

## BYLAWS

### AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE - MINNESOTA

Revision 1969

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ARTICLE I  
NAME AND PURPOSE

- A. The name of this corporation is the American Society for Clinical Laboratory Science – Minnesota, hereinafter referred to as the Society and abbreviated ASCLS – MN.
- B. 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.
- C. The purposes of this Society are:
- To promote higher standards in clinical laboratory methods and research.
  - To elevate the status of those specializing in medical laboratory technique.
  - To create mutual understanding and cooperation among the clinical laboratory scientists and physicians and all others who are employed in the interest of individual and public health.
  - To issue charters to affiliated societies.
  - To promote the mutual aid and benefit of its members.
  - In general to do anything and everything necessary and proper to the conduct of any Society of this nature, and for the purpose of attaining or furthering any of its objects; to do any and all other acts, and to exercise any and all other powers which now or hereinafter may be authorized by law.
- D. 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 MEMBERSHIP

- A. 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, collaborative, emeritus, and student. 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.
- B. Professional and Emeritus members are entitled to vote, hold office, and serve on any board or committee of this Society. Formerly active members enrolled as full time graduate students and holding student membership will not forfeit continuity of active membership privileges upon resuming active membership. Collaborative 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.
- C. 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.
- D. 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 IV FINANCES

- A. Annual dues for Professional I and Professional II members of this Society shall be the sum of \$15.00 plus the dues as specified by the ASCLS Board of Directors. Annual dues for collaborative members of this Society shall be the sum of \$10.00 plus the dues as specified by the ASCLS Board of Directors. Student, honorary, and emeritus members shall pay no dues to this Society. They are, however, liable for dues as specified by the ASCLS Board of Directors.

- B. The method of payment of dues shall be established by the ASCLS Standard Operating Procedures.
- C. The fiscal year for this Society shall be from August first through July 31st.

## ARTICLE V OFFICERS

- A. The officers of this Society shall be president, president-elect, secretary, and treasurer. The duties of the officers shall be as defined in these Bylaws and in the parliamentary authority adopted by this Society.
  - 1. The president shall be the chief executive of this Society. S/he or his/her designee shall preside at all meetings of the board of directors and of this Society. S/he shall be an ex officio member of all committees except the nominations committee. S/he shall appoint the chair of all standing committees with the exception of the nominations committee. With the approval of the Board of Directors or the members s/he shall appoint such special committees as are needed. The president or an alternate shall represent this Society on the Presidents Council of ASCLS and the ASCLS Region V Council.
  - 2. The president-elect shall during his/her term of office familiarize himself with the duties of the office of president. In the event of a vacancy by death, resignation or total disability in the office of president, the president-elect shall perform the duties and have the same authority as president. The president-elect or his/her alternate shall represent this Society on the Presidents Council of ASCLS.
  - 3. The secretary shall act as secretary at all meetings of the Board of Directors and of this Society. S/he shall keep in permanent form a record of minutes taken at meetings of the Board of Directors and of this Society. S/he shall perform such other duties as required by this Society and by ASCLS.
  - 4. The treasurer shall assure the receipt and expenditure of funds in accordance with the directives established by the board of directors. S/he shall be under such bond as established by the Board of Directors. S/he shall serve as an ex officio member of the budget committee.
    - a. S/he shall insure that the accounts of the Society shall be audited annually either by a public accountant or by an auditing committee appointed by the president from the membership. At the annual meeting

s/he shall submit to the members a statement of all receipts and expenditures of the Society for the current fiscal year.

- b. At the end of his/her term of office there shall be a terminal audit before the newly elected treasurer assumes the responsibility of the office.
- B. 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.
- C. 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.
1. 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.
  2. 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.
  3. Nominations may be made from the floor.
- D. Term of office.
1. The term of office for the president of this Society shall be one (1) year.
  2. 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.
  3. 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.
  4. 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.
  5. 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.
- E. Filling of vacancies.

1. 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.
2. 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.
3. 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.
4. 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 VI BOARD OF DIRECTORS

### A.

The Board of Directors shall consist of the president, president- elect, secretary, treasurer, the immediate past president, fourteen elected area directors representing seven (7) state areas as defined herein, one student director and one first year professional director. The executive secretary shall be a non-voting member of the board. The Junior Liaison Director from each area will be a non-voting member. The Junior Liaison Director will be granted voting privileges only in the absence of the Senior Liaison Director representing their specific area.

1. For the purpose of representation on the Board of Directors only, the state is divided into three (3) geographic areas.
  - a. Southeast Area shall be bounded on the east and south by the boundaries of the stat. On the west, it shall be bounded by the western boundaries of Faribault, Blue Earth, and Nicollet counties. On

the north, it shall be bounded by the northern boundaries of LeSueur, Rice and Goodhue counties.

- b. Southwest Area shall be bounded on the south and west by the boundaries of the state. On the north, it shall be bounded by the northern boundaries of Big Stone, Swift, Kandiyohi, and Meeker counties. On the east, it shall be bounded by the eastern boundaries of Meeker, Renville, Brown, Watonwan, and Martin counties.
  - c. West Central Area shall be bounded on the west by the boundary of the state. On the north, it shall be bounded by the northern boundaries of Traverse, Wilkin, and Clay counties. On the east, it shall be bounded by the eastern boundaries of Clay, Ottertail, Douglas, and Pope counties. On the south, it shall be bounded by the southern boundaries of Pope, Stevens and Traverse counties.
  - d. Northwest Area shall be bounded on the west and north by the boundaries of the state. On the east, it shall be bounded by the eastern boundaries of Lake of the Woods, Beltrami, and Hubbard counties. On the south, it shall be bounded by the southern boundaries of Hubbard, Becker, and Norman counties.
  - e. Northeast Area shall be bounded on the north and east by the boundaries of the state. On the south, it shall be bounded by the southern boundaries of Carlton and Aitkin counties. On the west, it shall be bounded by the eastern boundaries of Aitkin, Itasca, and Koochiching counties.
  - f. Central Area shall be bounded on the south by the southern boundaries of Pine, Kanabec, Mille Lacs, Benton and Stearns counties. On the west, it shall be bounded by the western boundaries of Stearns, Todd, Wadena, and Cass counties. On the north and east, it shall be bounded by the northern and eastern boundaries of Cass county, the eastern boundary of Crow Wing county, the northern boundaries of Mille Lacs and Kanabec counties, and the northern and eastern boundary of Pine county.
  - g. Metro Area shall be bounded on the east by the boundaries of the state. On the south by the southern boundaries of Dakota, Scott, Carver, and McLeod counties. On the west it shall be bounded by the western boundaries of McLeod, Wright and Sherburne. On the north, it shall be bounded by the northern boundaries of Sherburne, Isanti, and Chisago counties.
2. One representative to the Board of Directors from each of the seven (7) areas shall be elected each year at the annual meeting to serve a term of two (2) years.

a...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.

- b. The representative in each area in his/her first year of service shall serve as junior liaison director for his/her area and ,as such, shall assist the senior liaison director organize local meetings or activities.
  - c. The representative in each area in his/her second year of service shall serve as the senior liaison 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.
  - d. Each area shall be granted one voting member to the Board of Directors. The senior liaison director shall be granted voting privileges on the Board of Directors. The junior liaison director will be granted voting privileges on the Board of Directors only in the absence of the senior liaison director.
3. In the events 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.
- B. The student 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. The student member shall ordinarily succeed to the position of first year professional director and serve a term of one year in that position. In the event of a vacancy in either student director or first year professional director positions, the president of this Society will appoint a successor to complete the term.
- C. 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.
- D. 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.
1. 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.

2. 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.
  3. The Board of Directors shall appoint the editor of the official publication.
  4. 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.
- E. The president or president-elect and six (6) other voting members of the board shall constitute a quorum.

## ARTICLE VII 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.
- E. 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.
- F. 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 VIII PARLIAMENTARY AUTHORITY

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.

## ARTICLE IX COMMITTEES

### A. Standing Committees

There shall be the following standing committees: Education, Government Liaison, Professional and Public Relations, Career Recruitment, Membership Development, Budget, Bylaws, 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. Activities of the Education Committee shall include scholarships and loans; teaching methods, aids, and programs; and continuing education programs and funds.
2. Activities of the Government Liaison Committee shall include legislation at all levels of government, and civil service or armed forces regulations which affect clinical laboratory science.

3. Activities of the Professional and Public Relations Committee shall include membership services, publications, personnel relations, and liaison with the public and other professional groups. The committee shall take an active part in promoting the public image of Clinical Laboratory Science and this Society.
4. Activities of the Career Recruitment Committee shall include soliciting individuals to enter the clinical laboratory science profession, and assisting former clinical laboratory scientists to reactivate their skills and knowledge.
5. Activities of the Membership Development Committee shall include responsibility for recruitment of new members, retention of present members, and reactivation of lapsed members.
6. Duties of the Budget Committee shall include preparation of the annual budget of this Society and recommendation of means to support special activities. The treasurer shall cooperate with this committee in the preparation of reports and statements necessary to perform its duties.
7. Duties of the Bylaws Committee shall include:
  - a. Examination and preparation of proposed amendments to the Bylaws of this Society. An amendment may be proposed by the committee provided that a majority of the committee approve or from the membership provided that at least three (3) active members endorse it. The committee may edit, combine or otherwise alter amendments submitted to it provided the original intent is not changed. The endorseees may appeal such alterations to the Board of Directors for arbitration. The committee is further authorized to reject proposed amendments provided full justification is returned in writing to the endorseees. The endorseees may appeal the rejection to the Board of Directors for arbitration. Proposed amendments in final form shall be submitted to the Board of Directors and to the ASCLS Bylaws Committee prior to the presentation to the membership for consideration.
  - b. Preparation of amendments to the Bylaws of ASCLS as directed by the membership of this Society in session. Such amendments shall be submitted to the Bylaws Committee of ASCLS in the form required.
  - c. Examination of proposed amendments to the Bylaws of ASCLS. The committee shall report its findings and recommendations to the membership of this Society.
8. Duties of the Nominations and Elections Committee shall include:

- a. Preparation of a slate of at least two (2) qualified candidates for each elective position to be filled at the annual meeting of this Society. In the event that upon expiration of all possible sources for nominees, only one can be obtained for a particular office, the presentation of such a slate shall be considered legal. This slate shall be distributed to the voting members at least thirty (30) days prior to the annual meeting. Additional nominations may be made from the floor, but in this case the nominator shall attest to the qualifications of the nominee.
  - b. solicitation of candidates for nomination for awards or elective positions in ASCLS in accordance with the instructions of the Nominations and Elections Committee of that Society upon recommendation by the membership or Board of Directors.
  - c. responsibility for the preparation of ballots and the conduct of the elections of this Society.
- B. Special committees shall be appointed by the president on authority given by the Board of Directors or the membership.

#### ARTICLE X 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 and the executive secretary of this Society as an ex officio member.

#### ARTICLE XI REPRESENTATION TO ASCLS

- A. 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 student delegate, and a new professional delegate.

- B. The maximum number of designated delegates shall be based on one (1) delegate for each fifty (50) members or major fraction thereof.
- C. 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.
- D. The total number of delegates is exclusive of such officers and members of the Board of Directors of ASCLS who reside in this state.
- E. 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.
- F. A student delegate and an alternate shall be chosen each year by the president from recommendations of the student scientific assembly.
- G. A new professional delegate will be the current First Year Professional position from the ASCLS MN board. In addition a New Professional alternate shall be appointed each year by the president from the membership.

## ARTICLE XII AMENDMENTS

- A. 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.
    - a. 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.
    - b. 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.
- B. 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 XIII 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.