BYLAWS

AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE - MINNESOTA

Revision 1969

Revised May 1987, May 1991, May 1994, May 1997, May 2001, May 2002, May 2006, May 2008, April 2011, March 2017; April 2019

INDEX

|  |  |  |
| --- | --- | --- |
| Article I | Name & Purpose | 3 |
| Article II | Code of Ethics | 3 |
| Article III | Affiliation | 4 |
| Article IV | Membership | 4 |
| Article V | Finances | 5 |
| Article VI | Officers | 6 |
| Article VII | Board of Directors | 7 |
| Article VIII | Meetings | 8 |
| Article IX | Annual Business Meeting | 9 |
| Article X | Committees | 9 |
| Article XI | Official Publication | 10 |
| Article XII | Representation to ASCLS | 10 |
| Article XIIIArticle XIV | AmendmentsDissolution | 1112 |

ARTICLE I

NAME AND PURPOSE

1. The name of this corporation is the American Society for Clinical Laboratory Science – Minnesota, hereinafter referred to as the Society and abbreviated ASLCS – MN.
2. The American Society for Clinical Laboratory Science – Minnesota shall be incorporated in the state of Minnesota, as addressed in the Articles of Incorporation, and shall be the exclusive chartered state society of the American Society for Clinical Laboratory Science (ASCLS) in Minnesota.
3. The purposes of this Society are:
* To promote standards in clinical laboratory methods and research, and in affiliated fields;
* To enhance the professional status and image of its members;
* To create mutual understanding and cooperation among the Society and its members and all others who are engaged in the interests of individual and public health;
* To be responsible for providing educational programs in the clinical laboratory and related sciences and defining standards of competence at all levels;
* To be responsible for determining entry level requirements and providing for appropriate credentialing;
* To represent the interests of the clinical laboratory and affiliated professions and the members of the Society in all government and other forums that affect those interests;
* To establish and promote ethical standards for the professions represented; and
* To provide aid and benefit to all members of said professions.
1. This Society is a constituent Society of ASCLS and shall at no time in any manner adopt any policy contrary to the policies of that Society except as may be required to abide by the laws of this state.

ARTICLE II

CODE OF ETHICS

Being fully cognizant of my responsibilities in the practice of Clinical Laboratory Science, I affirm my willingness to discharge my duties with accuracy, thoughtfulness, and care.

Realizing that the knowledge obtained concerning patients in the course of my work must be treated as confidential I hold inviolate the confidence placed in me by patients and physicians.

Recognizing that my integrity and that of my profession must be pledged to the absolute reliability of my work, I will conduct myself at all times in a manner appropriate to the dignity of my profession.

ARTICLE III

AFFILIATION

1. The American Society for Clinical Laboratory Science – Minnesota shall be incorporated in the state of Minnesota, as addressed in the Articles of Incorporation, and shall be the exclusive chartered state society of the American Society for Clinical Laboratory Science (ASCLS) in Minnesota.
2. This society is a constituent society of ASCLS and shall at no time in any manner adopy anu policy contrary to the policies of that Society except as may be required to abide by the laws of this state.

ARTICLE IV

MEMBERSHIP

1. Membership in this Society is open to all persons who are members in good standing of the American Society for Clinical Laboratory Science, and who reside in or are employed in the state of Minnesota. Membership shall consist of the following classes: professional, community, Ascending Professional, Developing Professional, Emeritus, and honorary. The qualifications for the membership categories shall be as defined in the Bylaws and Standard Operating Procedures of the American Society for Clinical Laboratory Science.
2. Emeritus, Professional and Ascending Professional, members are entitled to vote, hold office, and serve on any board or committee of this Society. Emeritus members are entitled to all the rights and privileges of the Society associated with that class of membership held at the time of application for emeritus membership. Developing Professional members are entitled to serve as voting members of the ASCLS House of Delegates when serving as official delegates from the state society, and to have all other rights and privileges of the Society with the exception of holding elective positions. Formerly Professional members enrolled as full time graduate students and holding Developing Professional membership will not forfeit continuity of active membership privileges upon resuming Professional membership. Community members are entitled to all rights, benefits, and privileges of this Society with the exception of holding an elective position and serving as a voting member of the ASCLS House of Delegates. All other rights, benefits, and privileges of this Society shall be extended to all members. Any member of this Society may serve as consultant or advisor to any committee when requested by the chair.
3. Any member in good standing in ASCLS who changes residence or place of employment to the geographical area of this Society may transfer membership to this Society with neither payment of additional dues nor refund of dues for the remainder of his/her membership year.
4. A member may be expelled for conduct detrimental to the ASCLS or to this Society. Procedures relating to expulsion shall be conducted by ASCLS in accordance with its Bylaws and Standard Operating Procedures.

ARTICLE V

FINANCES

1. Annual dues shall be as defined in the Standard Operating Procedures. Annual dues for membership in the Society shall be based on the applicable class of membership. The Board of Directors shall determine the amount of dues for each class. No more than a ten (10) percent increase may be initiated in any given year without the approval of the membership at the annual business meeting.
2. The method of payment of dues shall be established by the ASCLS Standard Operating Procedures.
3. The fiscal year for this Society shall be from August 1st through July 31st.

ARTICLE Vi

OFFICERS

1. The officers of this Society shall be president, president-elect, secretary, and treasurer. The duties of the officers shall be as defined in the SOPs and in the parliamentary authority adopted by this Society.
2. The president and president-elect of ASCLS-MN shall be members of the Region V Council.
3. An active member of this Society shall be eligible to hold office provided s/he has been an active member for at least one year immediately prior to his/her election.
4. Officers of this Society shall be elected by the members at the annual meeting of this Society. The election shall be conducted by the nominations and elections committee. Election shall be by ballot and a majority of votes cast shall elect. If no candidate for an office receives a majority vote on the first ballot the candidate with the lowest number of votes shall be eliminated and the balloting shall continue until a candidate receives a majority of the votes cast. In the event of a tie the election shall be determined by lot.
5. An official list of candidates and their qualifications shall be sent to each active member of this Society at least thirty (30) days before the annual meeting.
6. Any member not able to attend the annual meeting may apply for an absentee ballot. Procedures for obtaining and submitting absentee ballots shall be defined by the Nominations and Elections Committee and included with the official list of candidates and their qualifications sent to each active member at least thirty (30) days before the annual meeting.
7. Nominations may be made from the floor.
8. Term of office.
9. The term of office for the president of this Society shall be one (1) year.
10. The president-elect shall be elected for a term of one (1) year. Except in the event of a vacancy in the office of president s/he shall serve for one (1) year and then automatically succeed to the office of president.
11. The secretary shall be elected for a term of two (2) years. S/he shall not serve for more than two (2) consecutive full terms.
12. The treasurer shall be elected for a term of three (3) years. S/he shall not serve in that office for more than two (2) consecutive full terms.
13. The term of office of any officer of this Society elected at an annual meeting shall begin at the adjournment of the ASCLS House of Delegates.
14. Filling of vacancies.
15. A vacancy in the office of president shall be filled by the president-elect for the remainder of the unexpired term. The office of president-elect shall remain vacant until the next annual meeting of this Society when the members shall elect a president-elect for a term of one (1) year.
16. A vacancy in the office of the president-elect, except when s/he has succeeded to the office of president to fill a vacancy, shall remain vacant until the next annual meeting of this Society when the members shall elect both a president and a president-elect for a term of one (1) year.
17. In the event of the simultaneous removal during their term of office of both the president and president-elect, the immediate past president shall become the president of this Society for the remainder of the unexpired term of the president. The office of president-elect shall remain vacant until the next annual meeting of this Society when the members shall elect both a president and a president-elect for a term of one (1) year.
18. A vacancy in the office either of secretary or treasurer shall be filled by the Board of Directors who shall elect the replacement by majority vote to serve until the next annual meeting. In the selection of a member to fill a vacancy the board shall first consider the candidates from the slate of nominees for that office in the preceding election. At the next annual meeting of this Society the members shall fill the unexpired term of office by election.

ARTICLE VIi

BOARD OF DIRECTORS

1. The Board of Directors shall consist of the president, president- elect, secretary, treasurer, the immediate past president, ten elected area directors representing (5) state areas as defined in the SOPs, one Developing Professional director and one Ascending Professional director. The executive secretary shall be a non-voting member of the board. The Junior Director from each area will be a non-voting member. The Junior Director will be granted voting privileges only in the absence of the Senior Liaison Director representing their specific area.
2. One representative to the Board of Directors from each of the five (5) areas shall be elected each year at the annual meeting to serve a term of two (2) years. Area Directors must live and/or work in the area of the state that they represent.
3. The representative in each area in his/her first year of service shall serve as junior director for his/her area and ,as such, shall assist the senior director organize local meetings or activities. The representative in each area in his/her first year of service shall be an ex officio member of the membership development committee of this Society.
4. The representative in each area in his/her second year of service shall serve as the senior director for his/her area and, as such, shall organize local meetings or activities. S/he shall be authorized to request funds annually as may be needed for area activities and shall be responsible for accounting to the treasurer for such funds.
5. Each area shall be granted one voting member to the Board of Directors. The senior director shall be granted voting privileges on the Board of Directors. The junior director will be granted voting privileges on the Board of Directors only in the absence of the senior director.
6. The Developing Professional member of the Board of Directors shall be appointed by the president of this Society with the approval of the Board of Directors, and shall serve a term of one year.
7. The Ascending Professional member of the Board of Directors shall be appointed by the president of this society and shall serve a term of three years.
8. In the event of a vacancy in either Developing Professional director or Ascending Professional director positions, the president of this Society will appoint a successor to complete the term.
9. In the event of a vacancy among the elected members of the Board of Directors due to a change of residence to another area, or for other cause, the president of this Society shall appoint a successor from that area to serve until the next annual meeting. At the next annual meeting the unexpired term of office shall be filled by election.

1. The president of this Society shall serve as chair of the board of directors and the secretary shall serve as secretary of the board. In the absence of the president, the president-elect shall act as chair.
2. The Board of Directors shall be vested with the properties, control, and management of all affairs and funds of this Society and shall have power and authority to do and perform all acts and functions not inconsistent with the constitutional codes or with any action taken by the membership at business meetings of this Society. All business transacted by the Board of Directors shall be reported to the membership at the annual meeting.
3. A member of the Board of Directors may be appointed by the president to serve as an ex officio member of one (1) or more committees as appropriate or necessary for the purpose of liaison and communication.
4. The Board of Directors shall meet prior to the annual meeting of this Society. Additional meetings may be called by the chair or at the request of four (4) board members as the business of the Society may require.
5. The Board of Directors shall appoint the editor of the official publication.
6. The Board of Directors may provide for the establishment and the maintenance of a state office, appoint an executive secretary from the membership, define his/her duties, and term of office, and fix his/her compensation.
7. The president or president-elect and seven (7) other voting members of the board shall constitute a quorum.

ARTICLE VIIi

MEETINGS

A. There shall be at least one (1) meeting of this Society per year. The annual meeting shall be held in the spring and shall include one (1) or more scientific sessions and not less than one (1) meeting of the membership.

B. The time and place of the annual meeting shall be determined by the Board of Directors.

C. The Board of Directors may authorize special scientific or business meetings as the best interests or conduct of affairs of this Society may render necessary or appropriate.

D. The meetings of this Society shall be open to all members upon proper identification.

1. Each active member of this Society shall be entitled to one (1) vote.

2. The privilege of the floor shall be granted to non-voting members by consent of the membership.

1. A quorum for all meetings of this Society shall require at least one officer and one other Board member and 35 voting members of the Society.
2. Notice of the annual meeting shall be printed in the official publication and sent to all members of this Society at least thirty (30) days in advance of the meeting. Notices of special meetings shall be sent to the members of this Society at least ten (10) days prior to the meeting.

ARTICLE IX

ANNUAL BUSINESS MEETING

 The rules contained in Robert's Rules of Order, Revised, shall govern this Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

1. The meetings of this Society shall be open to all members upon proper identification.
2. Each active member of this Society shall be entitled to one (1) vote.
3. The privilege of the floor shall be granted to non-voting members by consent of the membership.
4. A quorum for all meetings of this Society shall require at least one officer and one other Board member and 35 voting members of the Society.
5. Notice of the annual meeting shall be printed in the official publication and sent to all members of this Society at least thirty (30) days in advance of the meeting. Notices of special meetings shall be sent to the members of this Society at least ten (10) days prior to the meeting.

ARTICLE X

COMMITTEES

1. Standing Committees

There shall be the following standing committees: Scholarship , Government Liaison, Promotion of the Profession, Membership Development, Finance, Bylaws, Awards, Leadership Development, and Nominations and Elections. At the beginning of his/her term of office the president shall appoint from the active membership the chair of each committee with the exception of the Nominations and Elections committee. Each chair shall be appointed for a term of one (1) year. No chair shall serve more than three (3) consecutive terms on one (1) committee except with the annual approval of a majority of the Board of Directors.

The chair of the Nominations and Elections committee shall be appointed by the Board of Directors.

The president in consultation with the chair of each committee shall appoint additional members for each committee as needed to serve a term of one (1) year, except the Nominations and Elections Committee.The members of the Nominations and Elections committee shall be appointed by the Board of Directors.

Each committee shall cooperate with the activities and programs of the corresponding committee of ASCLS whenever requested.

1. Special committees shall be appointed by the president on authority given by the Board of Directors or the membership.

ARTICLE XI

OFFICIAL PUBLICATION

A. The official publication of this Society shall be made available to each member of this Society.

B. The editor shall be appointed annually by the Board of Directors and shall serve under its direction. The editor may be an officer of this Society while serving his/her term as editor.

C. The editorial staff shall include a member of the Board of Directors appointed by the president.

ARTICLE XII

REPRESENTATION TO ASCLS

1. Official representation of this Society at the annual meeting of the House of Delegates of ASCLS shall include the president and the president-elect or their alternates together with the elected delegates or their alternates of this Society, the Developing Professional delegate, and an Ascending Professional delegate.
2. The maximum number of designated delegates shall be based on one (1) delegate for each fifty (50) members or major fraction thereof.
3. Delegates and their alternates shall be elected at the annual spring meeting of this Society. The chair of the Nominations and Elections Committee shall prepare a printed slate of nominees for delegates from nominations submitted to her/him by any active member two (2) weeks in advance of the annual meeting. Additional nominations may be made from the floor. Election shall be by written ballot. The quota of delegates and alternates shall be filled in order according to votes cast. In the event that the quota is not complete after balloting, the Board of Directors may appoint delegates to fill the remaining positions.
4. The total number of delegates is exclusive of such officers and members of the Board of Directors of ASCLS who reside in this state.
5. The past-presidents of ASCLS who reside in this state and are members of this Society have the privilege of sitting with the delegation of this Society as non-voting members of the House of Delegates.
6. A Developing Professional delegate and an alternate shall be chosen each year by the president from recommendations of the student scientific assembly.
7. An Ascending Professional delegate will be the current First Year Professional position from the ASCLS-MN board. In addition, an Ascending Professional alternate shall be appointed each year by the president from the membership.

ARTICLE XIII

AMENDMENTS

1. The Bylaws of this Society may be amended as follows:

1. A proposed amendment to these Bylaws may be submitted in writing by any active member(s) of this Society, provided it is endorsed by at least three (3) active members. The context of such proposed amendments shall be submitted to the chair of the Bylaws Committee who shall submit the same in good form together with the committee recommendations to the Board of Directors for approval.

1. Upon such approval the chair of the Bylaws committee shall submit the proposed amendments to the chair of the Bylaws committee of ASCLS for review and approval sixty (60) days before such approval is desired.
2. Upon approval of Bylaws Committee of ASCLS the Bylaws Committee of this Society shall distribute copies of the amendment(s) to the active members of this Society at least thirty (30) days and not more than ninety (90) days before any scheduled business meeting of this Society. At such meeting the proposed amendments shall be presented to the members for consideration.

c. In lieu of approval of proposed amendments by the Board of Directors, at the request of the proponents, the chair of the Bylaws Committee shall submit such proposals to the Bylaws Committee of ASCLS in accordance with the provisions of section a. above. Upon approval of this committee the proposed amendments shall then be submitted directly to the active members of this Society in accordance with section b. above.

2. The Bylaws Committee of this Society shall have the responsibility and authority to initiate amendments in accordance with established procedures when necessary to be consistent with the Bylaws and Standard Operating Procedures of ASCLS.

3. Adoption of amendments to the Bylaws shall require a two- thirds vote of the active members present at a scheduled business meeting of this Society. In lieu of prior publication amendments shall require a unanimous vote for adoption.

1. Within ninety (90) days of adoption of amendments to these Bylaws, the secretary shall transmit an official copy of the amended Bylaws to the executive office of the ASCLS. Two (2) copies shall be sent to the ASCLS Bylaws Committee Chair.

ARTICLE XIV

DISSOLUTION

In the event of the Dissolution of the American Society for Clinical Laboratory Science – Minnesota, after the discharge of its debts and the settlement of its affairs, any funds and properties of this Society remaining thereafter will be held in escrow by ASCLS for a maximum of three (3) years. If a constituent society of ASCLS is not reorganized in the state of Minnesota by the end of said three (3) years, these funds are conveyed to the ASCLS Education and Research Fund, Inc.