

KENTUCKY SOCIETY FOR CLINICAL LABORATORY SCIENCE

BY LAWS

Revised March 27, 2003

Article I: Name and Purposes

The name of this corporation shall be the Kentucky Society for Clinical Laboratory Science, hereinafter referred to as the society or KSCLS.

KSCLS is a constituent of the American Society for Clinical Laboratory Science, hereinafter referred to as ASCLS, and shall at no time in any manner adopt any policy contrary to the policy of that society except as may be necessary to abide by the laws of the Commonwealth of Kentucky.

The purposes of the society shall be:

- to promote high standards in clinical laboratory methods and research and to enhance the professional status of those specializing in clinical laboratory sciences;
- to create mutual understanding and cooperation among the society and its members and all others who are engaged in the interest of individual and public health;
- to be responsible for providing educational programs in the clinical laboratory sciences;
- to promote the mutual aid and benefit of its members;
- in general, to do anything and everything necessary and proper to the conduct of a society of this nature;
- for the purpose of attaining or furthering any of its objects, to do any and all other acts and to exercise all other powers which now or hereinafter may be authorized by law.

Article II: Membership and Affiliation

The membership of the society shall consist of the following classes: professional, collaborative, student, emeritus and honorary.

Individuals seeking membership in the society shall furnish information defining their qualifications on application forms prescribed by ASCLS, outlining the prerequisites for all classes as defined by ASCLS Bylaws. Applications shall be sent directly to the executive office of ASCLS.

The rights and privileges of membership shall be as follows:

- Professional and emeritus members shall be entitled to vote, to hold office, and to serve on any board or committee of the society.
- Student members shall be entitled to all rights, benefits and privileges of the society with the exception of voting, holding office, or chairing standing committees. Student members automatically belong to the KSCLS Student Organization and may vote to elect a student representative from that forum. This student representative shall be entitled to serve as a voting member of the Board of Directors and as the official student delegate to the ASCLS House of Delegates.
- Collaborative and honorary members shall be entitled to all the rights, benefits and privileges of the society with the exception of voting, holding an elected position, and serving as chair of a standing committee.
- Membership in KSCLS shall be maintained by active membership in ASCLS. Any ASCLS member in good standing who changes residence or place of employment to the Commonwealth of Kentucky may transfer membership to KSCLS without payment of additional dues for the remainder of the membership year.

- A member may be expelled for conduct detrimental to ASCLS or to this society. Procedures relating to expulsion shall be conducted by ASCLS in accordance with its bylaws and standard operating procedures. Impeachment and incapacitation proceeding shall be conducted in a manner consistent with such proceedings as defined in ASCLS Bylaws.

Article III: Fiscal Affairs

Annual dues for membership in the society shall be the amount required by ASCLS plus any additional amount due for each class of membership in KSCLS. Society dues are set by KSCLS general membership and remain at that rate until revised by the general membership.

Dues shall be paid at the time and in the manner prescribed by ASCLS. Membership with all rights and privileges shall be forfeited by any member who is in arrears in the payment of dues over a period of sixty days or as otherwise defined by ASCLS.

The fiscal year of KSCLS shall be from April 1 to March 31, inclusive. A terminal audit will be conducted every other year by a certified public accountant and/or by an audit committee of no less than three persons selected by the President and approved by KSCLS Board of Directors. The results of this audit shall be submitted to the Board of Directors and shall be open for inspection by the general voting membership. The audit report shall also be posted on the official web site for a period of not less than sixty days.

Additional audits may be carried out at the discretion of the Board of Directors or of a majority vote of the general voting membership at any meeting of the membership as a whole. Any additional audit shall be handled in the same manner as the terminal audit mentioned above.

In addition to membership dues, the Board of Directors may accept, on behalf of the society, contributions, gifts or bequests for the general purposes of for any special purposes of the society. KSCLS may conduct such fund-raising activities as it deems appropriate.

Article IV: Officers

The officers of KSCLS shall be a president, a president-elect, a secretary and a treasurer. Any professional member or emeritus member of KSCLS shall be eligible to hold office provided professional or emeritus membership has been maintained for at least one year immediately prior to election.

The officers shall perform the duties prescribed by these Bylaws, the KSCLS Standard Operating Procedures and/or defined in the parliamentary authority adopted by the society and required by ASCLS.

The president shall:

1. be the chief executive officer of the society;
2. preside at meetings of the Board of Directors and of the society;
3. appoint chairs of all standing committees except the Nominations and Elections Committee;
4. appoint, with the approval of the Board of Directors, such ad-hoc committees as become necessary or desirable;
5. be an ex-officio member of all committees except the Nominations and Elections Committee;

6. appoint a member of the Board of Directors to serve as ex-officio member of any committee or committees when deemed appropriate or necessary for the purpose of liaison and communication;
7. select, with approval of the Board of Directors, a public accountant and/or an audit committee, said committee to be composed of no less than three persons, to audit KSCLS accounts as required but not less than every other year at the end of the Treasurer's term;
8. represent the society on the Presidents' Council of ASCLS and serve as a member of the ASCLS Regional Council, appointing an alternate to serve when necessary;
9. perform such other duties as directed by the KSCLS Board of Directors.

The president-elect shall:

1. become familiar with the duties of president;
2. in the president's absence or inability to serve, perform the duties and have the same authority as the president;
3. represent the society on the Presidents' Council of ASCLS and serve as a member of the ASCLS Regional Council, appointing an alternate to serve when necessary;
4. perform such other duties as assigned by the president or as directed by the KSCLS Board of Directors.

The secretary shall:

1. keep minutes of meetings of the Board of Directors and of the society, recording them in permanent format and insuring such documents are transmitted to the Executive Secretary for archival storage;
2. be responsible for notifying members of meetings;
3. insure that each professional and emeritus member receives advance notice of the official list of candidates and their qualifications prepared by the Nominations and Election Committee;
4. within ninety (90) days of adoption, furnish an official copy of amendments to the Bylaws to the executive office and the bylaws committee chair of ASCLS;
5. perform such other duties as directed by the Board of Directors or the society.

The treasurer shall:

1. receive and disburse funds in accordance with directives established by the Board of Directors;
2. be bonded at the expenses of the society for the amount determined by the Board of Directors;
3. be an ex-officio member of the Budget Committee and the Membership Committee;
4. make a full financial report at the society's annual meeting;
5. cooperate with the auditing of all financial accounts every two years by a public accountant and/or an audit committee, said committee to be composed of no less than three persons, appointed by the president with the approval of the Board of Directors. Such audits shall be conducted as required, but not less than every other year at the end of the treasurer's term.

Officers shall be elected according to the following procedures:

1. An official list of candidates and their qualifications prepared by the Nominations and Election Committee shall be provided to all professional and emeritus members of the society at least thirty (30) days prior to the annual meeting.
2. Additional nominations may be made from the floor, provided consent of such nominees has been obtained. Any member making a nomination shall attest to the qualifications of the nominee.

3. Election shall be by ballot and a plurality vote shall elect.
4. Each professional and emeritus member is entitled to one vote.
5. Professional and emeritus members unable to be present at an election may vote by absentee ballot, provided that the ballot is received by the chair of the Nominations and Election Committee no later than 8 AM EST on the day of the meeting at which the election will take place.
6. If no candidate for an office receives a plurality vote on the first ballot, the candidate for that office with the lowest number of votes shall be eliminated and balloting shall continue until a candidate receives a plurality vote.
7. In the event of a tie, the election shall be determined by lot.

Terms of office shall be as follows:

1. The term of office of the president and the president-elect shall be for one year.
2. The term of office of the secretary and treasurer shall be for two years, with the secretary being elected in odd numbered years and the treasurer in even numbered years. Each may be reelected, but neither shall serve in same office more than two consecutive full terms.
3. The term of office of any officer elected at the annual meeting shall begin on the following July 1.

Vacancies occurring in the offices shall be filled as follows:

1. If the office of president becomes vacant, the president-elect shall immediately become president and shall serve for the remainder of that term in addition to the succeeding year.
2. If the office of president-elect becomes vacant, it shall remain vacant until the next meeting of the Board of Directors. At that time, the Board shall recommend candidates to be placed on a mail or electronic ballot distributed to all voting members of the society. Election shall be by a plurality of votes cast by a specified deadline.
3. If both the offices of the president and the president-elect become vacant, the immediate past president shall serve as president until the next meeting of the Board of Directors. At that time, the Board shall recommend candidates for both offices to be placed on a mail or electronic ballot distributed to all voting members of the society. Election shall be by a plurality of votes cast by a specified deadline.
4. If the office of secretary or treasurer becomes vacant, the Board of Directors, by majority vote, shall elect an eligible member to serve until the next annual meeting. At that time the society shall elect an eligible member to serve for the remainder of the term.
5. In filling vacancies, the Board may give first consideration to candidates for the office in the preceding election.

Article V: Directors-at-large and Representatives

There shall be three directors-at-large, each of whom shall serve a term of three years. In order to insure continuity, only one director-at-large will be elected each year at the annual meeting when officers are elected.

There shall be two representatives, each of whom shall serve a term of one year and be elected at the annual meeting when officers are elected.

If vacancies occur among directors-at-large and representatives, the president, with the approval of the Board of Directors, shall appoint successors to serve until the next annual meeting. The remainder of the term of a director-at-large vacancy will be elected at the annual meeting when officers are elected.

Article VI: Board of Directors

The Board of Directors shall consist of the president, the president-elect, the secretary, the treasurer, the immediate past president, three directors-at-large, two representatives and the student representative.

The president of the society shall serve as chair of the Board of Directors and the secretary shall serve as secretary of the Board. In the president's absence, the president-elect shall serve as chair.

The Board of Directors shall:

1. be vested with the properties and have power and authority to conduct all business of the society between society meetings;
2. report to the general membership at the annual meeting all business transacted by the Board of Directors;
3. appoint the editor of the official publication;
4. appoint the web master of the official web site;
5. appoint an executive secretary;
6. provide, when deemed necessary, for the establishment and maintenance of a state office, mailing address, web site and post office box.

The Board of Directors shall hold meetings at least twice a year. One meeting should be in conjunction with the society's annual meeting. Additional meetings may be called by the president as required for business of the society. Four members of the Board may call a Board of Directors meeting upon written or electronic notice to all members of the Board.

The president may invite chairs of committees or any professional or emeritus members to attend Board meetings, but they shall not have the right to vote.

The president or the president-elect and four other members of the Board of Directors shall constitute a quorum.

Article VII: Official Publication & Web Site

The official publication of the society shall be made available to each member of the society. The official web site of the society will be available on public domain of the internet.

The editor of the publication and the web master shall be appointed annually by the Board of Directors and serve at its pleasure and under its direction.

Editorial staff to both the publication and the web site shall consist of directors-at-large and board representatives with the executive secretary serving as an ex-officio member to both.

Article VIII: Committees & Scientific Assembly

The standing committees of the society shall be: Annual Meeting, Awards, Budget, Bylaws, Education, Government Liaison, Leadership, Membership, Nominations and Elections, Scholarship & Loans.

Duties of all standing committees are outlined in the Standard Operating Procedures of the society.

Ad-hoc committees may be appointed by the president as authorized by the Board of Directors of the society.

The Scientific Assembly shall be composed of sections, each of which pertains to an area of the academic, scientific or vocational interests of the members of the society. Duties of the representatives of each section shall be specified in the Standard Operating Procedures of the society.

The method of appointment of all standing committees except the Nominations and Elections Committee shall be as follows:

At the beginning of the term, the president shall appoint, from the professional and emeritus membership, chairs of each committee to serve a term of one year.

Members may be reappointed as chair, but no member shall serve more than three consecutive terms of any one committee unless approved by the Board of Directors.

Members of each committee shall be appointed as needed by the president, in consultation with the committee chair, to serve for a term of one year.

The Nominations and Election Committee, consisting of three professional or emeritus members, no two of whom may reside in the same geographical area, shall be elected by ballot at the annual meeting following nominations from the floor, with the one receiving the most votes becoming chair. A plurality vote shall elect.

Article IX: Student Organization

The Student Organization shall be governed by Standard Operating Procedures adopted by the Board of Directors of the society. The purpose is to coordinate involvement and interest of students in Clinical Laboratory Sciences in Kentucky, KSCLS and ASCLS.

Article X: Meetings

There shall be at least one regular meeting of the society each year, time and place to be determined by the Board of Directors. This meeting shall be known as the annual meeting and shall include one or more scientific meetings and at least one business meeting.

The Board of Directors may authorize additional scientific or business meetings as the best interest or conduct of the affairs of the society render necessary or appropriate.

Notice of the annual meeting shall be provided to all members of the society and also posted on the web site at least thirty (30) days prior to the meeting. Notice of additional meetings shall be provided to all members of the society at least ten (10) days prior to such meetings.

Meetings of the society shall be open to all members upon proper identification. Each professional and emeritus member of the society shall be entitled to one vote. By plurality vote of the society, non-voting members of the society may participate in discussion, but shall not offer motions or vote.

The ruling body of the society is a quorum of professional and emeritus members assembled at any business meeting of the society. Ten professional and emeritus members of the society, including at least three Board members or their officially designated representatives, shall constitute a quorum.

Article XI: Representation to ASCLS

The society shall be represented at the annual meeting of the House of Delegates of ASCLS by the president or designated alternate, the president-elect or designated alternate, one student member delegate or designated alternate and the number of additional delegates as provided by ASCLS bylaws.

The president and the president-elect may designate their own alternates.

Professional or emeritus member delegates and their alternates shall be elected at the annual meeting of the society by ballot from those who signify their willingness to serve. The quota of delegates and alternates shall be filled in descending order according to the number of votes received by each candidate. The Board of Directors may elect a member delegate or alternate when circumstances prevent such election at the annual meeting.

The student member delegate or designated alternate shall be selected according to the procedure developed by the Student Organization.

The total number of delegates to ASCLS is exclusive of such officers and members of the Board of Directors of ASCLS as reside in the Commonwealth of Kentucky.

Past presidents of ASCLS who reside in this state and are members of this society have the privilege of sitting with KSCLS delegates as non-voting members of the ASCLS House of Delegates.

Article XII: Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the laws of the Commonwealth of Kentucky, or any Articles of Incorporation, By-Laws, rules or policies of ASCLS.

Article XIII: Amendments

These bylaws may be amended at any regular business meeting of KSCLS as follows:

1. by a two-thirds vote of the professional and emeritus members present and voting, provided copies of the proposed amendments have been distributed to the professional and emeritus members at least thirty (30) days and not more than ninety (90) days before the meeting upon which it is to be acted upon;
2. by unanimous vote when previous notice has not been given;
3. when proposed amendments have been approved by the ASCLS Bylaws Committee Chair.
4. Proposed amendments shall be submitted to the membership for action only in accordance with procedures outlined in the society's Standard Operating Procedures.
5. Within ninety (90) days of adoption of amendments to the bylaws, the secretary shall send an official copy of the amended bylaws to the executive office of ASCLS and to the Bylaws Committee Chair of ASCLS.

Article XIV: Dissolution

The society may dissolve in the following manner:

1. The motion to dissolve shall be adopted by a two-thirds majority vote of the Board of Directors.

2. The recommendation of the Board of Directors for dissolution, with justification, shall be submitted in writing to the members of the society no less than sixty (60) days prior to the next annual meeting of the society.
3. Adoption of a motion to dissolve shall require a two-thirds majority vote of the professional and emeritus members present at the regular business meeting of the annual meeting of the society.

In the event of dissolution, the properties and assets then owned by the society shall be disbursed as follows:

1. There shall be a final and full payment of all legal obligations of the society without liability to any individual member.
2. The rest and residue of any property and assets of the society shall be held in escrow by ASCLS for a maximum of three years.
3. If a clinical laboratory science society is not reorganized in the Commonwealth of Kentucky by the end of three years by members of ASCLS, the assets held in escrow by ASCLS shall be conveyed to the ASCLS education and Research Fund, Inc.
4. In the event of dissolution, in no way shall any of the assets or property of the society go to or be distributed to members of the society, either for the reimbursement of any sums submitted, donated, or contributed by such members or for any other such private purposes.

Article XV: Standard Operating Procedures

The Standard Operating Procedures shall be approved by a two-thirds majority vote of the Board of Directors.

The president of the society shall appoint a committee to review the Standard Operating Procedures no less than every other year.