

FINAL

**AMERICAN SOCIETY FOR HISTOCOMPATIBILITY AND
IMMUNOGENETICS
BYLAWS**

ARTICLE I. GENERAL

Section 1. The name of this Society shall be American Society for Histocompatibility and Immunogenetics.

Section 2. The Society shall be incorporated in the State of Missouri as a nonprofit corporation.

Section 3. The purpose of the Society shall be to create a formal organization of workers in the field of immunogenetics, which includes histocompatibility testing. The Society shall provide a strong, unified and accurate voice in matters of mutual interest, act as a forum for exchange of scientific information and advance the development of immunogenetics as a discipline of medicine.

Section 4. In general, the Society shall conduct lawful business or activity in connection with the foregoing or that is calculated directly or indirectly to promote the purposes of the Society. However, no activities may be conducted by the Society, its officers or members, which are not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or successor regulation), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or successor regulation), or by a corporation incorporated pursuant to the provisions of the "Not For Profit Corporation Law" of the State of Missouri.

Section 5. The principal office of this Society shall be in a city/location designated by the Board of Directors, and there may be other offices as may from time to time be designated by the Board of Directors. The fiscal year shall commence on January 1 of each year and end on December 31 of that year. The Society shall have a seal of such design as the Board of Directors may adopt.

Section 6 The rules contained in the current edition of 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 or any policies or procedures adopted by the Board of Directors of the Society.

Section 7. There shall be no discrimination on the basis of color, race, religion, creed, national origin, age, sex, sexual orientation, physical appearance or marital status in decisions concerning eligibility for membership, committee assignments or office, or concerning employment, transfers or promotions of staff, or concerning any other business or activity of the Society.

ARTICLE II. MEMBERSHIP, VOTING RIGHTS AND DUES

Section 1. Categories of Membership. The Society shall consist of Full, Technologist, Student/Fellow, International Associate, Affiliate, Emeritus and Honorary Members.

Section 2. Eligibility for Membership. Any individual or entity active in the field of histocompatibility and/or immunogenetics testing or who/which has demonstrated a major and

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continuing interest in the field shall be eligible to seek membership in the Society. Candidates shall on their own initiative apply for Full, Technologist, Student/Fellow, International Associate, Affiliate or Emeritus membership. The Society on its own initiative shall select candidates for Honorary membership in the Society.

Section 3. Membership Classifications.

Full Members. Doctoral or Non-doctoral individuals who have shown some evidence of continuing active involvement or expertise in a clinical histocompatibility or research laboratory, or in a laboratory performing work related to this field, shall be eligible to apply to become Full Members of the Society. An application for Full membership shall be supported by at least two sponsors who shall be Full Members of the Society.

Technologist Members. Non-doctoral and non-supervisory individuals in the fields of histocompatibility and/or immunogenetics who are not formerly Full Members shall be eligible to apply to become Technologist Members of the Society. Applications for Technologist membership shall be supported by at least two sponsors who shall be Full Members of the Society. Individuals are eligible to maintain Technologist membership for a maximum of five (5) years. A Technologist Member shall be eligible to apply for Full membership at any time s/he satisfies the qualifications for Full membership.

Student/Fellow Members. Individuals involved in, or who have shown interest in, the field of histocompatibility and/or immunogenetics who are not formerly Full Members shall be eligible to apply to become Student/Fellow Members of the Society. An application for Student/Fellow membership shall be supported by at least one sponsor who shall be a Full Member of the Society. Individuals are eligible to maintain Student/Fellow membership for the duration of their status as a student or fellow by providing written documentation of such status from their advisor. A Student/Fellow Member shall be eligible to apply for Full membership at any time s/he satisfies the qualifications for Full membership.

International Associate Members. Individuals not residing or working in North America or a U.S. Territory who are involved in histocompatibility and/or immunogenetics and who are not formerly Full Members shall be eligible to apply to become International Associate Members of the Society. An application for International Associate membership shall be supported by at least one sponsor who shall be a Full Member of the Society.

Affiliate Members. Individuals whose business, organization or association provides products and services, including consulting and marketing services, to the fields of histocompatibility and/or immunogenetics shall be eligible to apply to become Affiliate Members of the Society. An application for Affiliate membership shall be supported by at least one sponsor who shall be a current Full Member of the Society. An Affiliate Member shall be eligible to apply for Full membership at any time he/she satisfies the qualifications for Full membership.

Emeritus Members. Individuals who have been active in the fields of histocompatibility and/or immunogenetics and have contributed to the Society shall be eligible to apply to become Emeritus Members of the Society. To qualify for Emeritus membership, the individual must be retired from all full-time employment and have been a Full Member of the Society more than 15 years.

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Honorary Members. Those individuals who are recognized because of their work as pioneers in the fields of histocompatibility and/or immunogenetics, or who have made significant contributions to the field or to the Society, may be considered for Honorary membership in the Society. Honorary membership may be extended to candidates only upon recommendation of the Membership Committee with the concurrence of the Board of Directors, and followed by approval by a majority vote of the membership by ballot or at the Annual Meeting. Honorary Members shall enjoy for life all the rights and privileges of membership in the Society as established by the Membership Committee with the concurrence of a majority of the full Board of Directors.

Section 4. Application for Membership. Applications for membership shall be reviewed for approval or disapproval by the Chair of the Membership Committee, or designated Membership Committee member, acting under the existing guidelines of the Membership Committee and Board of Directors. Decisions of the Chair of the Membership Committee may be appealed to the Board of Directors.

Section 5. Notification of Membership Application Status. Acting under the existing guidelines of the Membership Committee and Board of Directors, the Chair of the Membership Committee, or designee, shall notify candidates of the status of membership applications submitted (i.e., approved or disapproved) and of selection to be an Honorary member. Unless appealed to the Board of Directors, the decision of the Chair of the Membership Committee, or designee, as to an applicant's proper membership classification shall be final.

Section 6. Duration of Membership. Membership in the Society shall terminate by death, voluntary withdrawal as herein provided or otherwise as provided in these Bylaws. All rights and privileges of a member shall cease upon the termination of membership.

Section 7. Withdrawal, Suspension and Expulsion, Failure to Pay Dues or Assessments

Withdrawal. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon the Society's receipt of such notice, provided that withdrawal shall not extinguish an individual or entity's obligations to the Society which have accrued through the date of withdrawal.

Suspension and Expulsion. For cause, and upon reasonable notice, any member may be suspended or expelled. Sufficient cause for such suspension or expulsion of a member includes, but is not limited to a violation of the Bylaws or any lawful rule or practice duly adopted by the Society, or any other conduct prejudicial to its interest, as determined by the Board of Directors. Suspension shall require a majority vote of the Board of Directors. The duration of the suspension is to be determined by the Board of Directors. Expulsion shall be by two-thirds vote of the entire Board of Directors.

A member proposed for expulsion or suspension shall be invited to appear before the Board of Directors for a hearing only after charges have been presented in writing and delivered to the member by first class or certified mail at least 30 days previous to the meeting. The member may reply in writing and shall be given full opportunity to present a defense before the Board of Directors; the manner of such presentation shall be determined by the Board. No suspension or expulsion shall be effective until five (5) days after any Board action imposing same. An expelled member shall forfeit all rights and privileges in this Society, and a suspended member

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shall forfeit all rights and privileges during the period of the suspension. A suspended member may reapply for membership via new membership application after their suspension time, as determined by the Board of Directors, has expired.

Failure to Pay Dues or Assessments. If a member fails to pay dues or assessments, s/he shall be considered a Former Member. If a membership lapses for more than two consecutive years, a new membership application will be required to reinstate the membership.

Section 8. Voting Privileges. Full and Honorary Members shall each have one vote. Technologist, Student/Fellow, International Associate, Affiliate or Emeritus Members shall have no vote.

Section 9. Eligibility to Hold Office. Only Full or Honorary Members shall be eligible to hold office or serve on the Board of Directors. Technologist, Student/Fellow, International Associate, Affiliate or Emeritus Members shall be ineligible to hold office.

Section 10. Dues and Assessments. Dues amounts shall be determined by the Board of Directors annually according to membership classification. The Board of Directors may, by a two-thirds vote when deemed necessary, impose assessments upon the Membership.

ARTICLE III. MEETINGS OF THE MEMBERS

Section 1. The Society shall hold an annual meeting of the Members at a time and place to be decided by the Board of Directors, for presentation and discussion of materials related to the goals, purposes and interests of the Society. Special meetings of the Members may be called by the Board of Directors.

Section 2. Notice of annual and special meetings shall be sent to the last recorded address of each member at least thirty days and no more than sixty days in advance of the meeting date. The quorum required for meetings of the Members of the Society shall be 50 voting members and in case there is less than this number, the presiding officer may adjourn the meeting as needed until a quorum is present.

Section 3. Members shall not be entitled to vote by proxy. Any action of the members which could be taken at a meeting of the members may, if so determined by the Board of Directors, be taken pursuant to the written consent and/or written ballot procedures set forth in the Missouri Nonprofit Corporation Act ("the Act").

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Members.

The Board of Directors shall be elected by and from among the Full and Honorary Members of the Society. The Board of Directors shall consist of the Executive Officers, namely the President, Vice-President of Operations, President-Elect, Secretary, Treasurer and Immediate Past-President, together with nine At-Large Directors, at least five of whom shall have earned doctoral degrees and at least one (1) of whom lives and works outside the United States and is not a U.S. citizen. Each Director shall have one vote on all matters submitted to a vote of the Board of Directors.

Section 2. Duties.

The Board of Directors shall be the active governing body of the Society responsible for accomplishing the established goals and objectives of the Society. The Board of Directors shall maintain and adhere to a “Standing Policies and Procedures Manual”, be responsible for long-range planning as put forth by a documented, ongoing Strategic Plan, and have oversight of committee functions. The Board of Directors shall conduct the business and manage the assets of the Society to accomplish the Society’s goals and objectives.

Section 3. Meetings.

The Board of Directors shall hold sufficient regular meetings to carry out its duties. Special Board of Directors meetings may be called by the President or Vice-President of Operations or upon request by a majority of the Directors. Notice of meetings of the Board of Directors shall be given at least two days in advance of the meeting. The President shall preside at all meetings of the Board, or in his/her absence shall appoint another Executive Officer to preside. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors. Regular and special meetings may be held in person (i.e., face-to-face), by telephone conference call, or by any other communication technology permitted by the Act. Directors may not vote by proxy.

Section 4. Quorum.

Eight Directors, at least one of whom shall be a member of the Executive Committee, shall constitute a quorum for meetings of the Board of Directors.

Section 5. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by the unanimous written consent of the entire Board of Directors.

Section 6. Absences, Resignation, Removal and Vacancies.

Any Director unable to attend a meeting shall in advance notify the President or Vice-President of Operations in writing, stating the reason for his/her absence. If a Director is absent from three consecutive Board of Directors meetings for reasons that the Board of Directors fails to declare to be sufficient, his/her resignation may be deemed to have been tendered and accepted if so voted by a majority of the remaining Directors.

Any Director may resign by providing written notice of resignation to the President or, in the case of the resignation of the President, to the President-Elect. Any Director may be removed, with or without cause, by a vote of the members at a meeting called for that purpose.

Any vacancies that may occur among the Directors (with the exception of the President), by reason of death, resignation, removal or otherwise, shall be filled by a majority vote of the Board of Directors. The person selected by the Board of Directors shall serve until the next annual election, at which time the membership shall elect a successor to complete the remaining term. The President-Elect shall fill a vacancy in the office of President.

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Section 7. Executive Committee of the Board of Directors.

The Executive Committee of the Board of Directors (Executive Officers) shall have six (6) members: President, Vice-President of Operations, President-Elect, Secretary, Treasurer and Immediate Past-President.

The Executive Committee shall act for the Board of Directors in any urgent matters, with such actions then reported to the Board at the earliest opportunity.

Meetings of the Executive Committee may be called by the President or Vice-President of Operations, and meetings shall be called upon written request of three members of the Executive Committee. The President or, in his/her absence a designee, shall preside at all meetings of the Executive Committee. The act of a majority of the Executive Committee members present at a meeting at which at least four members of the committee are present shall be the act of the Executive Committee. The Executive Committee is to report its acts to the Board of Directors, which may choose to make such acts known to the membership.

ARTICLE V. EXECUTIVE OFFICERS, AT-LARGE DIRECTORS AND STAFF OF THE SOCIETY

The Executive Officers of the Society are the President, Vice-President of Operations, President-Elect, Secretary, Treasurer and Immediate Past-President. Each Executive Officer shall perform the duties prescribed by these Bylaws and by the Board of Directors under the parliamentary authority adopted by the Society.

Section 1. President.

The President is the chief Executive Officer of the Society. The President has the powers and the duties assigned to this office as well as others assigned to him/her by the Board of Directors. The President shall preside at meetings of the Society. S/he shall also, at the annual meetings and at such other times as s/he shall deem proper, communicate matters to the membership or to the Board of Directors as may in his/her opinion tend to promote the welfare and increase the usefulness of the Society. The President may designate the President-Elect or Immediate Past-President to perform his/her duties, in the event of temporary disability or absence.

The President shall hold an earned doctoral degree, have at minimum five years experience in the field of histocompatibility and immunogenetics, have served as President-Elect during the prior year and have served on the Board of Directors for a minimum of two years. The President's term is one year, following which s/he shall automatically succeed to the office of Immediate Past-President.

Section 2. Vice-President of Operations.

The Vice-President of Operations assists the President in the general operations of the Society and in providing direct oversight to the Board of Directors. S/he works directly with the President to facilitate planning and development and, in concert with the President and the Board of Directors, establishes the strategic objectives of the Society. The Vice-President of Operations is responsible for

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adherence to, and the efficient and timely accomplishment of, the goals and objectives set out by the Society's strategic plan.

The Vice-President of Operations shall be an individual who does not hold an earned doctoral level degree and has a minimum of five years of experience in the field of histocompatibility and immunogenetics. This individual shall have served on the Board of Directors for a minimum of two years. The term of the Vice-President of Operations is three years.

Section 3. President-Elect.

The President-Elect shall assist the President and Vice-President of Operations as necessary in the general operations of the Society and oversight of the Board of Directors. If the office of the President should become vacant between elections, the President-Elect shall automatically fill the vacancy.

The President-Elect shall hold an earned doctoral degree, have a minimum of five years experience in the field of histocompatibility and immunogenetics and have served on the Board of Directors for a minimum of one year. The term of the President-Elect is one year, following which s/he shall automatically succeed to the office of President.

Section 4. Secretary.

The Secretary shall give notice of all meetings of the Society and have records kept of their proceedings. In the case of the absence of the Secretary, the presiding officer will designate another responsible party to perform the duties of the Secretary. The Secretary shall assist the Board of Directors in communicating with the membership and shall keep or cause to be kept a list of members; prepare or cause to be prepared an annual report of the transactions and conditions of the Society; distribute or cause to be distributed a list of committee assignments to all members following the annual meeting. Functions of the office of Secretary may be delegated by the Board of Directors to the Society's professional staff.

This Secretary shall have a minimum of three years experience in the field of histocompatibility and immunogenetics. The Secretary's term is three years.

Section 5. Treasurer.

The Treasurer shall keep or cause to be kept an account of all monies received and expended and shall make or cause to be made those disbursements authorized by the Board of Directors and such officers as the Board of Directors may prescribe. S/he shall make a report at the annual meeting. The funds, books and vouchers in his/her hands shall, at all times, be subject to verification and inspection by the Board of Directors. At the expiration of his/her office, the Treasurer shall deliver over to his/her successor, or, in the absence of Treasurer-Elect, to the President, all Society books, money and other property. Functions of the office of Treasurer may be delegated by the Board of Directors to the Society's professional staff.

This Treasurer shall have a minimum of three years of experience in the field of histocompatibility and immunogenetics. The Treasurer's term is three years.

Section 6. Immediate Past-President.

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The Immediate Past-President's role will be that of advisor and consultant to the Board of Directors. S/he serves as the Program Chair for the annual meeting of the Society that occurs during his/her term of office. The term of the Immediate Past-President is one year.

Section 7. At-Large Directors.

At-Large Directors function as part of the governing body responsible for accomplishing the objectives of the Society. Directors are responsible for participation in long-range planning as put forth by the strategic plan and in the development of policies and programs to accomplish the purposes of the Society. The Directors' responsibilities include direct oversight of their assigned committee(s) and regular reporting to the Board of Directors on activities undertaken by the committees.

At-Large Directors shall have a minimum of three years experience in the field of histocompatibility and immunogenetics. In addition, all candidates for the Board of Directors must have demonstrated at least three years of commitment to forwarding the Society's strategic goals. At-Large Directors will be elected on a staggered schedule and in a manner that ensures that there are at least five individuals with an earned doctoral degree. The term of At-Large Directors is three years.

Section 8. Resignation and Removal.

A person who has been removed from the Board of Directors by a vote of the members shall, if an Executive Officer, also be considered to have been removed from that office. An Executive Officer who resigns from office shall also be deemed to have resigned from the Board of Directors.

Section 9. Executive Director and Management Group.

The Board of Directors may delegate responsibility for day-to-day administration and management of the Society to a person or company who or which shall serve, subject to review by the Board of Directors, as Executive Director and/or management group of the Society.

ARTICLE VI. ELECTIONS

Section 1. Nominations.

All nominees shall be Full or Honorary Members of the Society who meet the qualifications specified in these Bylaws.

1. Composition and Duties of the Nominations Committee.

The Nominations Committee shall consist of the Immediate Past-President, the President-Elect, the Vice President of Operations and all Executive Officers and At-Large Directors whose terms will expire at the close of the next Annual Meeting of the members, provided, however, that no Director who is standing for re-election may serve on the Nominations Committee. The President-Elect will chair the Nominations Committee. The Candidate(s) shall submit a signed statement of his/her willingness to serve. Giving consideration to candidates suggested by the membership, the Nominations Committee shall arrive at a final slate of nominations with at least one nominee for each vacancy and shall construct the ballot to be used for the election.

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2. Nominations by Petition from the Membership.

The Secretary or designee will receive nominations by petition for Directors through the date nominations close, i.e., 120 days prior to the Annual Meeting. Nominees must meet all the qualifications for the office for which they are being nominated, and such nominations from the membership must be endorsed with the names of not fewer than ten Full or Honorary Members of the Society. The Candidate(s) shall submit a signed statement of his/her willingness to serve. The Secretary or designee shall forward all qualified nominations by petition to the Nominations Committee following the deadline for receiving nominations. All valid nominations by petition from the membership shall be included on the ballot.

Section 2. Ballot for Election.

1. Construction of Final Ballot.

The Nominations Committee shall construct a ballot containing all valid nominations from the Nominations Committee and the membership. This official ballot shall be submitted in writing to the Secretary or designee.

2. Content of Ballot.

To facilitate continuity on the Board, the Secretary and Treasurer terms shall be staggered so these officers do not rotate on and off the Board in the same year. The ballot shall list the nominations for the following offices:

- (a) President-Elect;
- (b) Vice-President of Operations (if the current term of office is expiring);
- (c) Secretary (if the current term of office is expiring);
- (d) Treasurer (if the current term of office is expiring);
- (e) At-Large Members of the Board of Directors (for whichever Director's term is expiring);
- (f) Directors for any vacant position then open or which had been filled by a vote of the Board of Directors during the preceding year (for the unexpired term of the vacant position).

3. Ballot Process.

The Secretary or designee shall oversee the balloting process. At least 90 days before the Annual Meeting, an official ballot will be sent to all Full and Honorary Members of the Society, to the member's last recorded address on the rolls of membership. The balloting procedure will be so constructed that the ballot will be a true secret ballot. To be valid, the Secretary or designee must receive completed ballots at least 45 days before the Annual Meeting.

Section 3. Counting Ballots.

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Tellers to count the ballots will be appointed by the Board of Directors. The tellers will certify results of the balloting to the Secretary. Each candidate shall be notified of the election results within two weeks of the date the ballots are counted. Results of the election (without the number of votes cast for each candidate) will be announced at the Annual Meeting. In the event there is no Annual Meeting, the results shall be published in the first issue of the Society's newsletter following the election.

Section 4. Requirements to Elect.

Election of Officers or Board Members shall be by majority vote of the members eligible to vote and voting. In the event that no majority is obtained by ballot for a particular office, the following procedures shall be followed:

- (a) If only two people are running for an office and a tie exists between them, the issue will be settled by a runoff election.
- (b) If more than two people are running for an office and no candidate has a majority vote, the candidate receiving the plurality of the vote will be declared the winner. If there is a tie vote among the candidates, the issue will be settled by a runoff election.

Section 5. When Terms Begin and End.

Executive Officers' and At-Large Directors' terms shall begin at the close of the Annual Meeting, and end when their successors replace them. The President shall become Immediate Past-President upon the accession of the President-Elect to the office of President. If no officer is elected to a certain position, the current officer shall continue his/her office until an election can be arranged. In the event that no Annual Meeting is scheduled for the months of October, November or December, the time frames referenced to the date of the Annual Business Meeting shall be based on November 15 of the respective year.

Section 6. Number of Terms.

No Executive Officer or At-Large Director may serve more than two consecutive terms in the same office. The sequence from President-Elect to President to Immediate Past-President shall be construed as one term of office. Officers and At-Large Directors having served two consecutive terms of an office may be re-elected to the same office after being out of that office for one term. There shall be no restriction for officers being elected to a different office immediately consecutive to their term. Persons who fill a vacancy and serve for less than one-half the usual term for that office may run for re-election as if they have never held the office. No individual shall hold more than one elected office at a time.

ARTICLE VII. COMMITTEES

Section 1. The Board of Directors shall establish such standing or special committees or subcommittees as may be required by the Bylaws, or as they may find necessary. Committees may also appoint subcommittees to help them in completing their duties.

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Section 2. Each committee and subcommittee shall have at least three (3) members, one of whom shall serve as Chair and one shall serve as Vice-Chair. Unless designated otherwise in these Bylaws, the Board of Directors shall appoint Committee Chairs and Vice-Chairs. Each committee may adopt its own rules and procedures, provided that such are consistent with these Bylaws and the Society's rules and procedures adopted by the Board of Directors.

Section 3. Unless designated otherwise in these Bylaws, committee members shall be appointed by the Committee Chair and approved by the Board Member with oversight of the committee to a three-year term, taking into account the desire of persons who volunteer to serve on a committee. Unless designated otherwise in these Bylaws, Committee Chairs and Vice-Chairs shall be appointed by the Board of Directors to a three year term taking into account (a) recommendations from the Board Member with oversight of the committee, and (b) desire of the persons to serve in such a capacity. Each term shall begin at the close of the Annual Meeting and end when the successors take over. In the event that no Annual Meeting is scheduled for the months of October, November or December, the time frames referenced to the date of the Annual Meeting shall be based on November 15 of the respective year. An effort should be made to rotate committee membership in such a way that one-third of the members will change on each committee each year. All Committee Chairs, Vice-Chairs and committee members must be Society members in good standing.

ARTICLE VIII. ACCREDITATION PROGRAM

Section 1. Purpose.

The purpose of the Accreditation Program shall be to promote quality laboratory practice in histocompatibility and immunogenetics through the objective and consistent evaluation of compliance with ASHI Standards.

Section 2. Duties.

Laboratory Evaluations: The program personnel shall evaluate the compliance of laboratories with ASHI Standards and shall have the authority to conduct laboratory inspections and issue accreditation in the Society's name to laboratories compliant with the Standards.

Contracts/Agreements: The program personnel shall maintain contracts/agreements for performing laboratory evaluations for other organizations and agencies.

Operations Manual: The program personnel shall maintain the Accreditation Program Operations Manual that outlines the personnel and operations of the program.

ARTICLE IX. CONFLICT OF INTEREST AND CONFIDENTIALITY AGREEMENTS

Section 1. A conflict of interest statement and confidentiality agreement must be signed by each individual Officer, At-Large Director, Committee Chair and Vice- (Co-) Chair, Accreditation Review Board member, Accreditation Inspector, and Executive Office Staff member annually and updated as required. These signed and dated documents will be kept on file at the Society's Executive Office and

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shall be a prerequisite to holding said office/position. No Officer, At-Large Director or Committee Member shall vote on any matter or take any action that would involve a conflict of interest.

Section 2. Whenever an Officer, At-Large Director or Committee Member has cause to believe that a matter to be voted upon would place himself or herself in a conflict or possible conflict of interest position, he or she shall announce the conflict or possible conflict of interest and shall abstain from voting on such matter. The question of whether any actual conflict exists shall be decided by a majority vote of the Board of Directors or Committee. Any Board Member or Committee Member may raise a question of conflict of interest or possible conflict of interest with respect to another Member present. The question of whether an actual conflict of interest exists shall be decided by a majority vote of the Board of Directors or Committee. Decisions of committees on conflicts of interest are subject to review by the Board of Directors. Minutes of Board of Directors or Committee votes on conflicts of interest shall be retained in the Society's permanent records.

ARTICLE X. INDEMNIFICATION AND INSURANCE

The Society shall, to the fullest extent permitted by the Act and by the Internal Revenue Code of 1986, as amended, defend and indemnify any person who is or was an officer, director, employee or agent of the Society from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, director, employee or agent. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Society against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

ARTICLE XI. AMENDMENT OF BYLAWS

Section 1. Proposal of Amendments.

To amend the Bylaws, amendments may be proposed to the Board of Directors by the Bylaws Committee. Additionally, amendments may originate from the voting membership, in which case they must be proposed in writing to the Board of Directors by five (5) members of the Society and shall be reviewed by the Bylaws Committee. Amendments proposed shall then be voted on by the membership in a manner designated by these Bylaws, as determined by the Board of Directors.

Section 2. Notification of Membership.

1. Amendment(s) shall be submitted to the membership with a minimum of the following information:
 - (a) The rationale clearly explaining the pros and cons of the issue under consideration,
 - (b) A copy of the section being amended, i.e., how the section reads currently, if there is one in the Bylaws,

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- (c) A copy of the proposed amendment, i.e., how the section will read with the changes implemented,
 - (d) Where the amendment originated, i.e., membership, committee, Board of Directors, parliamentarian, etc., and
 - (e) The recommendations of the Bylaws Committee on the proposed amendment.
2. A copy of the proposed amendment(s) shall be communicated to each member eligible to vote. The communication shall take place at least thirty (30) days prior to the date the vote on the amendment will be counted.

Section 3. Accepted Voting Methods.

1. The Board of Directors and Bylaws Committee shall select which method of voting is to be used for each amendment submitted to the membership - vote by mail ballot, electronic mail ballot (if permitted under the Act), vote at Annual Meeting or combination of the three. Each eligible member shall have only one (1) vote on each amendment. In the event no consensus on voting method is reached by the Board of Directors and Bylaws Committee, the amendment shall be presented at the next Annual Meeting.
2. Before a vote by any accepted method can be taken on a proposed amendment(s), the membership shall be provided an opportunity to discuss the amendment(s) at the Annual Meeting or, if recommended by the Bylaws Committee, at an open bylaws discussion or forum. This may be accomplished by use of a scheduled meeting or open public comment period.
3. Voting methods should be utilized to provide timely updates in Bylaws and to maximize participation from the membership. Voting methods available to the Society are as follows:
 - (a) **Vote by Mail Ballot.**
 - (1) Ballots shall be mailed to members with amendment(s) in accordance with "Section 2. Notification of Membership". The ballots should be returned within thirty (30) days, and ballots shall be counted and certified by the same procedures as for the annual election of Officers and At-Large Directors.
 - (2) The proposed amendment(s) shall require for its (their) adoption (a) an affirmative vote of two-thirds (2/3) of the ballots returned, and (b) return of at least one-tenth (1/10) of the ballots mailed to the members eligible to vote.
 - (3) Results of the balloting shall be published within ninety (90) days of the official date the ballots are to be returned. The Society's official publication or a separate mailing shall be used to notify members of the outcome.
 - (4) If the amendment is approved, the amendment shall go into effect the first day of the month following publication of the results of the balloting.

- (b) **Vote by Electronic Ballot or Other Secure Technologies**

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- (1) If permitted under the Act, ballots with amendment(s) shall be available to members via electronic submission or any other secure technology as may arise in accordance with “Section 2. Notification of Membership”. The ballots should be submitted within thirty (30) days, and ballots shall be counted and certified by the same procedures as for the annual election of Officers and At-Large Directors.
- (2) The proposed amendment(s) shall require for its (their) adoption (a) an affirmative vote of two-thirds (2/3) of the ballots submitted, and (b) submission of at least one-tenth (1/10) of the ballots available electronically or by any other secure technology to the members eligible to vote.
- (3) Results of the balloting shall be published within ninety (90) days of the official date the ballots are to be submitted. The Society's official publication or a separate electronic mailing shall be used to notify members of the outcome.
- (4) If the amendment is approved, the amendment shall go into effect the first day of the month following publication of the results of the balloting.

(c) Vote at Annual Meeting.

- (1) Vote shall be taken at the Annual Meeting at which a quorum is present.
- (2) The proposed amendment(s) shall require for its (their) adoption an affirmative vote of two-thirds (2/3) of the votes cast.
- (3) Results of the balloting shall be published within ninety (90) days of the official date the amendment was voted upon. The Society's official publication or a separate mailing shall be used to notify members of the outcome.
- (4) If the amendment is approved, the amendment shall go into effect the first day of the month following publication of the results of the balloting.