

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
HOUSE OF DELEGATES
MINUTES
Long Beach, CA
September 21, 2016**

I. CALL TO ORDER

The 41st Annual Session of the National Society for Histotechnology House of Delegates was called to order at 7:03 PM. Joanna Barton, Speaker of the House of Delegates, introduced the Time Keeper, Lindy Kubic; Secretary of the HOD, Jennifer Harvey; and Parliamentarian, Colette Collier Trohan.

II. ADOPTION OF THE CREDENTIAL REPORT

The Credentials report was presented by Debra Wood, the Credentials Committee Chair.

House Members	Possible	Qualified	Credentialed	Seated
HOD Speaker	1	1	1	1
HOD Secretary	1	1	1	1
Officers	5	5	5	5
Regional Directors/Alternates	9	15	9	9
Appointed Committee Chairs/Alternates	13	15	11	10
Elected Committee Chairs/Alternates	4	8	5	4
Constituent Society Presidents/Alternates	42	31	22	20
Constituent Society Delegates/Alternates	84	52	32	31
Non-Constituents Areas Representatives	10	3	3	3
Total	169	131	89	84

Constituent Societies w/o Credentialed Representation	Non-Constituent Areas w/o Credentialed Representation
Arkansas	Alaska
Canada	District of Columbia
Connecticut	Hawaii
Indiana	Idaho
Kansas	Montana
Maine	New Mexico
Massachusetts	U.S. Positions & Territories in the Pacific (American Samoa, Guam, Marshall Islands, Federal States of Micronesia, Northern Marianas, Palau)

Mississippi	North Dakota
Nevada	U.S. Positions & Territories in the Atlantic (Virgin Island)
New Hampshire/Vermont	Utah
New York	Wyoming
North Carolina	
Oklahoma	
Oregon	
Pennsylvania	
Puerto Rico	
Rhode Island	
South Carolina	
Virginia	
Washington	

MOTION: As directed by the Credentials Committee, I move the adoption of this report as the official roll of the voting members of the House of Delegates.

Debra Wood, Credentials Committee Chair

MOTION ADOPTED

III. ADOPTION OF HOUSE RULES ([Appendix A](#))

House Rules were read by Konnie Zeitner, Bylaws Committee Chair

MOTION: On behalf of the Bylaws Committee, I move the adoption of the House Rules as read.

Konnie Zeitner, Bylaws Committee Chair

MOTION ADOPTED

IV. ADOPTION OF THE MEETING AGENDA

Adoption of the agenda, as printed, by majority vote.

V. APPOINTMENTS

The Speaker of the House of Delegates appointed the following positions:

- A. Minutes Committee
 - 1. Kerry Crabb
 - 2. Janet Tunnicliffe
 - 3. Monty Hyten
- B. Doorman - Nisha Crosby
- C. Chief Teller - Judy Stephens
- D. Tellers
 - 1. Andre Zamorano
 - 2. Betsy Woessner
 - 3. Colleen Forster
 - 4. Yongfu Wang
- E. Time Keeper - Lindy Kubic

F. Parliamentarian - Colette Collier Trohan

VI. ELECTIONS

A. SPEAKER OF THE HOUSE

1. Nominations
 - i. Jerry Santiago
 - ii. Joanna Barton
2. Election
Eligible Ballots - 83
Disqualified Ballots - 0

Jerry Santiago	18 Votes
Joanna Barton	65 Votes

Joanna Barton – Elected as Speaker of the House

B. SECRETARY OF THE HOUSE

1. Nominations
 - i. Jennifer Harvey
2. Election
Jennifer Harvey elected as Secretary of the House of Delegates as declared by Speaker Joanna Barton.

C. BYLAWS COMMITTEE CHAIR

1. Nominations
 - i. Konnie Zeitner
2. Election
Konnie Zeitner elected as Bylaws Committee Chair as declared by Speaker Joanna Barton

D. CREDENTIALS COMMITTEE CHAIR

1. Nominations
 - i. Debra Wood
2. Election
Debra Wood elected as Credentials Committee Chair as declared by Speaker Joanna Barton

E. JUDICIAL COMMITTEE

The following comprise the current Judicial Committee:

Dot Kuebler, Chair - Term expires 2016

Vinnie della Speranza, Committee Member (Resigned) – Term expires 2016

Lena Spencer, Committee Member – Term expires 2016

Sharon Walsh, Committee Member – Term expires 2017

Loretta Sayles Committee Member (Resigned) – Term expires 2017

JUDICIAL COMMITTEE CHAIR

1. Nominations
 - i. Sharon Walsh –Declined

- ii. John Shelley
- iii. Dot Kuebler

2. Election

Eligible Ballots - 83

Disqualified Ballots - 0

John Shelly	18 Votes
Dot Kuebler	65 Votes

Dot Kuebler elected as Judicial Committee Chair

JUDICIAL COMMITTEE MEMBERS

Two (2) members are to be selected during the HOD

Judicial Committee Member #1

1. Nominations

- i. Skip Brown
- ii. Michelle Coker
- iii. Kerry Crabb
- iv. John Shelley

2. Election

Eligible Ballots - 81

Disqualified Ballots - 1

Skip Brown	19 Votes
Michelle Coker	26 Votes
Kerry Crabb	25 Votes
John Shelley	11 Votes

Michelle Coker elected as Judicial Committee Member #1

Judicial Committee Member #2

1. Nominations

- i. Skip Brown
- ii. Kerry Crabb
- iii. John Shelley

2. Election

Eligible Ballots - 83

Disqualified Ballots - 0

Skip Brown	23 Votes
Kerry Crabb	35 Votes
John Shelley	25 Votes

Kerry Crabb elected as Judicial Committee Member #2

The Speaker, along with the newly elected Judicial Committee Chair, will appoint a member to fill the vacancy as is stated in the bylaws to fulfill the remainder of Loretta Sayles' term.

F. NOMINATIONS-ELECTION COMMITTEE CHAIR

1. Nominations

- i. Paul Billings

2. Election

Paul Billings elected as Nominations-Election Committee Chair as declared by Speaker Joanna Barton

G. MEMBERS OF THE NOMINATIONS-ELECTION COMMITTEE

Region I Linda Chen

Region II David Krull

Region III Beth Roche

Region IV Stephanie Wirsbinski

Region V Sharon Walsh

Region VI Debbie Siena

Region VII Karen Lahti

Region VIII Robin Simpkins

Region IX Lisa Manning

VII. REPORTS

A. REPORTS OF OFFICERS - No updated reports.

B. REPORT OF THE BOARD OF DIRECTORS - No updated reports.

C. REPORTS OF APPOINTED STANDING COMMITTEES - No reports at this time.

D. REPORTS OF ELECTED STANDING COMMITTEES

1. BYLAWS COMMITTEE REPORT

MOTION: I would like #1604 Membership Privileges and Application; Article III, Section 2A. 2 B. 3 and #1605 Delinquent Dues and Termination Article III 4.B. be removed from the consent agenda.

Dot Kuebler, Judicial Committee Chair

MOTION ADOPTED

Consent Agenda: Proposal: 1601 Election Records Article IV Section 4.B.4

<p><u>Proposed Changes:</u></p> <p>Records of election results shall be kept by the Nominations-Election Chairperson, the National Office and the Society Secretary</p>	<p><u>If Adopted:</u></p> <p>Records of election results shall be kept by the National Office.</p>
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Consent Agenda: Proposal: 1602 Election Procedures Article IV 4.B.2

<p><u>Proposed Changes:</u></p> <p>1.) An Election Company shall be contracted to set up and administer the on-line ballot in consultation with the Nominations-Election Committee. All efforts will be made to ensure privacy and confidentiality of the voters and their selection.</p> <p>2.) The voting period shall be determined by the Nominations-Election Committee. The Election Company shall close the voting site at the time established by the Committee.</p>	<p><u>If Adopted:</u></p> <p>1.) An Election Company shall be contracted to set up and administer the on-line ballot in consultation with the Nominations-Election Committee. All efforts will be made to ensure privacy and confidentiality of the voters and their selection.</p>
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Consent Agenda; Proposal: 1603 Applicable Laws; Article IX, Section 1.B.1.

<p><u>Proposed Changes:</u></p> <p>This committee shall be responsible comport its activities consistent with and in compliance with all applicable state and federal laws, for ensuring harmony with the corporate law of the State of Virginia and receive, process and make recommendations to the House on all proposed changes to this document.</p> <p>This committee shall maintain the standing rules and suggest house rules which will facilitate smooth functioning of the House of Delegates.</p>	<p><u>If Adopted:</u></p> <p>This committee shall comport its activities consistent with and in compliance with all applicable state and federal laws, and receive, process and make recommendations to the House on all proposed changes to this document.</p> <p>This committee shall maintain the standing rules and suggest house rules which will facilitate smooth functioning of the House of Delegates.</p>
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MOTION ADOPTED

Proposal 1606: Standing Committee Composition, Article XI, Section 1

<p><u>Proposed Changes:</u></p> <p>Except for the Judicial Committee and the Nominations-Election committee, committees with the exception of Judicial shall be composed of a Chairperson and at least one member from each Region four (4) members. Committees shall be composed of a Chairperson and at least four (4) members, except that the selection and composition of the Judicial and Nominations-Election Committees shall be as otherwise provided in these bylaws.</p> <p>The Chairperson shall serve two (2) years, concurrent with the Society officers. elected in that year. The Chairpersons shall choose committee members to carry out the function of that committee within sixty (60) days of taking the Chair position. to carry out the function of that committee. Chairpersons shall be are</p>	<p><u>If Adopted:</u></p> <p>Committees shall be composed of a Chairperson and at least four (4) members, except that the selection and composition of the Judicial and Nominations-Election Committees shall be as otherwise provided in these bylaws.</p> <p>The Chairperson shall serve two (2) years, concurrent with the Society officers. The Chairpersons shall choose committee members to carry out the function of that committee within sixty (60) days of taking the Chair position. Chairpersons shall be ex-officio voting members of the House. A current delegate who is appointed or elected to a chair position shall resign the delegation upon appointment to the committee, so that a replacement may be made by the Constituent Society or state without a constituent society in order to retain the full delegation to which they are entitled. Outgoing committee chairpersons shall turn over all records</p>
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ex-officio voting members of the House. A current delegate **who is** appointed or elected to a chair **position** shall resign the delegation **upon appointment to the committee**, so that a replacement may be made by the Constituent Society or state without a constituent society so as **in order** to retain the full delegation to which they are entitled. Outgoing committee chairpersons shall turn over all records and property related to the committee, to their successor within thirty (30) days of the appointment of their successor, being fully cognizant that these are the property of the Society and not of the individual.

Article XI, Section 1.B.:

Proposed Changes:

Chairpersons of these Committees shall be elected by the House of Delegates prior to the close of business in an election year. Any active member in good standing who is currently or has been a credentialed delegate shall be eligible for nomination to a chair. The Chairperson of each committee, with the exception of the Judicial and Nominations-Election Committees, shall **within sixty (60) days of an election, choose at least four (4) committee members.** ~~a committee member from each Region within sixty (60) days of election to properly carry out the function of that committee.~~ When a Chairperson vacancy occurs, the Speaker, in conjunction with the affected committee members, shall appoint a qualified person to complete the term. When a vacancy occurs in any committee, with the exception of the Judicial and Nominations-Election Committees, the Chairperson shall appoint a qualified person to complete the term.

Except for the Judicial Committee and the Nominations-Election committee, ~~committees with the exception of Judicial shall be composed of a Chairperson and at least one member from each Region~~ **four (4) members.**

-Proposed changes were amended

and property related to the committee; to their successor within thirty (30) days of the appointment of their successor, being fully cognizant that these are the property of the Society and not of the individual.

Article XI, Section 1.B.:

Proposed Changes:

Chairpersons of these Committees shall be elected by the House of Delegates prior to the close of business in an election year. Any active member in good standing who is currently or has been a credentialed delegate shall be eligible for nomination to a chair. The Chairperson of each committee, with the exception of the Judicial and Nominations-Election Committees, shall within sixty (60) days of an election, choose at least four (4) committee members. When a Chairperson vacancy occurs, the Speaker, in conjunction with the affected committee members, shall appoint a qualified person to complete the term. When a vacancy occurs in any committee, with the exception of the Judicial and Nominations-Election Committees, the Chairperson shall appoint a qualified person to complete the term.

MOTION ADOPTED

Proposal 1607: Treasurer’s Responsibilities, Article IV, Section 3.D

Proposed Changes:

The Treasurer shall be bonded in an amount determined by the Board. The Treasurer shall maintain an inventory of all fiscal assets; shall ~~perform~~ ~~and/or~~ oversee all bookkeeping duties of the Society; be responsible for all monies, funds, securities and negotiable instruments of the Society, maintaining accurate records which shall be submitted to a Board approved certified public accountant for annual audit. Quarterly financial reports shall be submitted to the Board, National Office, and Budget and Finance Committee. An annual financial report shall be

If Adopted:

The Treasurer shall be bonded in an amount determined by the Board. The Treasurer shall maintain an inventory of all fiscal assets; shall oversee all bookkeeping duties of the Society; be responsible for all monies, funds, securities and negotiable instruments of the Society, maintaining accurate records which shall be submitted to a Board approved certified public accountant for annual audit. Quarterly financial reports shall be submitted to the Board, National Office, and Budget and Finance Committee. An annual financial report shall be submitted to the House.

submitted to the House.

MOTION ADOPTED

Proposal 1608: Vacancy in Nominations-Election Committee Chair, Article XI, Section 1.B.4

<p><u>Proposed Changes:</u></p> <p>The House shall elect a chairperson. A representative shall be elected by each Region immediately following the election of the Chairperson of this committee. This committee shall be responsible for performing procedures described in Article IV, Section 4 and Article VIII, Section 2 of this document. <u>When a Committee Chairperson vacancy occurring occurs</u> between House meetings, shall be filled by the House Speaker <u>shall</u>, with approval of the Committee, <u>appoint a Chair. A vacancy occurring in the position of</u> Region representative(s) vacancy occurring between House meetings shall be filled by election in the House <u>Speaker</u> or by Region Director appointment(s) with <u>the approval of the</u> House Speaker and <u>the</u> Committee approval.</p>	<p><u>If Adopted:</u></p> <p>The House shall elect a chairperson. A representative shall be elected by each Region immediately following the election of the Chairperson of this committee. When a Chairperson vacancy occurs between House meetings, the House Speaker shall, with approval of the Committee, appoint a chair. A vacancy occurring in the position of Region representative between House meetings shall be filled by the House Speaker or Region Director appointment with the approval of the House Speaker and the Committee.</p>
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MOTION ADOPTED

Proposal 1609: Committee Meeting Notice, Article VII, Section 3.C

<p><u>Proposed Changes:</u></p> <p><u>Other:</u> Committee chairs and individuals heading other bodies of this Society, when necessary, may call special meetings. Notification shall be by electronic message, <u>or</u> phone, courier, or first class mail thirty (30) not less than three (3) calendar days five <u>(5) business days</u> before the called meeting.</p> <p><i>-Proposed changes were amended</i></p>	<p><u>If Adopted:</u></p> <p><u>Other:</u> Committee chairs and individuals heading other bodies of this Society, when necessary, may call special meetings. Notification shall be by electronic message, or phone, not less than five (5) business days before the called meeting.</p>
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MOTION ADOPTED

Proposal 1610: Board Special Meeting, Article VIII, Section 3

<p><u>Proposed Changes:</u></p> <p>The Board shall meet at least once annually at a time and place set by the President. When matters of utmost urgency require it, and upon written request to the President by a two-thirds (2/3) vote of the Board, a special meeting may be called by the President, <u>or at the request of two-thirds of the board.</u></p> <p>A written notice shall be sent not less than three (3) (5 business days-ammendment failed) calendar business days prior to the meeting. <u>thirty (30) seven (7) days notice shall be required.</u> Special meetings may be held by videoconference or</p>	<p><u>If Adopted:</u></p> <p>The Board shall meet at least once annually at a time and place set by the President. When matters of utmost urgency require it, a special meeting may be called by the President, or at the request of two-thirds of the board. Written notice shall be sent not less than three (3) business days prior to the meeting. Special meetings may be held by videoconference or teleconference as needed. Voting on Board issues may be done electronically by Fax, electronic mail or by phone.</p>
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<p>teleconference as needed. Voting on Board issues may be done electronically by Fax, electronic mail or by phone.</p> <p><i>-Proposed changes were amended</i></p>	
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MOTION ADOPTED

Proposal 1611: House of Delegates Special Meeting Notice, Article V, Section 7

<p><u>Proposed Changes:</u></p> <p>The House shall meet at least once annually concurrent with the Annual Meeting. Action on proposals should be taken only when the House is in session. If a matter of utmost urgency arises which requires resolution before the next annual session, a vote by mail may be taken by the Speaker. Returned ballots must be received no later than return date stated on the ballot.</p> <p><u>The Speaker of the House, when necessary, may call special meetings of the House. Notification shall be by electronic message, phone, courier, or first class mail thirty (30) days before the called meeting.</u></p>	<p><u>If Adopted:</u></p> <p>The House shall meet at least once annually concurrent with the Annual Meeting. Action on proposals should be taken only when the House is in session. If a matter of utmost urgency arises which requires resolution before the next annual session, a vote by mail may be taken by the Speaker. Returned ballots must be received no later than return date stated on the ballot.</p> <p>The Speaker of the House, when necessary, may call special meetings of the House. Notification shall be by electronic message, phone, courier, or first class mail thirty (30) days before the called meeting.</p>
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MOTION ADOPTED

Proposal 1612: Special Meetings, Article VII, Section 3.A.B.C

<p><u>Proposed Changes:</u></p> <p>Meetings of the Board, House, Committees, or any other body of this Society shall be permitted at times other than those regularly scheduled, when done so in accordance with provisions set forth in these Bylaws.</p> <p>A. Board of Directors: The President, when necessary, may call special meetings of the Board. Notification shall be by electronic message, phone, or courier at least seven (7) days before the called meeting.</p> <p>B. House of Delegates: The Speaker of the House, when necessary, may call special meetings of the House. Notification shall be by electronic message, phone, courier, or first class mail thirty (30) days before the called meeting.</p> <p>Other: Committee chairs and individuals heading other bodies of this Society, when necessary, may call special meetings. Notification shall be by electronic message, phone, courier, or first class mail thirty (30) days before the called meeting.</p>	<p><u>If Adopted:</u></p> <p><i>None.</i></p>
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MOTION ADOPTED

Proposal 1613: Executive Committee Notification, Article IX, Section 3

<p><u>Proposed Changes:</u></p> <p>The Executive Committee shall meet as required in matters of utmost urgency. Alternative meeting formats may include teleconference, videoconference or electronic mail. Votes on issues before the Executive Committee may be taken by voice or electronic mail. Minutes of the Executive Committee shall be submitted to the full Board of Directors, in writing, by the presiding officer within seven- (7) fourteen (14) days of any action taken. The President or any two (2) members of the Executive Committee may call a meeting of the committee. In the absence of the President, The Vice President shall preside.</p> <p><i>-Proposed changes were amended</i></p>	<p><u>If Adopted:</u></p> <p>The Executive Committee shall meet as required in matters of utmost urgency. Alternative meeting formats may include teleconference, videoconference or electronic mail. Votes on issues before the Executive Committee may be taken by voice or electronic mail. Minutes of the Executive Committee shall be submitted to the full Board of Directors, in writing, by the presiding officer within fourteen (14) days of any action taken. The President or any two (2) members of the Executive Committee may call a meeting of the committee. In the absence of the President, The Vice President shall preside.</p>
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MOTION ADOPTED

Proposal 1614: Executive Committee Quorum, Article IX, Section 4

<p><u>Proposed Changes:</u></p> <p>Section 4 – Quorum Five (5) members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall require a majority vote. <u>In cases where vacancies prevent the executive committee from achieving a quorum, all issues that would come to the Executive Committee shall be referred back to the full Board of Directors.</u></p> <p>Section 5 – Vacancies A vacancy amongst the elected officers shall be filled according to Article II – Officers, Section 6 – Vacancies, of these bylaws. When the positions of both the Immediate Past President and the Speaker of the House of Delegates are vacant, and quorum cannot be established, all issues that would come to the Executive Committee shall be referred back to the full Board of Directors.</p> <p><i>-Proposed changes were amended</i></p>	<p><u>If Adopted:</u></p> <p>Section 4 – Quorum Five (5) members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee shall require a majority vote. In cases where vacancies prevent the executive committee from achieving a quorum, all issues that would come to the Executive Committee shall be referred back to the full Board of Directors.</p>
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MOTION ADOPTED

Proposal 1615: Region Director Alternatives, Article X, Section 2.D. 2.F

<p><u>Proposed Changes:</u></p> <p>If a Region Director cannot attend the Board of Directors meeting, that Region Director shall send the President a written statement indicating an alternate from that Region who is qualified to be credentialed in the House of Delegates. The alternate shall be seated with vote for that particular meeting of the Board of Directors.</p> <p>If a Region Director submits in writing to the President that they are temporarily unable to perform the powers and duties of their office, the President will appoint a</p>	<p><u>If Adopted:</u></p> <p><u>Renumber accordingly.</u></p>
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temporary replacement in consultation with the Region Director, if possible, to serve for the required time period. If the Region Director is unable to submit in writing their declaration due to illness or disability, any member of the Region may submit notification to the President on behalf of the Region that the Region Director is unable to discharge the powers and duties of their office. The President shall review the notification and as soon as possible appoint a temporary replacement to assume the powers and duties of the office as Acting Director.

The Acting Director may be selected from, but not limited to: the Immediate Past Region Director, a Constituent Society President from the Region, or another eligible member of the current House of Delegates from the Region. The Acting Director shall exercise all such powers and duties of the Region Director until the elected Region Director notifies the President in writing that they are able to resume their duties as Region Director, at which time the President will relieve the Acting Director of their duties.

If within thirty (30) days of the Region Director resuming the powers and duties of the office a majority of active members from the Region, submit to the President a written declaration that the Region Director is unable to discharge the powers and duties of the office, the President will declare a special election to be conducted by the Nominations Election Committee as per the established procedures.

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Proposal 1616: Membership Dues, Article III, Section 4

<p><u>Proposed Changes:</u></p> <p>Annual membership dues shall be determined by a majority vote of the House. <u>the Board of Directors. Dues may not be increased by more than 10% in any two consecutive years except by a two-thirds vote of the house.</u></p>	<p><u>If Adopted:</u></p> <p>Annual membership dues shall be determined by the Board of Directors. Dues may not be increased by more than 10% in any two consecutive years except by a two-thirds vote of the house.</p>
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MOTION ADOPTED

Conforming Amendment: Article III: Section 1.C

If the above amendment is adopted, the following amendment will be automatically adopted to conform to that decision.

<p>Student: any individual enrolled in a NAACLS or Canadian accredited histology course of training in the United States, US possessions and Canada with documentation from the program director and/or pathologist attesting to their student training status.</p>	<p>Student: any individual enrolled in a NAACLS or Canadian accredited histology course of training in the United States, US possessions and Canada with documentation from the program director and/or pathologist attesting to their student training status. Individuals may hold a student membership for a</p>
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Individuals may hold a student membership for a maximum of two years and the dues shall be complimentary for that period.	maximum of two years.
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CONFORMING MOTION ADOPTED

Proposal 1604 Membership Privileges and Application; Article III, Section 2A. 2 B. 3.

<p><u>Proposed Changes:</u></p> <p><u>Section 2:</u></p> <p>A. Member in good standing: A member of this society whose dues are paid in full for the current year and who is not under suspension. <u>Only active members shall have the full privileges of membership, be entitled to vote, hold office, act as delegates, or serve on any board, committee, or by appointment.</u></p> <p><u>B. Membership privileges shall be suspended for all delinquent members, and membership shall be terminated for all suspended members.</u> Active member in good standing: A member of this Society who has an active membership classification and whose dues are paid in full for the current year and who is not under suspension. Only active members shall be entitled to vote, hold office, act as delegates, or serve on any board or committee.</p> <p><u>Section 3:</u></p> <p>Individuals seeking membership in the Society shall furnish provide personal information on forms provided by the Society, to be forwarded to the National Office accompanied by established dues. The National Office shall examine all applications for qualifications. In event of a questionable application, the applicant shall be so notified. Applications not approved shall be forwarded to the Board for review and final disposition. In the event the membership is denied, the applicant may reapply for membership. Membership shall not be denied or abridged because of color, sex, creed, religion or ethnic background.</p> <p><i>-Proposed changes were amended</i></p>	<p><u>If Adopted:</u></p> <p><u>Section 2:</u></p> <p>A. Member in good standing: A member of this society whose dues are paid in full for the current year and who is not under suspension. Only active members shall have the full privileges of membership, be entitled to vote, hold office, act as delegates, or serve on any board, committee, or by appointment.</p> <p>B. Membership privileges shall be suspended for all delinquent members.</p> <p><u>Section 3:</u></p> <p>Individuals seeking membership in the Society shall provide personal information on forms provided by the Society, to be forwarded to the National Office accompanied by established dues. Membership shall not be denied or abridged because of color, sex, creed, religion or ethnic background.</p>
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MOTION ADOPTED

Proposal 1605 Delinquent Dues and Termination Article III 4.B

<p><u>Proposed Changes:</u></p> <p>Delinquent Dues: A member who fails to remit dues <u>by December 31st shall be deemed delinquent</u> within thirty (30) days following the annual dues collection date shall be deemed delinquent and forfeit all membership privileges.—The National Office shall notify <u>all</u> the delinquent members of this status. <u>Delinquent members shall have thirty (30) days after the due date to remit dues and retain active membership status</u> If the dues</p>	<p><u>If Adopted:</u></p> <p>Delinquent Dues: A member who fails to remit dues by December 31st shall be deemed delinquent. The National Office shall notify all delinquent members of this status. Delinquent members shall have thirty (30) days after the due date to remit dues and retain active membership status. If, after ten days from the date of the notice, no response is received, the member’s name</p>
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<p>are remitted within thirty (30) days following notification of delinquent status, the delinquent member shall be reinstated. <u>If, after ten days from the date of the notice, no response is received, the</u> A delinquent member not remitting dues within thirty (30) days following notification <u>member's name</u> shall maybe removed from the membership rolls of the Society, and shall need to reapply for membership.</p>	<p>may be removed from the membership rolls of the Society.</p>
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MOTION REJECTED

2. NOMINATIONS-ELECTION COMMITTEE REPORT

a. ELECTION RESULTS:

Number of eligible voters: 1958

Number of cast ballots received: 552 (28.2%) and 1 abstention

Number of illegal votes: 1

President: 545 votes

Diane Sterchi - 305 (56.0%)

Jerry Santiago - 230 (42.2%)

Write-ins - 10

Vice President: 526 votes

Hector Hernandez - 508 (96.6%)

Write-ins - 18

Secretary: 527 votes

Loretta Sayles - 521 (98.9%)

Write-ins - 6

Treasure: 522 votes

Michael LaFriniere - 510 (97.7%)

Write-ins - 12

REIGN DIRECTORS:

Region I: 59 votes

Clare Thornton - 59 (100%)

Region II: 62 votes

Michelle Hart - 32 (51.6%)

Pedro Louro - 30 (48.4%)

Region III: 99 votes

Susan Clark - 93 (93.9%)

Write-ins - 6

Region IV: 89 votes
Jean Mitchell - 88 (98.9%)
Write-ins - 1

Region V: 48 votes
Judi Stasko - 37 (77.1%)
Skip Brown - 11 (22.9%)

Region VI: 50 votes
Donna Willis - 47 (94%)
Write-ins - 3

Region VII: 50 votes
Jane Parr - 44 (88.0%)
Write-ins - 6

Region VIII: 53 votes
Jeremy Johnston - 51 (96.2%)
Write-ins - 2

Region IX: 24 votes
Vern Hurst - 24 (100%)

On behalf of the Nominations-Election Committee, I move that the ballots (written and electronic), and any other election related printed documents from the 2016 elections be destroyed at the end of the close of this session of the House of Delegates.

Paul Billings, Nominations-Election Chair

MOTION ADOPTED

b. Nominations-Election Campaign Policy

- Candidates **and supporters** in NSH elections should conduct themselves in an ethical, fair, and honest manner with the utmost professionalism. There shall be no personal attacks of candidates or their character.
- Candidates will be given equal exposure in NSH publications and communications regarding elections. Candidates should use these opportunities to present their message and qualifications. The NSH Office will send links to these materials to be hosted on nsh.org. Out of respect to all members, candidates **and supporters** shall not send campaign materials directly to members.
- Candidates **and supporters** shall not request membership lists or any other resources (including monetary and time) from the NSH Office for campaign purposes.
- Incumbents should not use their status as an advantage in NSH elections. Incumbents should strive to balance their official duties with their status as a

candidate for office.

- Candidates **and supporters** should portray principles of fairness in all interactions regarding NSH elections at state/regional meetings. Interactions should be perceived as fair and equal to all candidates.
- Candidates **and supporters** should be cognizant of the timeline and deadlines associated with NSH elections and will adhere to the timeline and deadlines to maintain fairness for all candidates.
- Candidates shall not seek endorsements from persons holding NSH positions (volunteer or paid). Those holding NSH positions in turn shall not publicly support or oppose candidates.
- ~~(Candidates shall not seek endorsements from persons holding NSH positions (volunteer or paid). Those holding NSH positions in turn shall not publicly support or oppose candidates. -Amendment Motion Failed)~~
- NSH encourages state societies to adopt the above guidelines as it relates to NSH nominations and elections.

-Proposal was amended

MOTION ADOPTED

VIII. NEW BUSINESS

A. Policies for Approval

1. **Anti-Trust Policy**

The National Society for Histotechnology is committed to upholding all anti-trust laws.

1. No one **unauthorized person** shall communicate **or use**, ~~in~~ explicitly or implicitly, the National Society for Histotechnology's name, **seal** or logo ~~such as~~ in speeches, articles, testimony, or letters without the prior approval of the National Society for Histotechnology Board of Directors.

2. The National Society for Histotechnology's attorney shall review any matter of communication that may raise a question of anti-competitiveness or any other anti-trust question.

-Proposal was amended

***after reconsideration* MOTION ADOPTED**

2. **Confidentiality Policy**

This policy is applicable to National Society for Histotechnology Board of Directors, House of Delegates officers, Committee Chairs, Appointees, and NSH employees. Individuals covered under this policy shall not divulge confidential information, including documents. Confidential information may be needed as part of service or employment to the National Society for Histotechnology, and should only be used for this purpose. This information should not be disclosed to any other party. It is necessary to keep this information confidential both during

the term of service or employment, as well as after the term of service or employment. If there are questions as to whether information is considered to be confidential, they should be directed to the NSH President or Executive Director.

MOTION ADOPTED

3. Liability Insurance Policy

NSH Shall ~~purchase~~ maintain-adequate Directors and Officers Liability Insurance on behalf of its Board members.

MOTION ADOPTED

4. NSH Policies Related to Policy Questions on IRS Form 990

“No member of the Board of Directors, Committee Chairs, employees, or other representatives of the National Society for Histotechnology shall intentionally destroy any document with the intent to impede or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case.” BE ACCEPTED AS THE NATIONAL SOCIETY FOR HISTOTECHNOLOGY’S DOCUMENT DESTRUCTION PROHIBITED POLICY;

And that

“It is the responsibility of the National Society for Histotechnology Board of Directors, volunteers, employees, or representatives to report any suspected unethical or fraudulent activity. No reporting party who in good faith reports such a matter will suffer harassment, retaliation or other adverse consequences. Anyone who harasses or retaliates against the party who reported such matter in good faith is subject to discipline up to and including termination of employment or membership from NSH. Additionally, no NSH Board member, employee or volunteer will be adversely affected because they refuse to carry out a directive which constitutes fraud or is a violation of state or federal law. Any allegation that proves to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.” BE ACCEPTED AS THE NATIONAL SOCIETY FOR HISTOTECHNOLOGY’S RETALIATION AGAINST WHISTLEBLOWERS PROHIBITED POLICY.

MOTION ADOPTED

5. Travel Reimbursement Policy

General:

This policy is applicable to the National Society for Histotechnology Board of Directors, **and all other** ~~volunteers including to include and not be limited to~~ Committee Chairs ~~and or~~ Appointees, and NSH employees. Everyone covered under this policy will submit his or her expenses within 30 days following travel. No expenses will be accepted for reimbursement without ~~accompanying~~ **itemized** receipts. NSH will not reimburse expenses incurred for the purchase of alcohol. Personal car use shall be reimbursed at the prevailing IRS rate (mileage reimbursement may not exceed advance, economy airfare as the lower rate will prevail), and per diem reimbursement shall be set by the Board of Directors. **All general reimbursements shall be determined during the annual budgeting process.**

Board of Directors:

~~Board of Director travel to the Annual Symposium/Convention will be reimbursed according to~~

~~covered expenses outlined in position descriptions. Region travel will be reimbursed to the Region Director as approved during the annual budgeting process.~~

~~Volunteers:~~

~~Volunteer travel will be reimbursed according to covered expenses outlined in position descriptions or as approved by the Board of Directors.~~

~~Executive Director:~~

~~The Executive Director will be reimbursed for travel expenses approved in the annual budget. Unbudgeted travel plans with estimated expenses shall be authorized by the President and Treasurer prior to travel. The Executive Director will be reimbursed for expenses incurred per the above general reimbursement policy with review and approval by the President.~~

Exceptions to the Reimbursement Policy:

If exceptions are required to budgeted expenses, then they will need to be approved by the Board of Directors prior to reimbursement. If there are extenuating circumstances that prevent someone from submitting their expenses within 30 days after travel is complete, they may be submitted after the 30-day deadline with approval from the President and Treasurer. If the President needs an exception to the 30-day deadline, then the Vice President and Treasurer shall approve the exception.

-Proposal was amended

MOTION ADOPTED

MOTION: To add the following proviso, That the Travel Reimbursement Policy goes into effect 1-1-2017

MOTION ADOPTED

B. DISCUSSION

Governance Review Task Force Update
Jean Mitchell, Region IV Director

The Governance Review Task Force was established in December 2015 under the recommendation of the NSH Board of Directors (BOD) to study and review NSH governance practices, investigate current governance practices of other institutions and further investigate what governance changes or updates need to be considered to keep NSH relevant and contemporary in terms of governance. This Task Force consists of: Monty Hyten, Konnie Zeitner, Jane Parr, Judi Stasko and is chaired by Jean Mitchell.

On Sunday September 18th a Governance Review Round Table Discussion was held and open to all NSH members to voice concerns, input and feedback. The meeting drew 36 attendees with topics of discussion that included; what is working well within NSH, what could use improvement and what is the future of NSH. The notice for this round table discussion was sent out via email to the entire NSH membership in advance of the symposium/convention (S/C) and was also listed in the onsite S/C program.

The Governance Review Task Force will report back to the BOD at regular intervals and will work to develop recommendations to be presented for consideration at the 2017 House of Delegates.

IX. SWEARING IN OF NEW OFFICERS

On behalf of the NSH, the President Elizabeth Sheppard, thanked all the outgoing Officers board members, Committee members and Appointees for their service to the society from the 2014 to 2016 and their continued service to the histology profession.

Immediate Past President, Elizabeth Sheppard, swore in the newly elected Members of the Board of Directors and the Secretary of the House of Delegates.

PRESIDENT: Diane Sterchi
VICE PRESIDENT: Hector Hernandez
SECRETARY: Loretta Sayles
TREASURER: Michael LaFriniere

REGION DIRECTORS:
REGION I Clare Thornton
REGION II Michelle Hart
REGION III Susan Clark
REGION IV Jean Mitchell
REGION V Judi Stasko
REGION VI Donna Willis
REGION VII Jane Parr
REGION VIII Jeremy Johnston
REGION IX Vern Hurst

HOD OFFICERS:
SPEAKER OF THE HOUSE: Joanna Barton
SECRETARY OF THE HOUSE: Jennifer Harvey

Diane Sterchi, on behalf of NSH, presented Elizabeth Sheppard with a plaque in honor of her service to the society as president from 2012-2016.

X. ANNOUNCEMENTS

There were no announcements

XI. ADJOURNMENT

Joanna Barton, Speaker of the House of Delegates, adjourned the National Society for Histotechnology House of Delegates session at 11:36 PM, until the 42nd Annual House of Delegates meeting to be held September 20, 2017 in Orlando, FL.

The minutes were approved by the Minutes Committee November 16, 2016.
Jennifer Harvey, House of Delegates Secretary

**NATIONAL SOCIETY FOR HISTOTECHNOLOGY
HOUSE OF DELEGATES
PROPOSED STANDING RULES OF THE CONVENTION**

Rule 1. After the seating of the delegates, the Speaker of the House shall select a Doorman from the members of the Credentials Committee. It will be the Doorman's duty and responsibility to record all delegates leaving and/or entering the House during deliberations, to restrain non- delegates from entering upon the floor of the House during deliberations, and to discourage any distractions of the delegates during deliberations.

Rule 2. All motions made by delegates of the House shall be in writing and delivered to the Secretary of the House by the ushers appointed by the Credentials Committee. Delegates will not be required to leave their seats to deliver written motions. Written motions should bear the name of the motion maker and the Secretary will add the name of the seconder.

Rule 3. A) No delegate may speak more than once on an issue until all those who wish to be recognized and heard have had an opportunity to speak.
B) In debate, each recognized speaker may have the floor for a maximum time limit of three minutes.

Rule 4. Votes on matters before the House may be taken by voice vote or voting card, with the following exceptions:

A) A delegate may request a written ballot on any issue before the House.

B) The Speaker of the House may call for a rising ballot when a voice vote appears marginal or indecisive.

C) The Speaker of the House may call for a written ballot when the issue before the House is deemed too sensitive for a voice vote.

Rule 5.

A) The Speaker of the House shall appoint Tellers to distribute, collect, and tabulate written ballots. Delegates will place their ballot in the containers which are passed among the delegates and returned to the Tellers.

B) The Speaker of the House shall appoint a Chief Teller to oversee the distribution, collection, and tabulation of the written ballots; a written report of the compiled results shall be submitted to the Secretary of the House for announcement and publication. .

C) The same Tellers and Chief Teller may serve for each written ballot that may be required to be taken during the course of the House meeting.

Rule 6. The Speaker shall appoint a Minutes Committee for review and approval of the recorded minutes.

Rule 7. Elections shall be by written ballot. The successful candidate shall have a majority.

A) In the case of a tie, where no candidate receives a majority, the candidate receiving the lowest number of votes will be removed from the subsequent ballot.

B) If only one candidate is nominated, the Speaker of the House shall declare the nominee

elected.

Rule 8. All written ballots taken during the session shall be destroyed upon the adjournment of that House session.

