

VSCLS BY-LAWS

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**VIRGINIA SOCIETY FOR CLINICAL LABORATORY SCIENCE
BY-LAWS**

ARTICLE I / NAME

The name of this corporation shall be Virginia Society for Clinical Laboratory Science, hereinafter referred to as the "Society".

ARTICLE II / OBJECT

The purpose of this Society shall be in accordance with the principles and goals of the American Society for Clinical Laboratory Science ("ASCLS").

ARTICLE III / MEMBERSHIP

Section 1:

Membership in this Society is open to all persons interested in the clinical laboratory sciences. The membership classes and qualifications shall be in accordance with bylaws of the ASCLS.

Section 2:

Professional and emeritus members shall hold all privileges of membership, unless otherwise provided for in these bylaws. All other classes of membership shall not be entitled to vote, to hold office or other elected positions, or serve as chairmen of Standing Committees.

ARTICLE IV / DUES

Section 1:

Dues for Professional members for this Society are published in the VSCLS Policy Manual. Professional members shall pay VSCLS dues plus the amount of dues specified by ASCLS shall be payable to ASCLS.

Section 2:

Honorary and emeritus members shall pay no dues to this Society.

Section 3:

Dues for Student members for this Society are published in the VSCLS Policy Manual. Student members shall pay VSCLS dues plus the amount of dues specified by ASCLS shall be payable to ASCLS.

Section 4:

Any student member or individual eligible for student membership upon completion of requirements for professional membership shall pay student state dues for the first year of professional membership, providing such persons have not held previous professional membership in the Society. Dues shall be payable to ASCLS.

Section 5:

The dues cannot be increased more than 3% per fiscal year.

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ARTICLE V / MEETINGS

Section 1:

The Society shall hold at least one general membership meeting per year. Members will be notified not less than 20 days prior to day of meeting.

Section 2:

The purpose of the general membership meeting includes electing of officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3:

The Board of Directors shall determine the date and place of meetings. One or more scientific sessions may be included.

Section 4:

The president may call special meetings; special business or scientific meetings may be authorized by the Board of Directors. Notice of special meetings, stating business to be considered, shall be distributed to members not less than 10 days prior to the date of the meeting.

Section 5:

All members, upon proper identification, may attend the meetings of the Society.

Section 6:/ Fiscal Year

The fiscal year of this Society shall be from September 1 through August 31.

Section 7:/ Quorum

A quorum will consist of the President of the Society or other designated officiating officer, four additional Board members, and those members who attend the Society's business meeting.

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ARTICLE VI / NOMINATIONS AND ELECTIONS

Section 1:

- a. The Nominating Committee shall consist of a chairman and 2 members.
- b. Members of the Nominating Committee shall be elected by a majority of the eligible voting membership at the annual meeting.
- c. One member shall be elected annually to serve a term of 3 years. A member of the committee is not eligible to immediately succeed himself by re-election. A member is eligible for re-election following a one-year absence from the Nominating Committee.
- d. When a vacancy occurs on the committee, the president of the Society shall appoint a qualified person to serve until the next annual meeting at which time a person will be elected to fill the unexpired term.

Section 2:

The nominating committee shall provide the name of at least one qualified nominee for each elected person whose term expires at the next general membership meeting and shall submit a report to the Board. Members will be notified not less than 20 days prior to the general membership meeting.

Section 3:/ Election of Officers

The officers of this Society shall be: President; President–Elect; Secretary; Treasurer. The terms of office shall be set forth in the VSCLS Policy Manual

- a. **President-Elect:** The President-Elect shall succeed to the Presidency, and finally succeed to the office of Past-President. The President- Elect shall not be eligible to succeed themselves in the same office. In the event of a vacancy in the office of President, the President-Elect and/or Past President may be asked to fill the vacancy as determined by the Board of Directors.
- b. **Secretary and Treasurer:** The secretary and treasurer shall not be eligible to serve more than 2 consecutive terms in the same office. The office of Secretary and the office of Treasurer shall be filled by election in alternating years, Secretary one year, Treasurer the next.
- c. The term of office for officers elected at the annual meeting shall begin on the following September 1.

Section 4: Eligibility

- a. A member to be eligible for nomination to office shall have been a member of the Board of Directors or a Sub-Committee Chair or an Elected Committee Member within three years prior to nomination.
- b. Nominations may be made from the floor at the general membership meeting, provided written consent of nominee has been obtained.

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Section 5:/ Election Procedure

Election shall be by ballot. A majority vote of eligible members at the general membership meeting shall constitute an election. In the event there is only one nomination for each place to be filled, a vote by acclamation may be cast.

ARTICLE VII / OFFICERS AND THEIR DUTIES

Section 1:

The officers of this Society shall be: a President; a President-Elect; a Secretary; and a Treasurer. The terms of office shall be set forth in the VSCLS Policy Manual.

Section 2:

- a. President: The President shall preside at all meetings of the Society and of the Board of Directors. With the approval of the elected officers, shall appoint the Chairmen of all Standing Committees except the Nominating Committee; shall appoint Special Committees and shall be ex-officio member of all committees except the Nominating Committee; call special meetings when deemed necessary; and perform such other duties as are pertinent to this office.
- b. President-Elect: The President-Elect shall assume the duties of the President in the absence of that officer. In the event a vacancy occurs in the office of President, the President-Elect may assume the duties of the President for the unexpired term. In such event, the office of President-Elect may be filled by appointment of the Board of Directors until the next general membership meeting. The President-Elect shall continue in the office of the President for the following complete term. In the event of simultaneous vacancies in both the offices of President and President-Elect, the Board of Directors shall elect a President and President-Elect for the unexpired term until the next general membership meeting, at which time both a President and President-Elect shall be elected.
- c. Secretary: The Secretary shall keep accurate record of all meetings of the Society and of the Board of Directors; shall keep an attendance record of meetings of Board of Directors; and shall perform such other duties as are pertinent to this office.
- d. Treasurer: The Treasurer shall receive and deposit all Society funds, and shall disburse funds by check, only when so authorized. At the end of his/her term in office, the treasurer shall submit the books to an internal audit committee appointed by the President. The report of the committee shall be submitted to the Board at its next meeting. The Treasurer shall close the books August 31st. The Treasurer shall file tax reports as required by the government. The Treasurer shall be bonded at the expense of the Society for an amount determined by the Board. The Board of directors can request an external audit at any time.

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ARTICLE VIII / REMOVAL FROM OFFICE

1. An Officer and/or Director can be removed from office for:
 - a. Infringement of any of these Bylaws
 - b. Commitment of an act discreditable to the profession of Clinical Laboratory Science
 - c. Failing to fulfill the duties and responsibilities of the position as specified in the Bylaws and official position description as specified in the Society Policy Manual
 - d. Three instances of unexcused absences from official business meetings of the Society
 - e. Misappropriating Society funds.

2. The removal procedure is as follows:
 - a. Notification: the person will be given the opportunity to resign or meet specific requirements to fulfill his or her duties as determined by the Board of Directors.
 - b. Motion to Dismiss: Non compliance of Notification procedure authorizes the Board of Directors to proceed with a written motion to dismiss. The motion must be seconded and carried by two-thirds vote of eligible voting members or their designees present and at the official business meeting of the Society.
 - c. Removal: The officer will receive verbal and written notification of removal from office.

ARTICLE IX / BOARD OF DIRECTORS

Section 1:

The Board of Directors shall consist of: the President; the President-Elect; the Secretary; the Treasurer; the immediate Past-President; the Student Representative; and Standing Committee Chairmen as defined in the Society Handbook. The number of appointed committee chairmen serving as voting members of the Board of Directors may not exceed six (6).

National and Regional representatives to the American Society for Clinical Laboratory Science, who are residents of the State, shall regularly be invited to participate in Board Meetings. They shall have no vote. Unless otherwise provided for in these By-Laws, vacancies shall be filled by the President, with the approval of the Board.

Section 2:

The Board shall transact all business of the Society between meetings except that of modifying any action taken by the Society, shall hold a Board meeting immediately preceding the annual meeting. The Board shall make an annual report at the general membership meeting

Section 3:

- a. The Board shall determine amount of, and arrange for bond for the treasurer; shall determine date and place of meetings of the Society.
- b. If deemed advisable, the Board may provide for establishment and maintenance of a state office, appoint an executive secretary from the membership, define the duties and term of office and fix compensation.

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Section 4:

Meetings of the Board shall be at the call of the President; and shall be called upon written request of five members of the Board. Quorum consists of the President of the Society or other designated officiating officer, and four additional Board members.

ARTICLE X / STANDING COMMITTEES

Section 1:

Standing Committees as deemed necessary to carry on the work of the Society shall be authorized by the Board of Directors and shall perform such duties as assigned by the Board. The standing committees of VSCLS shall be: Bylaws; Finance; Government/Regulatory Affairs; Membership Development/Services; Professional Development; and Public Relations.

Section 2:

The President, with the approval of the elected officers, shall appoint annually the Chairmen of the Standing Committees. Each committee chairman shall appoint his own committee, unless otherwise specified in these By-Laws. Within 30 days following his appointment, each committee chairman shall submit to the Board names of members of his committee.

Section 3:

Chairmen of Standing Committees shall present written reports for the general membership meeting.

ARTICLE XI / REPRESENTATION

Section 1:

The President and the President-Elect, or alternates appointed by the President, shall serve as representatives of this Society, on the Presidents Council of ASCLS; at the Region II Council Meetings; and at other meetings as required.

Section 2:

The President of the Society shall appoint delegates and alternates to the Annual Meeting of the American Society for Clinical Laboratory Science.

Section 3:

There shall be a student delegate to the Annual Meeting of the American Society for Clinical Laboratory Science.

ARTICLE XII/PARLIAMENTARY AUTHORITY

The most recent edition of *Robert's Rules of Order* shall govern this Society in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

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ARTICLE XIII / AMENDMENTS

These By-Laws may be amended by a two-thirds vote of eligible voting members present and voting at the general membership meeting of the Society. Members will be notified not less than 20 days prior to the general membership meeting. These By-Laws may be amended by unanimous vote without previous notice.

ARTICLE XIV / DISSOLUTION OF THE SOCIETY

Should VSCLS dissolve, any moneys remaining after payment of all outstanding debts shall revert to ASCLS. Funds will be held in escrow by ASCLS for a period of five years. In the event the Society does not reorganize within this period, the above funds will be conveyed to and become part of the ASCLS Education and Research Fund, Inc. However, should at any time within five years VSCLS be reorganized, the moneys will be returned to the VSCLS Treasury.