ARTICLE I
Definitions

Section 1.

Board. Wherever used herein, the term "Board" shall refer to the Board of Directors of the American College of Histocompatibility and Immunogenetics as defined in Article VI, Section 1.

Director. Wherever used herein, the term "Director" shall refer to a member of the Board of Directors.

Dean. Wherever used herein, the term "Dean" shall refer to the chairman of a committee.

Registry. Wherever used herein, the term "Registry" shall refer to the American Registry of Histocompatibility and Immunogenetics.

Society. Wherever used herein, the term "Society" shall refer to the American Society for Histocompatibility and Immunogenetics (ASHI).

Certified Individual. Wherever used herein, the term "Certified Individual" shall refer to a person holding a certificate of competency in Histocompatibility and Immunogenetics, or any sub areas or levels thereof which has been awarded by the American College of Histocompatibility and Immunogenetics.

Histocompatibility and Immunogenetics. The laboratory science of histocompatibility and immunogenetics is concerned with the study of genetic polymorphism in healthy subjects and patients in relation to the development, performance and interpretation of tests for histocompatibility and other applications in medicine and biology.

College. Wherever used herein, the term "College" shall refer to the American College of Histocompatibility and Immunogenetics (ACHI).

Associate. Wherever used herein, the term “Associate” refers to an individual who passes the Diplomate examination. This individual can NOT yet direct an ASHI-accredited laboratory. This individual will be issued a certificate of board certification.

Affiliate. Wherever used herein, the term “Affiliate” refers to an individual who has an MD license current in the US (with appropriate board certification) and passes the portfolio process and oral interview. This individual can direct an ASHI-accredited laboratory and will be issued a letter & certificate of approval.

OR

An individual has another HHS approved board certification (other than the ABHI/ACHI Diplomate certification) or international directors approved without board certification who pass the portfolio process, and oral interview.

Fellow. Wherever used herein, the term “Fellow” refers to an individual who passes the Diplomate exam, portfolio process, and oral interview. This individual can direct an ASHI-accredited laboratory and will be issued a letter & certificate of approval.
ARTICLE II

Name

The official name and title by which the corporation shall be known is the American College of Histocompatibility and Immunogenetics (ACHI).

ARTICLE III

Purposes

Section 1. Purposes Stated in Articles. The purposes of this corporation shall be those nonprofit purposes stated in the articles of incorporation, as may be amended, including:

A. To implement the educational and competency standards established by the Society for laboratory personnel by means of certification.

B. To define and promote laboratory work in histocompatibility and immunogenetics as an occupation in the public sector.

C. To examine individuals at the pre-doctoral and post-doctoral levels and to issue certificates of competency to successful applicants in the name of the College.

D. To maintain a registry of certified individuals and to disseminate other information by publications or other means.

E. To promote continued professional growth and to document such activity.

Section 2. IRS Exemption Statement. This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

"Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

ARTICLE IV

Offices and Records

Section 1. Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the corporation in the State of Missouri shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provision of law. Unless otherwise permitted by law, the address of the registered office of the corporation and the address of the business office of the registered agent shall be identical.

Section 2. Corporate Offices. The corporation may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the corporation may require.

Section 3. Records. The corporation shall keep at its registered office, or principal place of business, original or
duplicate books in which shall be recorded the amount of its assets and liabilities, and the names and places of
residence of its officers and Directors, and from time to time such other or additional records, statements, lists, and
information as may be required by law or these Bylaws.

Section 3. Inspection of Records. A member, if S/he is entitled and demands to inspect the records of the corporation
pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and
customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of
the corporation. A member may delegate the right of inspection to a certified or public accountant on the condition, to
be enforced at the option of the corporation, which the member and accountant agree with the corporation to furnish to
the corporation promptly a true and correct copy of each report with respect to such inspection made by such
accountant. No member shall use, permit to be used or acquiesce in the use by others of any information so obtained to
the detriment competitively of the corporation, nor shall he furnish or permit to be furnished any information so
obtained to any competitor or prospective competitor of the corporation. The corporation as a condition precedent to
any member's inspection of the records of the corporation may require the member to indemnify the corporation,
in such manner and for such amount as may be determined by the Board, against any loss or damage which may be
suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such
member of information obtained in the course of such inspection. All such inspections shall be at no cost to the
corporation.

ARTICLE V

Officers

Section 1. Officers. The officers of the corporation shall be a Chancellor, who shall be a member of the corporation,
Chancellor-Elect, and the Immediate Past Chancellor, a Bursar, a Secretary and such other officers as the Board may
determine.

Section 2. Election/Appointment. The officers of the corporation, who shall be elected or appointed by the Board of
Directors of the Society, shall be ACHI certified CHS or Associate/Diplomate level and active members of the Society.

Section 3. Term of Office. The Chancellor, Chancellor-Elect, and Immediate Past Chancellor each shall hold office at
the pleasure of the Board of Directors of the Society for a term of one (1) year which will terminate at the annual
meeting of the Board one (1) year succeeding election or appointment or upon removal as herein set forth. The
Chancellor, and Chancellor-Elect are elected officials, with the Chancellor-Elect becoming the new Chancellor at the
end of the term. The Chancellor becomes the Immediate Past Chancellor upon the accession of the Chancellor-Elect to
the office of Chancellor. To be consistent with the term of office for other officers, sequences of three (3), one (1) year
terms are construed as one (1) term of office. The sequence is Chancellor-Elect to Chancellor to Immediate Past
Chancellor.

The Secretary and Bursar of the corporation shall hold office at the pleasure of the Board of Directors of the Society for
a term of three (3) years which shall terminate at the annual meeting of the Board held three (3) years succeeding
election or appointment or upon removal as herein set forth with the option of renewal for another three (3) year term.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors of the Society may be
removed by the Board of Directors of the Society with or without cause by a vote of the majority of the Board of
Directors of the Society.

Section 5. Chancellor. The Chancellor shall be the chief executive officer of the corporation with such general
executive powers and duties of supervision and management as are usually vested in the office of the chief executive
officer of a corporation and s/he shall carry into effect all directions and resolutions of the Board. S/he shall preside at
all meetings of the Board at which s/he may be present.

S/he shall execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the
corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the
corporation.

S/he shall make contributions to and publish a periodic newsletter to keep certified individuals at the pre-doctoral and post-doctoral levels informed of the activities of the ACHI committees, ACHI approved continuing education programs, and other topics of interest.

S/he shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

Section 6. Chancellor-Elect. If the Chancellor is absent or unable to act as Chancellor, the Chancellor-Elect shall perform the duties and exercise the powers of the Chancellor, and shall perform such other duties as the Board shall from time to time prescribe.

Section 7. Immediate Past Chancellor. The Immediate Past Chancellor will provide continuity and support to the Chancellor and to the Board. The Immediate Past Chancellor shall perform other duties as the Board shall prescribe.

Section 8. Secretary. The Secretary shall attend all meetings of the Board and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The minutes of this meeting shall be distributed to all members of the Board 30 days after the meeting for review and approval. S/he shall periodically review the material on the website for currency, accuracy and relevancy. S/he shall perform like duties for any standing committees when requested by the Board or any such committee to do so.

S/he shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or home office of the corporation in Missouri or elsewhere, are so maintained.

S/he shall ensure that the seal of the corporation is in safe custody at the corporate headquarters, and duly authorize that is be affixed to any instrument requiring it.

S/he shall perform such other duties and have such other authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board or the Chancellor of the College, under whose direct supervision s/he shall be.

S/he shall have the general duties, powers and responsibilities of a secretary of a corporation.

Any assistant secretary appointed by the Board, in the absence, disability or inability of the Secretary to act, may perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other authority as the Board may from time to time prescribe.

Section 9. Bursar. The Bursar shall oversee the safekeeping of the funds and securities of the corporation, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep, or cause to be kept, all other books of account and accounting records of the corporation. S/he shall oversee deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board or by any officer of the corporation to whom such authority has been granted by the Board.

S/he shall oversee disbursement of the funds of the corporation as may be ordered, or authorized generally, by the Board, and shall render to the chief executive officer of the corporation and the Directors whenever they may so require, an account of the budget and of the financial condition of the corporation.

S/he shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

S/he shall have the general duties, powers and responsibility of a Bursar of a corporation, and shall, unless otherwise provided by the Board, be the chief financial and accounting officer of the corporation.
Any Assistant Bursar appointed by the Board, in the absence, disability or inability to act of the Bursar, may perform the duties and exercise the powers of the Bursar, and shall perform such other duties and have such other authority as the Board may from time to time prescribe.

Section 10. Executive Director. An Executive Director (or an equivalent title) shall be appointed by the Board of Directors and shall be a non-voting member of the Board. The Executive Director (or an equivalent title) shall have such duties and have such authority and responsibility as the Board and management company may from time to time prescribe. The Executive Director (or an equivalent title) shall perform the following: (a) Develop, promote and operate a program for recertifying individuals who wish to maintain active certification status at three (3) year intervals following initial certification. (b) Maintain a computerized record of credits for Registry Participants. (c) Maintain and publish a registry of Certified ACHI Diplomates. (d) Maintain and publish a registry of Certified Histocompatibility Associates (CHA), Certified Histocompatibility Technologists and Certified Histocompatibility Specialists (CHS). (e) In cooperation with the CHA/CHT/CHS Continuing Certification Committee and the Director Continuing Certification Committee, provide approval of content with regard to educational programs that the committee considers for continuing education credits. (f) When disputes/cases arise, the Executive Director (or an equivalent title) will have the ability to call on the Judiciary Committee and/or a minimum of three (3) Board members, with no prior involvement with the case at hand, for help with resolution.

Section 11. Duties of Officers may be Delegated. The Board may delegate some or all of the functions, duties and powers of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board concurs therein.

ARTICLE VI

Directors

Section 1. The Board of Directors shall consist of the Executive Officers and the Deans of the standing committees.

Section 2. Election. Officers shall be elected or appointed as described in Article V, Section 2. Other members of the Board will be the Deans of the standing committees. The Deans of all committees will be appointed by the Board of Directors of the Society.

Section 3. Term of Office. With the exception of Chancellor, Chancellor-Elect, Immediate Past Chancellor, who have terms of one (1) year, the term of each Director shall be three (3) years, which terms shall begin at the Board of Directors meeting closest to the annual meeting of the Society following their appointment. A Director may be reelected or reappointed for one additional three (3) year term.

Section 4. Duties and Powers. The property and affairs of the corporation shall be controlled and managed by the directors, acting as the Board. The Board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the articles of incorporation or these Bylaws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes; provided, however, that the following terms are met. The Board shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a not-for-profit corporation organized under the laws of the State of Missouri. None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation. All income and property of the corporation shall be applied exclusively for its not-for-profit purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the corporation shall benefit any Director, Officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the corporation.
Section 5. Meetings. The Board shall meet at least annually in conjunction with the Society’s annual meeting or other national meeting upon which a majority of the Board shall agree. Notice of an annual meeting shall be given to each elected Director not less than five (5) days before the date of the annual meeting. Regular meetings may be held at such times as the Board may from time to time determine. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, provided the Directors or committee members have been notified in advance of the agenda for the meeting and the anticipated length of the conference call.

The Chancellor shall preside at each meeting. In the absence of the Chancellor, the Chancellor-Elect shall preside. If neither are present, a member of the Board shall be chosen Chancellor of the meeting by the majority of the Directors present and shall preside.

Section 6. Committees. The Board shall have standing committees and ad hoc committees, which shall consist of such members, and have such powers and duties, as are hereinafter set forth. The Dean of all committees shall be ACHI certified CHS or Associate/Diplomate (exception being the Dean of the Portfolio Committee who must be certified ACHI Affiliate or Fellow) and appointed by the Chancellor with the advice and consent of the Directors. All committees may choose to appoint Vice-Deans as per recommendation of the Dean to the Board and serve as future Deans. Based on need, the Chancellor of the college with the advice and consent of the Directors may waive this requirement and appoint an ACHI certified CHT with five (5) or more years of histocompatibility experience as a committee Dean. In addition, the Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall have and exercise the authority of the Board in the management of the corporation to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him/her by law. All outgoing Deans may be requested to remain in an advisory capacity for one year on their committee.

The ACHI Board of Directors, ACHI officers, and any individual serving as an ACHI Committee member is obliged to uphold the philosophy, purpose, and goals of the corporation. Any breach of confidentiality may be grounds for removal by the Board with a majority vote. If removed, the individual will not be allowed to serve on any ACHI committees, and may result in loss of certification, depending on severity of the breach.

Other committees not having the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board.

A. Executive Committee. The Executive Committee shall be comprised of the Chancellor, Chancellor-Elect, Immediate Past-Chancellor, Secretary, Bursar and Executive Director. The Chancellor or Designee shall preside at meetings of the committee. Minutes of the proceedings shall be subject to review by the whole Board. The duties of the Executive Committee shall be to act on procedural and policy matters during intervals between meetings of the Board or any matters as are referred to it by the Chancellor. The Board shall ensure the operation of a program for the following:(a) Recertifying individuals who wish to maintain active certification status at three (3) year intervals following initial certification;(b) Ensure maintenance of a computerized record of credits for CHA/CHT/CHS Registry Participants (c) Ensure maintenance and publishing of a registry of Certified ACHI Diplomates; (d) Facilitate provision for the approval of content in regards to educational programs for continuing education credits. Certification will be for a period of years to be decided by the Board. At the end of the stated period, renewal of the certificate will be by re-examination or by submission of continuing education credits.

B. CHA/CHT/CHS Credentials Committee. The Credentials Committee shall consist of minimally a Dean. The Dean of the Credentials Committee shall be appointed by the Chancellor with the approval of the Directors. The term of office for appointments to the committee shall be three (3)
years. Completing another member’s term will be considered as having served one (1) term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Executive Committee. During the third year of the term (or the sixth year if serving a second term) a Vice Dean will be appointed to ensure a one (1) year overlap for training. If the Dean is unable to complete the term of office, the Vice Dean will be appointed by the Dean to complete the term. The Dean and Vice Dean will be a certified CHS. The Credentials Committee shall investigate and determine the eligibility of applicants for examination. This committee shall not have the power itself to grant or issue any certificate. When disputes/cases arise, the Dean will have the ability to call on the Judiciary Committee and/or a minimum of three (3) Board members who have no prior involvement with the case at hand, for help with resolution.  

C. **CHA/CHT/CHS Examinations Committee.** The Examinations Committee shall consist of a Dean and a Vice Dean and of at least seven (7) and no more than twelve (12) members. The Dean of the CHA/CHT/CHS Examinations Committee shall be appointed by the Chancellor with the approval of the Directors. The members of the CHA/CHT/CHS Examinations Committee shall be appointed by the Dean of the committee. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Dean, with equitable numbers of members rotating on and off the committee each year. Members shall include certified individuals in each subarea or level in which examinations are offered. If a member other than the Dean is unable to complete the term of office, a new member will be appointed by the Dean to complete the term. Completing another member’s term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Executive Committee. The CHA/CHT/CHS Examinations Committee shall be responsible for determining the content and passing scores for examinations and for the administration of the examinations at intervals as are determined by the Board. The results of examinations and their validation shall be recorded by the committee and made available to the Board.  

D. **Director Credentials Committee.** The Credentials Committee shall consist of minimally a Dean who shall hold a doctorate degree and have been certified at the doctoral level as Diplomates of the American College of Histocompatibility and Immunogenetics. The Dean of the Credentials Committee shall be appointed by the Chancellor with the approval of the Directors. The term of office for appointments to the committee shall be three (3) years. Completing another member’s term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Executive Committee. During the third year of the term (or the sixth year if serving a second term), a Vice Dean, who shall hold a doctorate degree and have been certified at the doctoral level as Fellows of the American College of Histocompatibility and Immunogenetics, will be appointed to ensure a one (1) year overlap for training. If the Dean is unable to complete the term of office, a Vice Dean will be appointed by the Dean to complete the term. The Director Credentials Committee shall investigate and determine the eligibility of applicants for examination. This committee shall not have the power itself to grant or issue any certificate. When disputes/cases arise, the Dean will have the ability to call on the Judiciary Committee and/or a minimum of three (3) Board members who have no prior involvement with the case at hand, for help with resolution.  

E. **Director Examination Committee.** The Director Examination Committee shall consist of a Dean and a Vice Dean and at least seven (7) and no more than twelve (12) members and serve a four (4) year term of office with approximately one half (1/2) of the members terms expiring every two years. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Board. Members shall be individuals who hold doctorate degrees and have been certified at the doctoral level as Fellows of the American College of Histocompatibility and Immunogenetics. The Dean of the Director Examination Committee shall be appointed by the Chancellor with the approval of the Directors. The Director Examination Committee shall be responsible for determining the content and passing scores for
examinations and for determining the administration of examinations at intervals with the approval of the Board. The results of examinations and their validation shall be recorded by the committee and made available to the Board.

F. **Judiciary Committee.** Notwithstanding any provisions of the preceding sections of this Article or of any other Article of the Bylaws authorizing, permitting, or contemplating the exercise of any power or the making of any decision, finding, or determination of the Credentials and Examinations Committees or any other committee, the Judiciary Committee shall have final authority to prescribe, determine and decide all disputed matters and questions relating to or arising under any of the provisions of these Bylaws, unless overturned by two-thirds vote of the Board. The Judiciary Committee shall consist of minimally a Dean. The Dean of the committee shall be appointed by the Chancellor with the approval of the Directors. The term of office for appointments to the committee shall be three (3) years. The rotation shall be determined by the Dean. Completing another member’s term will be considered as having served one term. Members may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the executive committee. During the third year or the sixth year of the term (if serving a second term), a Vice Dean will be appointed so there will be a one (1) year overlap for training. The Vice Dean of the Judiciary Committee shall be appointed by the Dean of the committee with approval from the Board. When disputes/cases are referred to the Judiciary Committee, the Dean will have the ability to call on a minimum of three (3) Board members who have no prior involvement with the case at hand, for help with resolution.

G. **Financial Committee.** The Bursar shall serve as the Dean of the Financial Committee. The Immediate Past Chancellor shall serve as a committee member. The term of office for appointments to the committee shall be three (3) years. If the Dean is unable to complete the term of office, a new Dean will be appointed by the Board to complete the term. Completing another member’s term will be considered as having served one (1) term. The Dean may serve a second term, but subsequent terms shall occur only after an absence of at least one (1) year, or may be extended upon the vote of the Executive Committee.

H. **Portfolio Committee:** The Portfolio Committee is comprised of varying numbers of committee member volunteers each year. There is no limit the number of volunteers serving on the committee. Committee members should be at a minimum, director-level Affiliates of the ACHI. The term of office for appointments to the committee shall be 4 years. The Portfolio Committee heads are the Dean and Vice-Dean. The Vice-Dean will make a commitment to serve four years, two as the Vice-Dean and two more as the Committee Dean; a written agreement must be filed in the ASHI office stating that the Portfolio Committee Vice-Dean nominee is willing to make that commitment. The names of Candidates for the Vice-Dean position are submitted to the ASHI Executive Board for approval. Previous DTRC/Portfolio Committee experience is required.

The committee is charged by the College to work with the Director Credential Evaluations Committee to review the credentials of 1) all candidates training to be HLA Directors and Technical Supervisors of ASHI accredited laboratories, 2) HLA Directors of non-ASHI accredited USA laboratories, and (3) HLA Directors from foreign countries (including the vetting of their graduate and post-graduate education by a recognized credential evaluating service) to determine if they meet the ASHI Standards to direct and/or provide technical supervision for an ASHI accredited laboratory. The Portfolio Committee will also review all submitted documentation including training plans, progress reports, case portfolios, statements from the mentoring director, and letters of recommendation for all prospective candidate directors and candidate technical supervisors. The Portfolio Committee (with assistance from the Director Credential Evaluation Committee) is charged with evaluating and approving the proposed didactic, research, and clinical schedules for individual trainees or detailed plans for permanent director training fellowship programs.

I. **Other Standing Committees.** The Chancellor, with the approval of the Board, may appoint additional
standing committees as the need arises.

J. Ad Hoc Committees. The Chancellor shall be empowered to appoint ad hoc committees, which shall report to the Board at the request of the Chancellor.

K. Liaison with the Society. The Board of Directors of the Society may designate a member of the Society to serve as a liaison with the Board. Committees of the Society may designate advisors to the Board. Society advisors and liaison members shall not vote on any matter before the Board.

Section 7. Voting. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 8. Quorum. At all meetings of the Board, a majority of the full Board shall constitute a quorum for the transaction of business, unless a greater number is required for a particular matter, as directed by the Articles of Incorporation, these Bylaws or applicable law. The act of a majority of the Directors present at any meeting at which there is a quorum present, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws, shall be the act of the Board.

Section 9. Vacancies. Vacancies among the Directors resulting from the death, resignation, removal, incapacity or disqualification of a Director, ineligibility for reelection or by reason of an increase in the number of directors or the failure of an elected Director to accept the office of Director, may be filled by the Board of Directors of the Society. A Director elected to fill a vacancy shall meet any qualifications set forth in these Bylaws and shall serve for the remaining unexpired term of his predecessor and until his successor has been duly elected and has commenced his term of office.

Section 10. Resignation. Any director may resign from the Board. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board as such resignation may provide. Any member of the Board absent for three (3) meetings in any twelve-month (12) period without permission from the Chancellor may, by vote of a majority of the other Directors, be held to have resigned his office.

Section 11. Action Without a Meeting. If all the Directors severally or collectively consent in writing/electronic correspondence to any action to be taken by the Directors, such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board.

Section 12. Indemnification of Directors and Officers. Each Director or officer, or former Director or officer, of the corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of; any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been such Director or officer; and any person who, at the request of the corporation, served as Director or officer of another corporation in which the corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by the corporation; provided that in neither case shall the corporation indemnify such Director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such Director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such Director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of negligence or misconduct; but in taking such action any Director involved shall not be qualified to vote thereon.

In determining whether or not a Director or officer was guilty of negligence or misconduct in relation to any such matters, the Board may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.
Section 13. Compensation of Board Members and Committee Members. Members of the Board and Committee Members shall not receive any compensation for their services as such, or for attending meetings of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 14. Expenses. Each member of the Board shall be allowed such traveling expenses and other out-of-pocket disbursements and expenses actually paid or incurred in connection with attending special meetings of the Board, or otherwise in connection with the activities and affairs of the Board or the Executive Committee within the limitations of the budget and as approved by the Board. Traveling expenses to the annual meetings of the Board shall not be paid to any Director if that meeting occurs at the time of a national meeting of a society which that Director generally attends. However, that Director shall be reimbursed for reasonable living expenses during the time period s/he otherwise would not be attending that national meeting.

ARTICLE VII

Certification of Histocompatibility Associates (CHA)

Section 1. Education, Training and Experience Requirements. Certification as a histocompatibility associate (CHA) may be granted or issued by the ACHI to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he had made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) completed twenty four (24) semester hours of science courses from an accredited college or university that include-- (i) Six (6) semester hours of chemistry; (ii) Six (6) semester hours of biology; and (iii) Twelve (12) semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least two (2) years of documented relevant full-time work experience in a laboratory which is approved by the Society or one in which the laboratory Director meets the standards of the Society for an accredited laboratory. Time requirements to sit for the exam will include through the end of the month in which the exam is administered. This experience must be completed within five (5) years of the application date and prior to the end of the month in which the exam is administered.

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the Director does not meet standards of the Society for Director, may fulfill the requirement by sponsorship. Written recommendations from two qualified sponsors, to include CHS or Directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Sponsoring CHS and/or Directors must be either ACHI certified or accredited to perform histocompatibility and immunogenetics testing by an alternate national or international accrediting agency. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE VIII

Certification of Histocompatibility Technologist (CHT)

Section 1. Education, Training and Experience Requirements. Certification as a histocompatibility technologist (CHT) may be granted or issued by the ACHI to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he had made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this Article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) possess a baccalaureate degree in chemical, physical, biological or clinical laboratory science from an accredited college or university or possess a baccalaureate degree with at least twenty four (24) semester hours of science courses that include-- (i) Six (6) semester hours of chemistry; (ii) Six (6) semester hours of biology; and (iii) Twelve (12) semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least one
(1) year of documented relevant full-time work experience in a laboratory which is approved by the Society or one in which the laboratory Director meets the standards of the Society for an accredited laboratory. Time requirements to sit for the exam will include through the end of the month in which the exam is administered. This experience must be completed within five (5) years of the application date and prior to the end of the month in which the exam is administered.

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the Director does not meet standards of the Society for Director, may fulfill the requirement by sponsorship. Written recommendations from two (2) qualified sponsors, to include CHS or Directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Sponsoring CHS and/or Directors must be either ACHI certified or accredited to perform histocompatibility and immunogenetics testing by an alternate national or international accrediting agency. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE IX

Certification of Histocompatibility Specialist (CHS)

Section 1. Education, Training and Experience Requirements. Certification as a histocompatibility specialist (CHS) may be granted or issued by the ACHI to qualified individuals on recommendation of the Board. Such certificates shall not be granted or issued to any person unless s/he has made application thereof and has been found by examination to be qualified in accordance with the prescribed standards and in accordance with the provision of this Article. Any applicant for such a certificate shall, in addition to other requirements, possess qualifications as follows: a) possess a baccalaureate degree in chemical, physical, biological or clinical laboratory science from an accredited college or university or possess a baccalaureate degree with at least 12 semester hours of science courses that include-- (i) Six (6) semester hours of chemistry; (ii) Six (6) semester hours of biology; and (iii) Twelve (12) semester hours of chemistry, biology, or medical laboratory technology in any combination and b) have at least five (5) years of notarized, documented relevant full-time work experience, in a laboratory which is approved by the Society or one in which the laboratory Director meets the standards of the Society for an accredited laboratory, and c) have written verification of histocompatibility work experience in the form of a letter from the laboratory Director which states the length of time in histocompatibility testing, details of the work performed, a brief description of the procedures used and the Director's signature. This experience must be completed within ten (10) years of the application date and prior to the end of the month in which the exam is administered.

Section 2. Sponsorship Program. Individuals lacking work experience in an approved laboratory or one in which the Director does not meet standards of the Society for Director, may fulfill the requirement by sponsorship. Written recommendations from two (2) qualified sponsors, to include CHS or Directors (with whom they have had a working or collaborative relationship during the working experience being submitted for eligibility consideration) shall be submitted with the application. Sponsoring CHS and/or Directors must be either ACHI certified or accredited to perform histocompatibility and immunogenetics testing by an alternate national or international accrediting agency. The recommendations must be detailed letters attesting to the applicant's qualifications to sit for the exam. Sponsors must have direct knowledge of the applicant's experience and expertise.

ARTICLE X

Diplomate Certification

Section 1. Education, Training and Experience Requirements. Certification as a Diplomate may be granted or issued by the ACHI to qualified individuals on recommendations of the Board. Such certificates shall not be granted or issued to any person unless she/he has made application thereof and has been found by examination to be qualified in accordance with the provision of this Article. Any applicant for such a certificate shall possess an earned doctoral
degree (Ph.D.) in a biological science or have a medical degree (M.D., D.O.) and be licensed to practice in the state in which the laboratory is located and meet one of the following requirements for experience:

A. Have at least two (2) years full-time post-doctoral laboratory training or experience in immunology, histocompatibility, immunogenetics, or a related field, or a residency in clinical and/or anatomic pathology or other related medical specialty, and have at least two (2) years full-time post-doctoral training in directing or supervising high complexity testing in human histocompatibility and immunogenetics in an ASHI accredited or approved laboratory.

B. If a candidate has relevant pre-doctoral experience supervising high complexity testing in human histocompatibility and immunogenetics in an ASHI-accredited or approved laboratory, this may be credited at a rate of one half (0.5) years of post-doctoral training per each year of appropriate pre-doctoral experience up to a total of two (2) of four (4) years of post-doctoral experience.

Experience as described above should have been accrued within an eight (8) year period prior to the submission of the candidate’s application. Exceptions will be reviewed on an individual basis. Official documentation of clinical training and experience in histocompatibility and immunogenetics as well as general laboratory management must be submitted.

ARTICLE XII
General

Section 1. Loans Prohibited. The corporation shall not loan money to any officer or Director of the corporation.

Section 2. Checks. All checks and similar instruments for the payment of money shall be signed by such officer or officers as the Board may from time to time designate. If no such designation is made, the Chancellor and either the Secretary or Bursar shall have power to sign all such instruments in the name of the corporation which are executed or made in the ordinary course of the corporation's business.

Section 3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words: Corporate Seal-Missouri. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 4. Amendments. The Board shall have the power to make, alter, amend and repeal the Bylaws of the corporation and to adopt new Bylaws, which power may be exercised by a vote of three-fourths (3/4) of the members of the Board present at a meeting at which a quorum is present or when all of the Board members vote in favor of same by mail, provided, however, that no such altered or amended or new Bylaws shall be effective unless and until approved by the Board of Directors of the Society. The corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any Board member at all reasonable times during office hours. A copy of the Bylaws shall also be posted online. The Board shall also have the power to make, alter, amend and repeal the Operations Manual of the corporation and to adopt a new Operations Manual, which power may be exercised by a vote of three-fourths (3/4) of the members of the Board present at a meeting at which a quorum is present or when all of the Board members vote in favor of same by mail, provided, however, that no such altered or amended or new Operations Manual shall be effective unless and until approved by the Board of Directors of the Society.

Section 5. Conflicts of Interest. No officer, Board member or committee member shall vote on any matter which would involve conflicts of interest.

Whenever an officer, Board member or committee member has cause to believe that a matter to be voted upon would involve him/her in a conflict or possible conflict of interest, he/she shall announce the conflict or possible conflict of interest and shall abstain from voting on such matter. The question of whether an actual conflict exists shall be decided by a majority vote of the Board or committee members involved in the matter. Any other member may raise a question...
of conflict of interest or possible conflict of interest with respect to any Board member or committee member present. The question of whether an actual conflict of interest exists shall be decided by a majority vote of the Board or of the committee involved in the matter. Decisions of committees on conflicts of interest are subject to review by the Board. Minutes of Board or committee votes on conflicts shall be matters of permanent record.

ARTICLE XIII

PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.