

Bylaws of the Pacific Northwest Section

American Association for Clinical Chemistry, Inc.

TABLE OF CONTENTS

ARTICLE I. OFFICES . . . . . 1

ARTICLE II. MEMBERS . . . . . 1

ARTICLE III. MEETINGS OF MEMBERS . . . . . 2

ARTICLE IV. BOARD OF DIRECTORS . . . . . 2

ARTICLE V. DIRECTORS . . . . . 3

ARTICLE VI. COMMITTEES . . . . . 4

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS . . . . 5

ARTICLE VIII. BOOKS AND RECORDS . . . . . 5

ARTICLE IX. AMENDMENTS TO BY-LAWS . . . . . 5

ARTICLE X. CONFLICTS WITH AACC BY-LAWS ..... 5

ARTICLE I. OFFICES

The principal office of the Corporation is in the State of Washington. The Corporation may have such other offices, either inside or outside the State of Washington, as the Board of Directors may determine or as the Corporation may require.

The Corporation shall have and continuously maintain the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

SECTION 1. *Class of Members.* The Corporation shall have one or more classes of members, and each membership class shall be designated as voting or non-voting, as determined by the resolution of the Board of Directors.

SECTION 2. *Designation of Members.* Individuals shall become members by their request submitted to the American Association for Clinical Chemistry, Inc. (hereinafter, "AACC") upon acceptance for membership in that organization.

SECTION 3. *Voting Rights.* Voting members shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. *Termination of Membership.*

A. For Cause: The Board of Directors, by affirmative vote of two-thirds of the entire Board, may suspend or expel a member for cause after a fair hearing.

B. For Ineligibility: The Board of Directors, by a majority vote at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

C. For Default in Dues: The Board of Directors, by a majority vote at any regularly constituted meeting, may suspend or expel any member who is in default in payment of dues for the period fixed in these by-laws.

SECTION 5. *Resignation.* Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges then accrued and unpaid.

SECTION 6. *Reinstatement.* Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by a vote of two-thirds, reinstate such former member to membership upon terms determined by the Board of Directors.

SECTION 7. *Transfer of Membership.* Membership in the Corporation is not transferable or assignable.

### ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. *Special Meetings.* Special meetings of members may be called by the Chairperson, Board of Directors, or not less than one-tenth of members having voting rights.

SECTION 2. *Notice of Meetings.* notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Chairperson, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member's address as it appears on the records of the Corporation, with postage thereon prepaid.

### ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. *General Powers.* The Corporation shall be governed by its Board of Directors (BOD). Directors must be members of the Corporation.

SECTION 2. *Number, Tenure and Qualifications.* The BOD shall consist of the Chairperson, Chairperson-Elect, Past Chair, Secretary, Treasurer, and a member-at-large. Each director shall hold office until the term for which he or she is elected expires.

SECTION 3. *Special Meetings.* Special meetings of the Board of Directors may be called by or at request of the Chairperson or any two Directors. The person or persons authorized to call special meetings of

the Board may fix any place, inside or outside the State of Washington, for holding any such special meeting.

SECTION 4. *Vacancies.* Any vacancy on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by affirmative vote of a majority of remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

SECTION 5. *Compensation.* Directors shall not receive payment for services as Directors, or any other payment in any other capacity, from the Corporation, except that a Director may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the Corporation upon submitting adequate documentation in support of such expenses.

SECTION 6. *Informal Action by Directors.* Any action required or permitted by law or these by-laws at a meeting of Directors may be taken without a meeting if written consent stating the action so taken is signed by all Directors.

#### ARTICLE V. DIRECTORS

SECTION 1. *Directors.* The directors of the Corporation shall be a Chairperson, Chairperson-Elect, Past Chair-Person a Secretary, a Treasurer, Education Coordinator, Member at Large and such other directors as elected in accordance with this Article. The members may elect or appoint such other directors, including one or more Assistant Secretaries and Assistant Treasurers, as desirable, such directors to have authority and perform duties set forth by the members. Two or more offices may be held by the same person, except Chairperson and Secretary.

SECTION 2. *Election and Term of Directors.* The Corporation's directors shall be elected each year by the end of November prior to the expiration of his or her term. The election will be held electronically using the ballot recommended by the national office of AACC. New director positions may be created and filled at any meeting of members. Each director shall hold office until his successor is elected and qualified.

SECTION 3. *Removal.* Any officer elected by the members may be removed by the members whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. *Vacancies.* A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. *Chairperson.* The Chairperson shall be the chief executive officer and shall supervise and control all business affairs of the Corporation. He/she shall preside at meetings of members and of the Board of Directors. He/she may sign, with the Secretary or any other office authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution is expressly delegated by the Board of Directors, these by-laws, or statute to another officer or agent of the Corporation. He/she shall perform all duties incident to the office of Chairperson and other duties prescribed by the Board of Directors. The term of office shall be one (2) years.

SECTION 6. *Chairperson-Elect*. In the event of the Chairperson's absence, inability or refusal to act, the Chairperson-Elect shall perform the Chairperson's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect shall also perform other duties as assigned by the chairperson or the Board of Directors. The term of office shall be one (2) years.

SECTION 7. *Past-Chair Person*. The Past-Chair will act as an advisor to the Chair and Chair-Elect. In the event of the Chairperson's or Chairperson-Elect absence, inability or refusal to act, the Past-Chairperson shall perform the Chairperson's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Past-Chair shall also perform other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be one (2) years.

SECTION 8. *Treasurer*. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of duties in such sum and with such sureties as the Board of Directors orders. He/she shall have custody of and responsibility for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation, and deposit all moneys in the Corporation's name in such depositories as selected by the Board of Directors. He/she shall perform all duties incident to the office of Treasurer and such other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be three (3) years.<sup>11</sup>

SECTION 9. *Secretary*. The Secretary shall see that all notices are given as required by these by-laws or the law; distribute ballots and election results to the members; receive and tally election ballots; and notify AACC of election results. He/she shall perform all duties incident to the office of Secretary and such other duties as assigned by the Chairperson or the Board of Directors. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors. He/she shall submit all such minutes for approval at the next-subsequent meeting. He/she shall maintain permanent records of all such minutes and transmit them to the succeeding Recording Secretary. He/she shall perform all duties incident to the office of Recording Secretary and such other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be three (3) years.

#### ARTICLE VI. COMMITTEES

SECTION 1. *Committees of Directors*. The Board of Directors, by resolution of a majority of Directors in office, may appoint one or more committees consisting of two or more Directors, which committees, to the extent provided in said resolution, shall have authority of the Board of Directors. However, no committee shall have authority of the Board of Directors to amend, alter or repeal by-laws; to elect, appoint or remove a committee member, a Director or officer; to amend or restate Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize sale, lease, distribution, exchange or mortgage of all or substantially all of the Corporation's property or assets; to authorize voluntary dissolution of the Corporation or revoke proceedings therefor; or to amend, alter or repeal a resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation of committee authority shall not relieve the Board of Directors, or an individual Director, of responsibility imposed upon it or him/her by law.

SECTION 2. *Term of Office.* Each committee member shall continue as such until his/her successor is appointed, unless the committee is first terminated, or such member is removed from such committee or ceases to qualify as a member thereof.

#### ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. *Contracts.* The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to officers authorized by these by-laws, to execute a contract or other instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

SECTION 2. *Checks, Drafts, etc.* All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by the Corporation's director(s) or agent(s) in such manner as determined by resolution of the Board of Directors. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or Chairperson-Elect.

SECTION 3. *Deposits.* All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors selects.

SECTION 4. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

#### ARTICLE VIII. BOOKS AND RECORDS

SECTION 1. *Keeping Books and Records.* The Corporation shall keep correct and complete accounting books and records and minutes of meetings of members, Board of Directors and committees having any authority of the Board of Directors;. Such books and records may be inspected at the Corporation's offices by any member, his agent or attorney, for any proper purpose at any reasonable time, upon written request, stating the purpose thereof, to the Corporation at least ten days before the desired inspection.

SECTION 2. *Sending Reports to AACC.* The Corporation shall submit to AACC by December 15 of each year a copy of its annual financial statements prepared in accordance with generally accepted accounting principles for the previous year and a copy of the annual report filed with its state of incorporation to maintain its good corporate standing in that state.

#### ARTICLE IX. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted, by a majority of the Directors present at a regular or special meeting, upon giving at least thirty days' written notice of intent to alter, amend, or repeal, or adopt new by-laws.

#### ARTICLE X. CONFLICTS WITH AACC BY-LAWS

If conflicts arise between these by-laws and AACC's by-laws, AACC's by laws shall govern.