

WASHINGTON STATE SOCIETY OF PATHOLOGISTS

BY-LAWS

The name of this organization is the Washington State Society of Pathologists ('the Society').

ARTICLE I. PURPOSE

Section 1. Nonprofit Purpose

The Society is organized for educational, scientific, and advocacy purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Society shall engage in lobbying that is germane to accomplishing its purpose without jeopardizing its exemption, and will give members notice of dues used for such activities.

Section 2. Mission Statement

Education and advocacy for excellence and advancement in pathology and patient care.

The specific objectives and purpose of the Society shall be:

- a. Educate pathologists and lab professionals through CME offerings that promote diagnostic accuracy, new diagnostic approaches, practice management, board preparation/recertification, and the legislative process and environment.
- b. Create and maintain partnerships among other professional organizations and institutions to further our mission statement.
- c. Advocate for quality patient care and professional sustainability.
- d. Create networking opportunities for members through social events or through social media.
- e. Educate the community about the field of Pathology.

ARTICLE II. CODE OF ETHICS (ADOPTED FROM THE AMA CODE OF ETHICS)

I. Pathologists shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.

II. Pathologists shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.

III. Pathologists shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.

IV. Pathologists shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.

V. Pathologists shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.

VI. Pathologists shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.

VII. Pathologists shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.

VIII. Pathologists shall, while caring for a patient, regard responsibility to the patient as paramount.

IX. Pathologists shall support access to medical care for all people.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current practicing pathologist within the State of Washington who supports the mission statement in Article I, Section 2, and who agrees to abide by the Code of Ethics in Article II. Membership is granted after

completion and receipt of a membership application and approval by three-fourths of the Board of Directors.

Application for Emeritus membership shall be open to past or current Society members who are retired from the practice of pathology. Membership is granted after the applicant submits a letter to the President or Secretary requesting a change of status from regular membership to emeritus membership, and approval of the change by three-fourths of the Board of Directors.

Section 2. Notification of Membership

New members will be notified in writing or by email by the Secretary within four weeks after membership has been granted. Newly appointed members will be disclosed to the entire membership via email once a year.

Section 3. Annual Dues

Payments are due on January 1st of each year. Members who have not paid by June 30th of that same year will be notified by the Secretary-Treasurer or President. Those members who by September 30th have not paid their dues will be dropped from membership of the Society for non-payment. A member so dropped may be reinstated to membership without formal application if the delinquent dues are paid before December 30th of the same year. If delinquent dues are not paid by then, reinstatement can be obtained only by re-application and payment of delinquent dues.

The change in the amount of annual dues shall be decided by the Board of Directors with feedback from the membership. Membership must be notified of a vote to change annual dues at least 6 weeks in advance to allow appropriate feedback. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Voting Rights of Members

Each member has one vote on each matter submitted to members for a vote. Any member not present at a meeting may have the privilege of voting upon any question or election by means of a designated proxy. Only a regular member may act as a proxy for another and no member shall act as a proxy for more than three other members except the Secretary, who may act as a proxy for no more than five members. All proxies shall be in writing. Proxies sent to the Secretary will be invalid unless a specific member is named to act in the absent member's behalf. In the event that more than five proxies are received by the Secretary, naming him or her as their proxy, the first five received will be valid. The others will be credited for attendance only.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the President or Secretary. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place in the spring of each year to which the specific date, time and location will be designated by the Board of Directors. Members will be notified of the annual meeting at least 3 months in advance. At the annual meeting the members shall elect officers, receive reports on the activities of the society, and determine the direction of the society for the coming year.

Section 2. Special Meetings

Special meetings may be called by the President or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3 Notice, including Notice of Meetings

Electronic communication may not be used to give notices, consents or waivers to a member unless the organization has received consent from the member.

Notice of meetings other than the annual meeting need only be made by providing each member with the adopted schedule of meetings for the coming year at any time after the annual meeting and ten days prior to the next succeeding meeting and at any time when requested by a member.

Section 5. Quorum

Members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society. It shall have power to act on all business, economic and political matters for the Society.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than six (6) nor more than fifteen (15).

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting at the annual meeting of membership.

Each member of the Board of Directors shall be a member of the Society whose membership dues are paid in full and shall hold office for a three-year term. There are no term limitations.

Section 3. Regular and Annual Meetings

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

An annual meeting of the Board of Directors shall be held each calendar year and at a location designated by the Board.

Directors may participate in board meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. (Note: This right is also permitted to committee members)

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of monthly and annual meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date by telephone or electronic methods or by written notice.

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods or by written notice.

Section 6. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to plan, organize, or adjourn.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 and 3 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 and 3 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors for an unexpired term, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Society or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Society 's purposes, or can reasonably be expected to benefit the Society. Directors

shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers, educational events, and the purposes and functions of the Society.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Society would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 and 3 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, the President-Elect, the Secretary, Treasurer, immediate past President.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside over all meetings of the Board of Directors.
- b. He/She shall have general superintendence and direction of all other officers of this society and see that their duties are properly performed.
- c. He/She shall have the duty of chairing the Nominating Committee.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing the Program Committee.

Section 3. Secretary

The Secretary shall attend all meetings of the Board and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board and the President.

Section 4. Treasurer

The Treasures duties shall be:

- a. He/She shall present a complete and accurate report of the finances at each meeting of the members, or at any other time upon request to the Board.
- b. He/She shall have the right of inspection of the funds resting with the Society including budgets and subsequent audit reports.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

Section 5. Past-President

The Past-President duties shall be:

- a. He/She shall have the duty of chairing the Legislative Committee.

Section 6. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting of the Board of Directors the names of those persons for the respective offices of the Board. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of three (3) years, commencing at the next meeting following the annual meeting of the Board.

Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices for two (2) terms without at least one year off before serving another term.

Section 7. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer

of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed. The board chair appoints all committee chairs.

Committees consist of board members and liaison committee members which are defined as non-board members who bring knowledge, expertise, and/or unique perspective to the committee. Liaison committee members are appointed to the board to by the committee chairs

Section 2. Legislative Committee

The Legislative Committee shall act in behalf of the Society as the official source of information from the Society to Local, State and Federal legislative agencies and to the Society from these agencies.

The Legislative Committee shall consist of the Past-President and two additional board members as well as a liaison committee member(s) as needed. .

Section 3. Program Committee

The Program Committee shall be responsible for arranging the scientific and social programs and community outreach of the Society including the annual meeting of the membership.

The Program Committee shall consist of the Vice-President and at least two additional board members as well as a liaison committee member(s) as needed.

Section 4. Nominating Committee

The Nominating Committee shall select one or more nominees for each elective office and shall notify the Secretary of their selection in sufficient time so that the Secretary may inform the membership of the nominees proposed at least one week prior to the regular annual election.

The Nominating Committee shall consist of the President and at least one other board member.

Section 5. Membership Committee

The Membership Committee shall be responsible for collaborating with other committees, Board of Directors, and staff on key strategies, challenges, and needs in order to provide insight on membership recruitment, engagement, retention, and fundraising. The Membership Committee shall consist of the Secretary, Treasurer, and at least one other board member as well as a liaison committee member(s) as needed.

ARTICLE IX. AMENDMENTS

Section 1. Bylaws

These bylaws may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

ADOPTION OF BYLAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.