

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.

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

51
52 F. **Honorary Members:** Individuals recognized for their outstanding contributions to the field of
53 histotechnology.

54
55 **Section 2 – Privileges and Responsibilities**

56
57 A. Only charter, core, retired, student, and enhanced members shall have the full privileges of
58 membership, be entitled to vote, hold office, or serve on any board, committee, or by
59 appointment.

60
61 B. Membership is not transferable or assignable.

62
63 **Section 3 – Application**

64
65 Individuals seeking membership in the Society shall provide personal information on forms provided by
66 the Society, to be forwarded to the national office (“National Office”) accompanied by established dues.
67 Membership shall not be denied or abridged because of sex, pregnancy, childbirth or related medical
68 conditions, race, ethnicity, color, religion, national origin, citizenship status, age, marital status, personal
69 appearance such as hair texture or style, sexual orientation (LGBTQIA+), gender identity or gender
70 expression, family responsibilities, physical or mental disability, diverse ability (such as seeing, hearing,
71 mobility, cognition, sensing, feeling, thinking, and social), political affiliation, or on the basis of any other
72 protected characteristic under applicable federal, state, or local law.

73
74 **Section 4 – Annual Membership Dues**

75
76 Annual membership dues shall be determined by the Board of Directors, and billed on the anniversary
77 date. Dues may not be increased by more than ten percent (10%) in any two consecutive years except by a
78 two-thirds vote of the members.

79
80 A. **Payment of Dues:** Dues payable shall be remitted to the National Office no later than thirty (30)
81 days following billing. All payments must be made in U.S. currency.

82
83 B. **Delinquent Dues:** A member who fails to remit dues within sixty days following billing shall be
84 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.

137 **Section 5 - Quorum**

138
139 A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the
140 Board, as long as at least one member-at-large is present.

141
142 **Section 6 – Executive Committee**

143
144 The Executive Committee shall consist of the Officers.

145
146 A. **Authority:** The Executive Committee shall possess all the power of the full Board of Directors
147 for matters requiring a rapid decision or strict confidentiality, or as directed by the Board. The
148 Executive Committee shall not alter or overturn any actions that have been taken by the full
149 Board of Directors.

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

156
157 C. **Quorum:** A quorum shall be five (5) Executive Committee members

158
159
160 **Section 7 – Chief Executive Officer**

161
162 A CEO shall be employed by a majority vote of the Board. The CEO shall act under the immediate
163 direction of the Board and conduct the business of the National Office of the Society, keep an accurate
164 roster of the membership and perform all other duties assigned by the President and the Board. CEO shall
165 be included as a non-voting member of the Board and any other authorized body of the Society, as the
166 Board may deem necessary or appropriate.

167
168
169
170 **ARTICLE VI - OFFICERS**

171
172 **Section 1 – Title and Terms**

173
174 Officers are the President, President-elect, Secretary, Treasurer, and Immediate past president. The
175 President-elect succeeds to President and then Immediate past president, serving one year in each
176 position. The Secretary serves a two-year term and the Treasurer a three-year term. The Secretary and
177 Treasurer will serve staggered terms until their successors are elected or assume office.

178
179 **Section 2 - Qualifications**

180
181 An officer must have been a core member for two (2) consecutive years immediately prior to election.
182 Candidates for the office of President-elect must have been a core member for five (5) consecutive years
183 immediately prior to election.

186 **Section 3 - Duties**

187

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

193

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

199

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

203

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

209

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

213 **Section 4 - Selection of Officers**

214 Officers shall be chosen by the following procedures:

215

216

217 A. **Nominations:**

218

219

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

225

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

230

231 **B. Election Procedures:**

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

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

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

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

245 **Section 5 - Vacancies**

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

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

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

258 **Section 6 - Resignation**

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

264 **ARTICLE VII – COMMITTEES**

266 **Section 1 - Standing Committees**

268 Committees shall be composed of a Chair and active members, unless otherwise provided in these
269 bylaws.

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

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

283 2. **Finance Committee:**

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

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

292 • Ensuring accurate and complete financial records are maintained, including the timely
293 presentation of financial statements;

294 • Overseeing budget preparation and financial planning, and reviewing all submitted budgets
295 from officers and committee chairpersons;

296 • Ensuring that allocated funds are available when needed; and

297 • Ensuring, in cooperation with the Audit Committee and audit firm, compliance with all legal
298 and other requirements regarding finances.

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

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

303 **B. Elected Committees:**

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

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

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

313 1. **Governance Committee**

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

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

325
326 C. **Election:** Six at large members will be elected during yearly NSH elections, two
327 committee members per year.
328

329 D. **Restrictions:**

330 I. Committee members are ineligible to be nominated for Board positions while
331 serving. To meet Board eligibility, a written resignation to the President at
332 least thirty (30) days prior to the beginning of the Annual
333 Symposium/Convention in the year prior to the election is required.
334

335 E. **Charge:** The Governance Committee shall be responsible for providing assistance
336 to enhance the ability of the board to provide leadership for the society. The work of
337 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.

343 2. **Audit Committee**

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

347 B. **Charge:** The Audit Committee shall assist the board of directors in its oversight
348 responsibility relating to the integrity of the NSH accounting and financial reporting,
349 including applicable federal tax filing and other financial statements, and perform
350 other oversight functions as requested by the Board of Directors. The audit
351 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.

360 **Section 2 - Special Committees**

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

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

Amended October 7, 2009

Amended September 29, 2010

*Amended September 21, 2011
Amended October 3, 2012*

Amended October 3, 2012

Amended August 27, 2014

*Amended September 2, 2013
Amended September 21, 2016*

Amended September 26, 2018

Amended September 25, 2019

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421 *Amended September 21, 2021*
422 *Amended October 18, 2022*
423 *Amended September 12, 2023*
424 *Amended January 5, 2026*