

WASPaLM By-laws

ARTICLE 1 Name, Purposes, Activities, and Powers		Proposed changes for discussion
Section	1 <u>Name.</u> The name of this organization shall be the World Association of Societies of Pathology and Laboratory Medicine (the "Association").	
Section	2 <u>Purposes.</u> The principal purposes of the Association shall be to extend medical knowledge, further the welfare of the sick, and promote public health. More specifically, the purposes of the Association are to promote the practice of pathology and laboratory medicine; the development of all branches of pathology and laboratory medicine, education in pathology and laboratory medicine, and the organization of efficient pathology and laboratory medicine services; and to foster the development of and cooperation among its constituent societies and, thereby, to benefit patients and facilitate the improved understanding of disease throughout the world.	
Section	3 <u>Activities.</u> The Association shall carry out its purposes, and support its Constituent Societies, through activities which shall include the following: communication, facilitation of standard setting; leadership in the development of international standards for laboratory accreditation and for certification of pathologists, laboratory medicine physicians and pathologist assistants; and creation of global opportunities for cooperation in education, research, practice, and commerce.	
Section	4 <u>Powers.</u> Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Association shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.	
ARTICLE 2 Office and Agent		
The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices such as the Administrative Office or the Liaison Office within or without the State of Illinois as the Bureau may from time to time determine.		
ARTICLE 3 Membership		
Section	1 <u>Election and Enumeration.</u> (a) Election to membership in the Association shall be made by the Bureau pursuant to the qualifications set forth in these Bylaws and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Bureau. Membership in the Association is a privilege, not a right. (b) Applications for membership must be received in writing by the Secretary-Treasurer. Applications shall be reviewed by the Bureau. A society shall be admitted to membership upon the vote of two-thirds of the Directors , either at a properly convened meeting of	Add (b) Applications for membership must be received in writing by the Secretary-Treasurer. Applications shall be reviewed by the Bureau. A

	<p>the Bureau at which a quorum is present or by unanimous consent via electronic (e-mail) ballot under the direction of the Secretary-Treasurer.</p> <p>(c) The Association shall have three classes of members:</p> <ol style="list-style-type: none"> 1. Constituent Societies, 2. Associate Societies, and 3. Corresponding Societies. <p>(d) Only Constituent Societies and Associate Societies shall appoint Representatives to the House of Representatives.</p> <p>(e) Use of the term "member" or "member society" herein shall refer generally to all members of the Association except as provided elsewhere in these bylaws.</p>	<p>society shall be admitted to membership upon the vote of two-thirds of the Directors (which includes Officers), either at a properly convened meeting of the Bureau at which a quorum is present or by two-thirds unanimous consent via electronic (Email) ballot under the direction of the Secretary-Treasurer.</p> <p>Revision</p> <p>(c) The Association shall have two classes of members:</p> <ol style="list-style-type: none"> (1) Constituent Societies (Dues paying) <p>Bureau shall be authorized to waive or reduce the fees of a Constituent Society because of financial hardships, especially from countries-in-need.</p> <ol style="list-style-type: none"> (2) Associate Societies (Non-dues paying)
Section 2	<p><u>Qualifications.</u></p> <p>(a) Membership in the Association as a Constituent Society shall be open to societies of pathology and/or laboratory medicine, at least a majority of whose voting members are lawfully qualified physicians specializing in the practice of pathology and/or laboratory medicine.</p> <p>(b) Membership in the Association as an Associate Society shall be open to national learned medical societies, established in countries in need (as defined by the World Health Organization).</p> <p>(c) Membership in the Association as a Corresponding Society shall be open to national learned medical societies wishing to remain informed of the activities of the World Association of Societies of Pathology and Laboratory Medicine.</p> <p>(d) Pathology and laboratory medicine is defined to include all branches of pathology and laboratory medicine, and is to be construed in the broadest and most inclusive manner.</p>	<p>Revision</p> <p>(b) Membership in the Association as an Associate Society shall be open to societies of pathology and/or laboratory medicine, the majority of whose voting members are not physicians</p> <p>Note: Change definition of Associate Society.</p> <p>Remove Section 2.c There shall be no <i>Corresponding Society</i>.</p>
Section 3	<p><u>Representatives of Constituent and Associate Societies.</u></p> <p>(a) Each Constituent Society and each Associate Society shall appoint two Representatives to the House of Representatives.</p> <p>(b) The Representatives shall act for and represent the interests of the Constituent Society or Associate Society and, in such capacity, shall have the obligations and may exercise the privileges of that Constituent Society or Associate Society. Representatives may serve multiple consecutive or nonconsecutive terms.</p>	
Section 4	<p><u>Duties: Dues and Assessments.</u></p> <p>(a) It shall be the duty of each member society to keep on file with the Secretary-Treasurer of the Association a current official address for the member society and, for each Constituent Society and Associate Society, the Constituent Society's and the</p>	

	<p>Associate Society's Representatives, to whom all notices required by applicable law or by these Bylaws may be sent. The mailing, by either ordinary mail or electronic mail (e-mail) of a notice to the Constituent or Associate Society or to the Constituent or Associate Society's Representatives at such address shall be the extent of the Association's responsibility for such notice.</p> <p>(b) Member societies shall pay annual dues as determined by the Bureau and shall pay special assessments as may be deemed necessary by the Bureau. Dues and assessments shall be nonrefundable.</p> <p>(c) No later than the first day of March each year, the Secretary-Treasurer shall send each member society a dues statement. Dues shall be submitted to the Secretary-Treasurer on or before the thirty-first day of May each year.</p>	
Section 5	<p><u>Termination of Membership.</u></p> <p>(a) Membership in the Association may be terminated for cause. Cause shall include, but shall not be limited to, failure to pay dues within 365 calendar days after the dues are due and payable; membership or organizational changes that result in the member's no longer meeting the membership requirements; and actions contrary to the purposes, or prejudicial to the interests, of the Association.</p> <p>(b) Membership in the Association may be terminated by the affirmative vote of two-thirds of the Directors, at a properly convened meeting at which a quorum is present or by unanimous consent via electronic mail (e-mail), for which notice stating that a purpose of the meeting is to vote upon the termination of a member society, is delivered to each Director at least 30 calendar days prior to such meeting.</p>	<p>Add</p> <p>(b) Membership in the Association may be terminated by the affirmative vote of two-thirds of the Directors (including Officers), at a properly convened meeting at which a quorum is present or by two-thirds unanimous consent via electronic mail (e-mail), for which notice stating that a purpose of the meeting is to vote upon the termination of a member society, is delivered to each Director at least 30 calendar days prior to such meeting.</p>
Section 6	<p>A member society may resign from membership at any time by delivering written notice of resignation to the Secretary-Treasurer of the Association, effective upon receipt unless the notice specifies a later effective date.</p>	
<p>ARTICLE 4 House of Representatives</p>		
Section 1	<p><u>Purpose and Composition.</u></p> <p>(a) The House of Representatives advises the Association, through the Bureau, on all matters of policy and programs of the Association.</p> <p>(b) Each Constituent Society and each Associate Society may send up to two Representatives to meetings of the House of Representatives.</p> <p>(c) Each Constituent Society shall have one vote on matters coming before the House of Representatives. Associate Societies shall not have a vote.</p>	

Section 2	<p><u>Meetings.</u></p> <p>(a) A regular meeting of the House of Representatives shall be held biennially in conjunction with, and at the same location as, the World Congress of Pathology and Laboratory Medicine.</p> <p>(b) Special meetings may be called by the President or by written petition of at least a majority of Constituent Societies.</p> <p>(c) The President-elect or, in his or her absence, the Speaker of the House, shall preside over meetings of the House of Representatives, and shall not vote except to break a tie vote. The Secretary-Treasurer shall serve as Secretary of the House of Representatives.</p>	<p>Revision</p> <p>(c) The President-elect or, in his or her absence, a Director the Speaker of the House, shall preside over meetings of the House of Representatives, and shall not vote except to break a tie vote. The Secretary-Treasurer shall serve as Secretary of the House of Representatives.</p> <p>Add: (d) The House of Representatives may act by electronic ballot in all matters that may be required or permitted to be taken care of at a meeting of the House of Representatives.</p>
Section 3	<p><u>Notice of Meetings.</u></p> <p>(a) Written notice stating the place, day, and hour of a meeting of the House of Representatives and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, by mail or electronic mail (e-mail), not less than 30 nor more than 60 days before the date of the meeting, by or at the direction of the President or Secretary-Treasurer or the Constituent Societies calling the meeting, to each Constituent Society's Representatives at the address shown for such representatives on the records of the Association.</p> <p>(b) Notice of any meeting may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting except where the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.</p>	
Section 4	<p><u>Attendance at Meetings.</u></p> <p>(a) Attendance at annual meetings of the House of Representatives shall be open to all registered attendees of the World Congress of Pathology and Laboratory Medicine. Only Representatives of Constituent Societies may vote.</p> <p>(b) If the Representative of a Constituent Society cannot attend a meeting of members, he or she may designate another member of the Constituent Society to attend the meeting as the Constituent Society's Representative.</p>	
Section 5	<p><u>Quorum.</u></p> <p>Representatives of twenty-five percent of the Constituent Societies in good standing shall constitute a quorum for the consideration of matters at any meeting of the House of Representatives.</p>	
Section 6	<p><u>Action at a Meeting.</u></p> <p>(a) All Constituent Societies may vote on matters submitted to a vote of the House Representatives. Each Constituent Society shall be entitled to one vote on each matter. The affirmative vote of a majority of Constituent Societies present at a properly convened meeting at which a quorum is present shall be the act of the House Representatives, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.</p> <p>(b) Voting shall be by open vote unless a majority of Constituent Societies request secret</p>	

		ballots.	
Section	7	<u>Proxy Prohibited.</u> No Constituent Society may act by proxy on any matter.	<i>Should proxy vote be allowed?</i> <i>Voting by proxy vote will be allowed.</i>
Section	8	<u>Conduct of Meeting.</u> (a) The agenda for annual meetings shall include reports from the President, President-elect, and Secretary-Treasurer of the Association, as well as reports from each Secretariat and the chair of each standing committee and commission. (b) The Secretary of the House of Representatives or, in his or her absence, an appointee of the President, shall present to the House all matters that should properly come before it and, at the request of the President-elect, shall elicit from the House decisions, comments, and advice for presentation to the Bureau. The Secretary shall prepare minutes of each meeting and shall distribute the minutes to the Directors and to the Representatives of Constituent Societies. (c) The House of Representatives shall establish its own rules of procedures, consistent with the law, the Articles of Incorporation, and these Bylaws. These rules may include, but shall not be limited to, methods for receiving items of business to come before the House, rules of order, subcommittee structure, and rights of individuals to be heard. House rules shall be adopted, and may from time to time be amended, by the affirmative vote of a majority of the Constituent Societies in good standing present at a properly convened meeting at which a quorum is present.	
ARTICLE 5 Officers and Directors			

Section 1	<p><u>Enumeration.</u></p> <p>(a) The Officers of the Association shall be the President, the President-elect, the Immediate Past President, and the Secretary-Treasurer, each of whom shall serve <i>ex officio</i>, plus six to ten Directors, all of whom shall be voting Directors. In addition, the President of the World Pathology Foundation, the Executive Director of the Association's Administrative Office, and the Medical Officer of Health Laboratory Technology of the World Health Organization or their designees shall serve <i>ex officio</i> as Directors without a vote.</p> <p>(b) Unless Officers and Directors are referred to separately, use of the term "Director" herein shall refer generally to voting Directors of the Bureau.</p>	<p>Remove: (a) The Officers of the Association shall be the President, the President-elect, the Immediate Past President, and the Secretary-Treasurer. each of whom shall serve <i>ex officio</i>, plus six to ten Directors, all of whom shall be voting Directors. In addition, the President of the World Pathology Foundation, the Executive Director of the Association's Administrative Office, and the Medical Officer of Health Laboratory Technology of the World Health Organization or their designees shall serve <i>ex officio</i> as Directors without a vote.</p> <p>Add: (a) The Officers of the Association shall be the President, the President-elect, and the Secretary-Treasurer. There shall be 7 Directors each of whom is elected from WASPaLM Regions (which shall correspond to the WHO regions and one for North America) by Constituent Societies located in those regions. The directors shall be the elected Constituent Societies, whose leadership will nominate a representative to sit on the Bureau.</p> <p>** add another 2 - Directors at Large There will 2 additional Directors – <i>Directors at Large</i>, who will be elected to the Bureau as Individuals and who are members of a Constituent Society and lawfully qualified physicians specializing in the practice of pathology and/or laboratory medicine.</p> <p>Remove: (b) Unless Officers and Directors are referred to separately, use of the term "Director" herein shall refer generally to voting Directors of the Bureau.</p>
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Section 2	<p><u>Qualifications.</u></p> <p>(a) Officers and Directors shall be members of Constituent Societies and lawfully qualified physicians specializing in the practice of pathology and/or laboratory medicine.</p> <p>(b) At least one Director shall be from each of the following geographic regions: Africa, Asia, Australia, Europe, North America, and South America.</p>	<p>Remove: b) At least one Director shall be from each of the following geographic regions: Africa, Asia, Australia, Europe, North America, and South America.</p> <p>Add: that a director shall be a person good standing (e.g. must not be under criminal investigation etc). RCPA constitution has something.</p>
Section 3	<p><u>Election.</u></p> <p>(a) Elections ordinarily shall be held every two years in conjunction with a World Congress of Pathology and Laboratory Medicine.</p> <p>(b) Election shall be accomplished by means of mail or electronic (e-mail) ballot sent to Constituent Societies of the Association.</p> <p>(c) At least one year prior to an election, the President shall appoint a Nominating Committee consisting of the WASPaLM Officers and one Director. The Nominating Committee shall solicit from Constituent Societies nominations for the positions of President-elect, Secretary-Treasurer, and Directors-at-large.</p> <p>(d) At least one hundred and eighty (180) days prior to an election, the Nominating Committee shall present its nominations to the Secretary-Treasurer. The Secretary-Treasurer shall, within 10 days, send to each Constituent Society, the list of nominations. Constituent Societies may make additional nominations, provided that any nomination is received by the Secretary-Treasurer not less than 100 days prior to an election and is supported in writing by at least three (3) Constituent Societies.</p> <p>(e) At least ninety (90) days prior to an election, the Secretary-Treasurer shall send ballots including the names of all nominees to the President of each Constituent Society. Each Constituent Society may vote for one (1) candidate for President-elect, one (1) candidate for Secretary-Treasurer and up to ten (10) Directors-at-large. The ballots will be structured by geographic areas as specified in Article VII of the Constitution. Any Director-at-large positions not permanently assigned to a geographical area shall be elected from the Constituent Societies as a whole.</p> <p>(f) Ballots must be returned within forty-five (45) days to the Chair of the Nominating Committee, and each ballot must be signed by the President of the Constituent Society. The Chair of the Nominating Committee shall count the ballots and forward to the Secretary-Treasurer the names of those elected. Winning candidates shall be determined by a plurality of the returned ballots. In cases of tie votes or contested elections, nominees shall be elected by the House of Representatives by secret ballot.</p> <p>(g) The names of those elected will be certified to the House of Representatives by the President of the Association at the opening session of the House of Representatives held at the upcoming World Congress of Pathology.</p> <p>(h) If no World Congress is scheduled at the time of an election, the Secretary-Treasurer shall certify to Constituent Societies the results of the election and shall notify those elected to office.</p>	<p>Suggest changes as follows:</p> <p>The Secretary-Treasurer <i>call for nominations, nominees full fill qualifications.</i> shall be the Chair of the Election Committee and will confirm that all Constituent Society e-addresses are correct.</p> <p>8 months prior to World Congress, the Secretary-Treasurer will appoint an Election Committee.</p> <p>Not less than 6 months prior to the World Congress, a Call for Nominations will be sent to all Constituent Societies by the Secretary-Treasurer. The nomination deadline will be 60 days hence.</p> <p>Not less than 4 months prior to the World Congress a list of nominations will be compiled and, if required, will be forwarded to Constituent Societies forelection.</p> <p>Edit: Constituent Societies will have 30 days to reply to the election ballot. Results will be tabulated and forwarded Bureau.</p> <p>Final election results will be <u>announced to the</u> Constituent Societies <u>one</u> month prior to the World Congress.</p> <p>Add: In the event of the regional directorship is not filled by election; the Bureau will have the authority to appoint a Regional Director.</p> <p>Are Section 3.d: 3.e; and 3.f to beremoved?</p>

Section 4	<p><u>Term of Office.</u></p> <p>(a) The President of the Association shall succeed from the office of President-elect. The President shall hold office for one term of two years.</p> <p>(b) The President-elect of the Association shall be elected by the Constituent Societies pursuant to the procedures set forth herein and shall hold office for one term of two years prior to succeeding to the office of President; provided that, if the President-elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of President unless elected to do so.</p> <p>(c) The Immediate Past President of the Association shall succeed from the office of President and shall hold office for one term of two years.</p> <p>(d) The Secretary-Treasurer of the Association shall be elected by the Constituent Societies pursuant to the procedures set forth above, shall hold office for a term of four years, and may hold office for up to three (3) consecutive terms.</p> <p>(e) Directors of the Association shall be elected by the Constituent members pursuant to the procedures set forth herein, shall hold office for a term of two years, and may hold office for up to three (3) consecutive terms.</p> <p>(f) The term of office of each regularly elected Officer and Director shall begin on the last day of the World Congress at which their election is certified or at such later date of certification as is set forth above. Each Officer and Director shall hold office until the next-to-last day of the World Congress in the final year of the Officer's or Director's term of office, and until a successor has been elected and qualified, or until such Officer's or Director's earlier death, resignation, or removal in the manner hereinafter provided. Election of an Officer or Director shall not of itself create any contract rights.</p>	<p>Change: (b) The President-elect of the Association shall be elected by the Constituent Societies pursuant to the procedures set forth herein and shall hold office for one term of two years prior to succeeding to the office of President; provided that, if the President-elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of President unless elected to do so.</p> <p>Remove: (c) The Immediate Past President of the Association shall succeed from the office of President and shall hold office for one term of two years.</p> <p>Add: Should the President-elect succeed to President due to the inability of the President; he/she will complete that term and will then have their own full 2 year term.</p>
Section 5	<p><u>Resignation.</u></p> <p>Any Officer or Director may resign at any time by giving notice to the President. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation need not be accepted in order to be effective.</p>	
Section 6	<p><u>Removal.</u></p> <p>(a) One or more Officers or Directors may be removed for cause. Cause for removal may be found where the Bureau has determined that the Officer or Director has neglected his or her duty, has engaged in improper conduct prejudicial to the interests of the Association, has violated the law, the Articles of Incorporation, or these Bylaws, or has engaged in other activity deemed to be cause for removal by the Bureau.</p> <p>(b) Officers and Directors may be removed by the affirmative vote of two-thirds of the Constituent Societies present at a properly convened meeting of the House of Representatives at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more Officers or Directors named in the notice is delivered to all Constituent Societies. Only the named Officer(s) or Director(s) may be removed at such meeting.</p>	

		<p>(c) Alternatively, Officers and Directors may be removed by the affirmative vote of two-thirds of all of the Constituent Societies by electronic (e-mail) ballot provided that notice, either electronic or written, stating the purpose of the ballot is to vote upon the removal of one or more officers or Directors named in the notice is delivered to all Constituent Societies no less than 60 days prior to the date of the vote. Only the named officer(s) or Director(s) may be removed by such ballot.</p> <p>(d) The removal of an Officer or Director shall be without prejudice to the contract rights, if any, of the person so removed.</p>	
Section	7	<p><u>Vacancies.</u> A vacancy in any office shall be filled by appointment by the Bureau until the next regular election of the Association except as provided elsewhere in these Bylaws. Such appointment shall be made by the affirmative vote of two-thirds of the Bureau present at a properly convened meeting at which a quorum is present or by unanimous consent via electronic (e-mail) ballot.</p>	**
Section	8	<p><u>Compensation.</u> No officer or Director shall receive any compensation for service as an officer or Director, except that an officer or Director may be reimbursed for reasonable expenses incurred in connection with his or her service to the Association as determined by the Bureau.</p>	
Section	9	<p><u>Duties of Officers.</u> (a) The officers of the Association shall have such express authority and perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Bureau, and such implied authority as is recognized by common law.</p> <p>(b) The President shall be the principal executive officer of the Association and, when present, shall preside at all meetings of the Bureau. With the approval of the Bureau, the President shall appoint chairs and members of committees, commissions and other advisory bodies.</p> <p>(c) The President shall be the official spokesperson of the Association and the official representative to all organizations having relationships with the Association, except as the President may delegate such responsibilities to other members of the Bureau, the House, or Constituent Societies. The President shall sign, or otherwise authorize another member of the Bureau to sign, all written correspondence on behalf of the Association in matters of policy, official appointments and commitments of the Association. The President may serve as a Trustee of the World Pathology Foundation.</p> <p>(d) The President-elect shall serve as President when so delegated by the President, if the President is temporarily unable to act, or if the office of President becomes vacant. If the President-elect is filling the office of President in case of vacancy, the President-elect also shall serve as President for the next term. The President-elect may serve as a Trustee of the World Pathology Foundation.</p> <p>(e) The Secretary-Treasurer shall receive all correspondence on behalf of the Association and shall distribute it for reply as necessary. The Secretary-Treasurer shall collect, hold and disburse all funds of the Association and shall maintain the accounts of the</p>	

		<p>Association. The Secretary-Treasurer shall file all required documents with governmental agencies in whatever countries those documents are required. The Secretary-Treasurer shall present a budget annually to the Bureau for approval and shall report the financial state of the Association to the Bureau quarterly and to the House of Representatives annually. The Secretary-Treasurer shall submit to the Bureau, within 4 months after each fiscal year end, an account of the Association that is duly audited by a comptroller who is engaged by the Bureau. The Secretary-Treasurer may serve as a Trustee of the World Pathology Foundation.</p> <p>(f) The Secretary-Treasurer shall (a) keep the minutes of meetings of the Bureau and committees of the Bureau in one or more books or electronically using commercially available software provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Society; (d) keep a register of the post office and e-mail addresses of each officer, director, and member of the Association, which shall be furnished to the Secretary-Treasurer by such officer, director, or member; and (e) in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned from time to time by the Bureau or the President or as may be provided in these Bylaws.</p>	
Section	10	<p><u>Fiduciary Obligations of Officers and Directors.</u> All officers and Directors of the Association shall observe the duties of care, loyalty, obedience, and confidentiality, and shall at all times act in a manner that is consistent with the best interests of the Association. Any conflicts or potential conflicts with these legally binding fiduciary obligations shall be resolved in favor of the Association pursuant to the Association's Conflict of Interest Policies.</p>	
		<p>ARTICLE 6 Bureau</p>	
Section	1	<p><u>General Powers and Duties.</u> (a) The affairs of the Association shall be managed by or under the direction of its Bureau, which shall serve as its Board of Directors. (b) The Bureau shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:</p> <ol style="list-style-type: none"> 1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the Association in order to promote the purposes of the Association; 2. To transact the general business of the Association; 3. To elect members to the Association; 4. To represent the Association and present the Association's views and opinions to the public; and 5. To organize and sponsor workshops and other educational meetings on topics of interest to members and to the public. 6. To organize the World Congress of Pathology and Laboratory Medicine. 	
Section	2	<p><u>Size and Composition.</u></p>	<p>Change: The Bureau shall consist of the Officers, Directors and</p>

		The Bureau shall consist of the Officers and Directors of the Association.	Committee Chairs of the Association.
Section	3	<p><u>Meetings of the Bureau.</u></p> <p>(a) A regular annual meeting of the Bureau shall be held, and additional regular meetings may be held, at such time and place as shall be determined by resolution of the Bureau, without necessity of notice other than such resolution.</p> <p>(b) Special meetings of the Bureau may be called by the President or upon the written petition of at least a majority of the Directors.</p> <p>(c) Notice of any regular or special meeting of the Bureau may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.</p>	
Section	4	<p><u>Quorum.</u></p> <p>A majority of the Directors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority is present, a majority of the Directors then present may adjourn the meeting to another time without further notice.</p>	
Section	5	<p><u>Action at a Meeting.</u></p> <p>Each Director shall be entitled to one vote, except that the President shall vote only in the case of a tie. The affirmative vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Bureau, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.</p>	
Section	6	<p><u>Proxy Prohibited: Presumption of Assent.</u></p> <p>(a) No Director may act by proxy on any matter; provided that, Directors may act without a meeting pursuant to the procedures set forth in Section 6.8 of these Bylaws.</p> <p>(b) A Director who is present at a meeting at which action on any corporate matter is taken by the Bureau is conclusively presumed to have assented to the action taken unless such Director's dissent or abstention is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail or e-mail to the Secretary-Treasurer immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.</p>	
Section	7	<p><u>Attendance by Telephone.</u></p> <p>Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.</p>	
Section	8	<p><u>Unanimous Consent Without a Meeting: Emergency Action.</u></p> <p>(a) Any action required or permitted by law to be taken at a meeting of the Bureau may be taken without a meeting if a consent either electronically or in writing setting forth the action so taken shall be signed or indicated electronically by all Directors. The consent</p>	

		<p>shall be evidenced by one or more written or electronic approvals, each of which sets forth the action taken and bears the signature or electronic authorization of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the records of the Association. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a later effective date. Any such consent shall have the same force and effect as an affirmative vote.</p> <p>(b) In emergency circumstances, when a meeting of the Bureau is not practicable, the President, Secretary-Treasurer, and one other officer or Director may act on behalf of the Bureau by unanimous consent; provided that, no objection from any other Director is known to them.</p>	
Section	9	<p><u>Invited Guests.</u> The President may invite individuals who are not Directors and not <i>ex officio</i> members of the Bureau to be present during specified portions of Bureau meetings. Such individuals may not, however, be present during motions, votes or other business conducted by the Bureau.</p>	
Section	9	<p><u>Minutes of Bureau Meetings.</u> Minutes of Bureau meetings shall be taken and maintained by the Secretary-Treasurer or his/her designee, and shall be distributed to all Directors and to all Constituent Societies.</p>	
ARTICLE 7 Committees			
Section	1	<p><u>Committees of the Bureau.</u> (a) The Bureau may by resolution create one or more standing or special Committees of the Bureau. The President shall appoint Directors and other members of the Association to serve on the committee or committees subject to approval by the Bureau. Each committee may exercise the authority of the Bureau to the extent permitted by law and as specified by the Bureau or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Bureau, or any individual Director, of any responsibility imposed by law. A committee shall not take any action that is inconsistent with the law, the Articles of Incorporation, or these Bylaws, or that revokes or amends any previous action by the Bureau which is still in effect.</p> <p>(b) The membership of each Committee of the Bureau shall consist of two or more Directors, at least a majority of its members shall be Directors, and all committee members shall serve at the pleasure of the Bureau. A non-Director committee member must be a member in good standing of a Constituent Society. The President shall serve as an <i>ex officio</i> non-voting member of each Committee of the Bureau.</p> <p>(c) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee.</p>	
Section	2	<p><u>Committees of the Association.</u> (a) The Bureau may by resolution create one or more standing or special committees of the Association and appoint Directors and other members of the Association to serve on such committee(s), the majority of whom need not be Directors. Committees of the</p>	

		<p>Association may not act on behalf of the Association or bind it to any action, but may make recommendations for actions to the Bureau.</p> <p>(b) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee. All committee members shall be members of a Constituent Society in good standing.</p>	
Section	3	<p><u>Action of Committees.</u></p> <p>(a) Unless otherwise provided in these Bylaws, a majority of committee members shall constitute a quorum and the affirmative vote of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of a committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of Directors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent, either electronically or in writing, without a meeting, in the manner provided by these Bylaws for the Bureau. Subject to these Bylaws and to action by the Bureau, a majority of the members of the committee shall determine the time and place of committee meetings and the notice required for such meetings.</p> <p>(b) All committee members shall observe the fiduciary obligations described in Section 5.10 of these Bylaws.</p> <p>(c) Each committee shall submit a report on its activities prior to each annual meeting of the Bureau, and such other reports as the Bureau may request.</p>	
Section	4	<p><u>Special Committees.</u></p> <p>The Bureau may from time to time create one or more special or ad hoc committees, commissions, task forces or other bodies of the Association for specified purposes and appoint officers, Directors, representatives of member societies, and other consultants and advisors to serve on such committees. The number of committee members and the functions of the special committee shall be set forth in the resolution creating such committee. Each special committee shall make an annual report on its activities to the Bureau and such interim reports as the Bureau may request.</p>	
<p>ARTICLE 8 Corporate Sponsorship</p>			
Section	1	<p><u>Eligibility.</u></p> <p>Commercial entities may become Corporate Sponsors of the Association upon (a) approval of a written application submitted to the Secretary-Treasurer, such approval to be evidenced by the affirmative vote of two-thirds of the Directors; and (b) payment of sponsorship contributions as shall be determined by the Bureau.</p>	
Section	2	<p><u>Contributions.</u></p> <p>Contributions from Corporate Sponsors shall be solicited annually by the Secretary-Treasurer, and are due on or before the thirty-first day of May each year.</p>	
Section	3	<p><u>Privileges.</u></p> <p>Corporate sponsors shall be (a) listed as such on the Association's web site and in such</p>	

		other publications as may be deemed appropriate by the Bureau; and (b) recognized as Corporate Sponsors at World Congresses of Pathology. Corporate Sponsors shall not solely by virtue of their sponsorship become members of the Association or have any right of representation in the House of Representatives or on the Bureau.	
Section	4	<u>Withdrawal.</u> Corporate Sponsors may withdraw their sponsorship at any time upon written notice to the Secretary-Treasurer.	
Section	5	<u>Termination.</u> A Corporate Sponsorship may be terminated by the affirmative vote of two-thirds of the Directors for (a) failure to make sponsorship contributions in a timely manner, or (b) actions contrary to the best interests of the Association.	
ARTICLE 9 World Congress of Pathology			
Section	1	<u>Schedule.</u> A World Congress of Pathology shall be held every two years, in odd-numbered years, at such time and place as shall be determined by the Bureau with the advice of the House of Representatives.	
Section	2	<u>Arrangements.</u> One or more of the Constituent Societies shall be responsible for organizing each World Congress, pursuant to a written contract between the Association and such Constituent Society(s).	
ARTICLE 10 Honors			
Section	1	<u>Awards Committee.</u> One year prior to each World Congress of Pathology, the President shall establish an Awards Committee, which shall solicit from Constituent Societies nominations for the Gold Headed Cane, Certificates of Honor, and Medal of Honor awards. The Awards Committee shall select and recommend nominees to the Bureau, which shall make the final decision on all awards.	Change: One year prior to each World Congress of Pathology, the President shall establish an ad hoc Awards Committee, which shall solicit from Constituent Societies nominations for the Gold Headed Cane, Certificates of Honor, and Medal of Honor awards. The Awards Committee shall select and recommend nominees to the Bureau, which shall make the final decision on all awards.
Section	2	<u>Certificates of Honor.</u> Certificates of Honor ordinarily shall be awarded at the World Congress of Pathology.	
Section	3	<u>Gold Headed Cane.</u> Gold headed canes shall be awarded infrequently, for particularly distinguished service and, ordinarily, not to an individual currently serving as a Director.	
Section	4	<u>Medal of Honor.</u>	
ARTICLE 11 Auxiliary Board			
Section	1	<u>Purposes.</u> The Auxiliary Board of the Association shall assist the Association in its activities by providing, for example, tours, social events, and hospitality for guests of registrants of the World Congress of Pathology, and by operating an auction and bazaar at World Congresses to raise money for Gordon Signy Fellowship of The World Pathology	

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		Foundation.	
Section	2	<u>Officers.</u> The President shall appoint new officers of the Auxiliary Board, which shall consist of a President, Vice President, and Secretary, at the annual meeting of the Auxiliary Board. The President and Vice President of the Auxiliary Board ordinarily shall reside in the country hosting the next upcoming World Congress, and shall serve until the following annual meeting.	
Section	3	<u>Meetings.</u> The annual meeting of the Auxiliary Board shall be held during each World Congress.	
Section	4	<u>Members and Advisors.</u> (a) The officers of the Auxiliary Board shall nominate, and the President of the Auxiliary Board shall appoint, up to seven members from among those nominated by Constituent Societies. Members' terms shall be the same as the terms of officers. (b) The Immediate Past President of the Association shall serve as advisor to the Auxiliary Board.	
ARTICLE 12 Contracts and Financial Transactions			
Section	1	<u>Contracts.</u> The Bureau may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.	
Section	2	<u>Loans.</u> No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Bureau or by action of a duly empowered committee of the Bureau. Such authority may be general or confined to specified instances. No loan shall be made by the Association to an officer or Director of the Association.	
Section	3	<u>Checks, Drafts, Etc.</u> All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Bureau or by action of a duly empowered Committee of the Bureau. In the absence of such determination, such instruments may be signed by the Secretary-Treasurer.	
Section	4	<u>Deposits.</u> All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Bureau may select.	
Section	5	<u>Gifts.</u> The Bureau may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.	

ARTICLE 13 Records		
The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Bureau, the House of Representatives, and committees having any authority of the Bureau, and shall keep at its registered office or principal office a record giving the names and addresses of its member societies, officers, Directors, and committee members. All books and records of the Association may be inspected by any Constituent member society, or any Constituent member society's agent or attorney, for any proper purpose at any reasonable time.		
ARTICLE 14 Fiscal Year		
The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.		
ARTICLE 15 Notices		
Section	1	<p><u>Manner of Notice.</u> Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice whatever is required to be given to any officer, Director, or member society of the Association, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the mail, postage prepaid and addressed to such officer, Director, or member society at the address that appears on the books of the Association, or by electronic mail (e-mail), and such notice shall be deemed to be given at the time when it is thus deposited in the mail or sent electronically; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of the House of Representatives, the Bureau, or committees of the Bureau with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, by the Articles of Incorporation, or by these Bylaws.</p>
Section	2	<p><u>Waiver of Notice.</u> Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.</p>
ARTICLE 16 Official Language		
The official language of the Association shall be English. Other languages may be used at meetings and in publications, as deemed appropriate by the Bureau or its delegate.		
ARTICLE 17 Rules		

All deliberations of the House of Representatives, the Bureau, and committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with the law, the Articles of Incorporation, or these Bylaws.		
ARTICLE 18 Nondiscrimination		
The Association shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.		
ARTICLE 19 Indemnification and Insurance		
Each person who at any time is or shall have been an officer, Director, employee, or agent of the Association or is or shall have been serving at the request of the Association as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise. If authorized by the Bureau, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.		
ARTICLE 20 Dissolution		
Upon the dissolution of the Association, the Bureau shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the Association, and shall return, transfer, or convey any assets held by the Association upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Bureau shall transfer or convey the remaining assets of the Association to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (a) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Bureau shall determine pursuant to a plan of distribution adopted by the Bureau. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.		
ARTICLE 21 Amendments		
Section	1	<u>Authority.</u> These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the Association are consistent with the law and the Articles of Incorporation.

Section	2	<p><u>Procedure for Amending Bylaws.</u></p> <p>(a) A duly proposed amendment may be initiated by either of the following: (1) recommendation of the Bureau; or (2) written petition submitted to the Secretary-Treasurer and signed by at least five Constituent Societies; provided that, each proposed amendment has been evaluated for consistency with the law, and the Articles of Incorporation.</p> <p>(b) The Secretary-Treasurer shall distribute to the Representatives of each Constituent Society, in writing or through electronic means, duly proposed amendments and such commentary as may be added by the Bureau. Constituent Societies shall have ninety (90) days to vote on the amendments via a ballot, signed by the President of the Constituent Society, and submitted to the Secretary-Treasurer, who will tabulate and cause the publication of the results.</p> <p>(c) A duly proposed amendment shall be adopted by the affirmative vote of two-thirds of all the Constituent Societies of the Association, at a meeting of the House of Representatives at which a quorum is present.</p> <p>(d) Adopted amendments shall take effect immediately upon publication, and the revised Bylaws of the Association shall be published on the Association's web site.</p>
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