taken by any method by which the Board may vote. Minutes of the Executive Committee shall be submitted in writing to the full Board of Directors by the presiding officer within fourteen (14) days of any action taken.

C. **Quorum:** A quorum shall be five (5) Executive Committee members

Section 7 – Chief Executive Officer

A CEO shall be employed by a majority vote of the Board. The CEO shall act under the immediate direction of the Board and conduct the business of the National Office of the Society, keep an accurate roster of the membership and perform all other duties assigned by the President and the Board. CEO shall be included as a non-voting member of the Board and any other authorized body of the Society, as the Board may deem necessary or appropriate.

ARTICLE VI - OFFICERS

Section 1 – Title and Terms

Officers are the President, President-elect, Secretary, Treasurer, and Immediate past president. The President-elect succeeds to President and then Immediate past president, serving one year in each position. The Secretary serves a two-year term and the Treasurer a three-year term. The Secretary and Treasurer will serve staggered terms until their successors are elected or assume office.

Section 2 - Qualifications

An officer must have been a core member for two (2) consecutive years immediately prior to election. Candidates for the office of President-elect must have been a core member for five (5) consecutive years immediately prior to election.

Section 3 - Duties

A. **President:** The President shall be Chair of the Board of Directors and preside over all meetings of the members and the Board, and be an ex-officio member without vote of all committees. The President shall, with Board approval, appoint the Chair of all standing committees and Society representatives. The President shall perform all duties incident to the office and other duties designated by the Board or governing documents.

B. **President-elect:** When the President is absent or unable to act, the President-elect shall assume and perform the duties. When so acting, the President-elect shall have all the powers and be subject to all restrictions upon the President. The President-elect shall serve as the Chair of the Governance Committee and perform all other duties assigned by the President or the Board.

C. **Secretary:** The Secretary shall report the minutes of all meetings of the members and the Board within ninety (90) days. The Secretary shall perform other duties incident to the office as assigned by the Board or governing documents.

D. **Treasurer:** The Treasurer shall be bonded in an amount determined by the Board. The Treasurer shall have general oversight over the financial activities of the association and shall provide reports to the Board at least annually and as requested. The Treasurer shall serve as Chair of the Finance Committee and shall perform all duties incident to the office and such duties as may be assigned by the Board and the governing documents.

E. **Immediate Past President:** The Immediate past president shall assume such tasks as the President may request. Upon completion of the term, the Immediate past president shall not be eligible to run for any Board position for a period of at least five (5) years.

Section 4 - Selection of Officers

Officers shall be chosen by the following procedures:

A. **Nominations:**

1. Any member may submit nominees, who have confirmed a willingness to serve, to the Governance Committee. Self-nomination is permitted. Nominees shall provide the submission materials and conform to the process established by the Governance Committee. Members will receive candidate educational materials in advance of voting.

2. The Governance Committee shall present to core members at least one (1) candidate for each office or may request the currently seated Board member to continue in their role up to one full term. Provisions shall be made on the ballot for write-in votes.

B. **Election Procedures:**

1. Officers shall be elected by secret ballot, which may be electronic as allowed by law. A majority shall elect. In case of a tie, the winner shall be decided by lot.

2. The voting period shall be determined by the Governance Committee. All efforts will be made to ensure privacy and confidentiality of the voters and their selection.

3. If a member does not have an e-mail address, the Election Company shall print and mail a first-class notification with the electronic voting information.

4. Records of election results shall be kept by the National Office.

Section 5 - Vacancies

A. **President:** A vacancy in the office of President shall be filled by the President-elect for the remainder of the unexpired term.

B. **President-Elect:** A vacancy in the office of President-elect may be filled by the Board, but such person shall not automatically succeed to the office of President.

C. **Other Officers:** In the event of a vacancy in other elected offices, the Governance Committee will present options to the Board of Directors, which will make an appointment to fill the remaining term.

Section 6 - Resignation

An officer who wishes to resign from office shall submit a written resignation to the Secretary.

ARTICLE VII – COMMITTEES

Section 1 - Standing Committees

Committees shall be composed of a Chair and at least four (4) members, unless otherwise provided in these bylaws.

A. **Appointed Committees:** The Chairs of these committees, with the exception of the Finance Committee, shall be appointed by the President and approved by the Board within thirty (30) days of the first Board meeting of the newly elected Board, unless otherwise provided in these bylaws. Terms will be for one year and are renewable. Committee members shall be appointed by the committee chair unless otherwise provided in the bylaws. When a Chair vacancy occurs before the end of a term, the President shall appoint a new Chair with Board of Directors approval to complete the term. When a committee member vacancy occurs in any committee, the Chair shall appoint a qualified person.

1. **Awards Committee:** This Committee shall establish criteria for all Society awards, suggest new awards as appropriate and conduct the business of selecting recipients of awards.

2. **Finance Committee:**

a. The Finance Committee shall be composed of at least four persons, evenly distributed between members of the board and at-large members, except that the chairperson shall be the NSH treasurer. Meetings of the Finance Committee shall be called by the Chair on an as-needed basis.

b. The Finance Committee shall be responsible for assisting the board in ensuring NSH is in good fiscal health. The work of the Committee shall ultimately be to safeguard the assets of NSH, and primarily be focused on the following:

- Ensuring accurate and complete financial records are maintained, including the timely presentation of financial statements;
- Overseeing budget preparation and financial planning, and reviewing all submitted budgets from officers and committee chairpersons;
- Ensuring that allocated funds are available when needed; and
- Ensuring, in cooperation with the Audit Committee and audit firm, compliance with all legal and other requirements regarding finances.

c. Subcommittees shall be formed by the Committee Chair or Board of Directors on an as-needed basis.

3. **Convention Committee:** This Committee shall work on shaping and reviewing the program for the annual convention.

4. **Educators/Instructors Committee:** This Committee shall be responsible for providing knowledge and information related to the education of histotechnology students.

5. **General Anatomic Pathology Committee:**

   a. This Committee shall be responsible for sharing and providing knowledge relating to general histotechnology topics, as well as more specialized topics related to hard tissue and research.

   b. Subcommittees may be formed by the Committee Chair or Board of Directors on an as-needed basis to work on specific projects.

6. **Imaging and Analysis Committee:** This Committee shall be responsible for sharing and providing knowledge and information related to digital imaging.

7. **Immunohistochemistry and Molecular Committee:** This Committee shall be responsible for sharing and providing knowledge and information related to immunohistochemistry and molecular techniques.

8. **Laboratory Operations Committee:** This Committee shall be responsible for sharing and providing knowledge relating to health and safety, quality management, laboratory management, and leadership development.

9. P**<u>ublic Relations Committee:</u>** This Committee shall be responsible for promoting the goals of the Society and welcoming new members and Symposium/Convention attendees.

B. <u>Elected Committees:</u>

Committee Chairs: Chairs shall be elected by the membership during yearly NSH elections, except for the Governance Committee. Any core member shall be eligible for nomination to a Chair position. Terms shall be for three years with a maximum of two consecutive terms. When a Chair vacancy occurs, the President with approval of the Board of Directors, may appoint a qualified person to complete the term.

Committees: Committee members may serve no more than two consecutive terms, but may be re-elected after one year has elapsed. When a vacancy occurs in any committee, the Chair may appoint a qualified person to complete the term.

Meetings: Meetings shall be called by the Chair on an as-needed basis.

1. <u>Governance Committee</u>

A. **Composition:** The Governance committee shall include six members serving staggered three-year terms. The NSH President Elect serves as Chair.

B. **Eligibility:** NSH membership for two years with no conflicts of interests are required.

C. **Election:** Six at large members will be elected during yearly NSH elections, two committee members per year.

D. **Restrictions:**

I. Committee members are ineligible to be nominated for Board positions while serving. To meet Board eligibility, a written resignation to the President at least thirty (30) days prior to the beginning of the Annual Symposium/Convention in the year prior to the election is required.

E. **Charge:** The Governance Committee shall be responsible for providing assistance to enhance the ability of the board to provide leadership for the society. The work of the Committee shall primarily be focused on the following:

- Overseeing the interpretation and proposed changes of the bylaws
- Developing board recruitment, cultivation, and vetting methods; and
- Proposing an annual nominating slate for officer and board member elections.

2. Audit Committee

A. **Composition:** The Audit Committee shall be composed of at least four members appointed by the Board of Directors, in addition to the elected Chair.

B. **Charge:** The Audit Committee shall assist the board of directors in its oversight responsibility relating to the integrity of the NSH accounting and financial reporting, including applicable federal tax filing and other financial statements, and perform other oversight functions as requested by the Board of Directors. The audit committee shall also:

- Ensure the books are audited annually by an external Certified Public Accountant, recommend the appointment of the independent auditor, oversee the RFP process and review the scope and approach proposed by the independent auditor, review the fee arrangements, and conduct a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.

Section 2 - Special Committees

Special committees, also referred to as ad hoc committees or task forces, may be organized to make recommendations to the Board of Directors. Such committees shall be constituted by the President or the Board of Directors. Each committee shall be given a specific charge, timeline, and reporting deadline. If a Chair has not been named for the Committee, the Committee shall choose a Chair from among its appointed members.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of this Society except when otherwise specified in these Bylaws and any other applicable state or national statues.

ARTICLE IX - AMENDMENTS

Proposed amendments must be submitted in writing to the Governance Committee Chair by any member. The Governance Committee shall submit all proposed amendments to the Board of Directors and CEO for distribution to the membership for voting. The proposed amendments shall be approved by an affirmative vote of two-thirds (2/3) of the members voting including paper and digital ballots. The Governance Committee shall notify the membership of the changes in Bylaws no later than ninety (90) days after the vote.

ARTICLE X - DISSOLUTION OF CORPORATION

In the event of liquidation or dissolution of this Corporation, whether voluntary or involuntary, or whether by operation of law, none of the property of the Society nor any proceeds thereof shall be distributed among the members of the Society. After payment of, or after making provision for, all debts and liabilities of the Society, all of the remaining assets and property of every nature and description, whatsoever shall be paid over and transferred to any corporation, fund, or foundation selected by the Board of Directors. Such organization, fund or foundation shall be one which is organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes. No part of the net earnings of said organization shall benefit any private shareholders or individual except histotechnology. No substantial part of its activities shall be carrying on propaganda, lobbying, or otherwise attempting to influence legislation, nor can it participate in or intervene in any campaign on behalf of any candidate for public office, including the publishing or distribution of statement.

2003 Revision
Amended September 14, 2005
Amended September 13, 2006
Amended October 31, 2007
Amended September 17, 2008
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