

NATIONAL SOCIETY FOR HISTOTECHNOLOGY

BYLAWS

TABLE OF CONTENTS

	Page
BYLAWS Table of Contents.....	1
Article I – Name.....	2
Article II – Object.....	2
Article III - Membership.....	2
Article IV - Officers	3
Article V - House of Delegates	6
Article VI - Constituent Societies.....	9
Article VII - Meetings.....	9
Article VIII- Board of Directors	10
Article IX – Executive Committee.....	11
Article X - Regions.....	12
Article XI - Committees	13
Article XII - Parliamentary Authority	16
Article XIII - Amendments	17
Article XIV - Disciplinary Action.....	17
Article XV - Dissolution of Corporation.....	17

BYLAWS

ARTICLE I - NAME

The name of the Corporation is NATIONAL SOCIETY FOR HISTOTECHNOLOGY.

ARTICLE II - OBJECT

Section 1- General

The object for which the Corporation is formed, and the business and objects to be carried on and promoted by the Corporation are, to provide an interchange of ideas pertinent to Histotechnology; to advance professional growth, standards, knowledge and performance in Histotechnology through continuing and formal educational programs; to create mutual understanding and co-operation between the Corporation and other allied professions; to establish and promote a code of ethical standards and professional responsibility for the Corporation's Members in dealing with one another and the general public; to promote the common object of the Corporation's Members in a manner designed to achieve more efficient and greater economic results in their operations; and to transact any and all other lawful activities which the Board of Directors considers appropriate to further the object of the Corporation.

Section 2 - Status.

The corporation shall not be operated for profit and no part of its funds shall enure to the individual benefit of any member. All of the corporation's activities shall be conducted within anti-trust legal requirements and the corporation's tax exempt status.

ARTICLE III – MEMBERSHIP

Section 1 – Membership Classifications

- A. **Charter Members:** Individuals accepted to membership prior to October 1, 1974.
- B. **Active Members:** Individuals actively engaged and/or interested in histotechnology or an allied profession. There are two categories of active members:
1. **Regular-** all active members that reside within the United States, US possessions and Canada and have paid the full membership dues.
 2. **Retired** – an active member in good standing for at least five years prior to retirement. The dues shall be one-half that of the regular active member.
- C. **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 maximum of two years.

- 1 **D. Honorary Members:** Individuals recognized for their outstanding contributions to the field of
2 histotechnology.
3
- 4 **E. International Members:** Individuals residing outside the United States, U.S. possessions and
5 Canada, who are gainfully employed and actively engaged in and/or interested in
6 histotechnology or an allied profession.
7
8
- 9 **F. Sustaining Members:** Individuals or groups wishing to help support the Society by paying a
10 fee, set by the Board.
11

12 **Section 2 – Privileges and Responsibilities**

13

- 14 **A. Member in good standing:** A member of this Society whose dues are paid in full for the current
15 year and who is not under suspension. Only active members shall have the full privileges of
16 membership, be entitled to vote, hold office, act as delegates, or serve on any board, committee,
17 or by appointment.
18
- 19 **B. Active member in good standing:** Membership privileges shall be suspended for all delinquent
20 members.
21
- 22 **C.** Membership is not transferable or assignable.
23

24 **Section 3 – Application**

25

26 Individuals seeking membership in the Society shall provide personal information on forms provided by
27 the Society, to be forwarded to the National Office accompanied by established dues. Membership shall
28 not be denied or abridged because of color, sex, creed, religion or ethnic background.
29

30 **Section 4 – Annual Membership Dues**

31

32 Annual membership dues shall be determined by the Board of Directors. Dues may not be increased by
33 more than 10% in any two consecutive years except by a two-thirds vote of the house.
34

- 35 **A. Payment of Dues:** Dues payable shall be remitted to the National Office no later than thirty
36 (30) days following the annual dues collection date of January 1. All payments must be made in
37 U.S. currency.
38
- 39 **B. Delinquent Dues:** A member who fails to remit dues within thirty (30) days following the
40 annual dues collection date shall be deemed delinquent and forfeit all membership privileges.
41 The National Office shall notify the delinquent member of this status. If the dues are remitted
42 within thirty (30) days following notification of delinquent status, the delinquent member shall
43 be reinstated. A delinquent member not remitting dues within thirty (30) days following
44 notification shall be removed from the membership rolls of the Society and shall need to reapply
45 for membership.
46
47
48
49

1 **ARTICLE IV - OFFICERS**

2
3 **Section 1 - Title**

4
5 The officers of this Society shall be a President, Vice President, Secretary, Treasurer and Immediate
6 Past President.

7
8 **Section 2 - Qualifications**

9
10 An officer must have been an active member in good standing for two (2) consecutive years immediately
11 prior to election. Candidates for the office of President and Vice President must have served at least one
12 full term on the Board.

13
14 **Section 3 - Duties**

15
16 The officers shall serve concurrently as voting members of the Board and the House.

17
18 **A. President:** The President shall be the principle executive officer and shall in general supervise
19 and control all business and affairs of this Society; preside over and prepare agendas for all
20 meetings of the members and the Board; serve as alternate Speaker of the House, be an ex-
21 officio member, without vote, of all committees except Nominations-Election and Judicial. The
22 President shall, with Board approval, appoint the chairperson of all appointed standing
23 committees and Society representatives. The President, together with the Society Secretary,
24 shall, or may designate an appropriate individual to, sign all legal instruments which the Board
25 has authorized to be executed. The President shall submit an annual report to the Board and the
26 House. The President shall, or may designate an appropriate individual to, present all honors
27 and awards. The President shall perform all duties incident to the office and other duties as may
28 be designated by the Board.

29
30 **B. Vice President:** When the President is absent or unable to act, the Vice President shall assume
31 and perform the duties. When so acting, the Vice President shall have all the powers and be
32 subject to all restrictions upon the President. The Vice President shall serve in the capacity of
33 coordinator of appointed standing committees, in order to minimize an overlap of efforts, and in
34 the absence of an appointed Parliamentarian shall act in that capacity. The Vice President shall
35 perform all other duties assigned by the President or the Board.

36
37 **C. Secretary:** The Society Secretary shall keep and report the minutes of all meetings of the
38 members and the Board. These minutes shall be distributed within ninety (90) days to the
39 Board. The Society Secretary, together with the President, shall sign all official documents;
40 affix the Society Corporate seal to such documents and be the custodian of the Corporate Seal.
41 The Society Secretary shall perform other duties incident to the office as assigned by the
42 President or the Board.

43
44
45 **D. Treasurer:** The Treasurer shall be bonded in an amount determined by the Board. The
46 Treasurer shall maintain an inventory of all fiscal assets; shall oversee all bookkeeping duties of
47 the Society; be responsible for all monies, funds, securities and negotiable instruments of the
48 Society, maintaining accurate records which shall be submitted to a Board approved certified
49 public accountant for annual audit. Quarterly financial reports shall be submitted to the Board,

1 National Office, and Budget and Finance Committee. An annual financial report shall be
2 submitted to the House. The Treasurer shall be authorized to disburse funds at the discretion of
3 the Board of Directors. The Treasurer shall serve as a member of the Budget and Finance
4 Committee, but cannot chair that committee, and shall perform all duties incident to the office
5 and such duties as may be assigned by the President or the Board.
6

7 **E. Immediate Past President:** The President, upon leaving office, shall serve as Immediate Past
8 President. The Immediate Past President shall assume such tasks as the President may require.
9

10 **Section 4 - Selection of Officers**
11

12 Officers shall be chosen by the following procedures:
13

14 **A. Nominations:**
15

- 16 1. Any member in good standing may submit, to their regional member of the Nominations-
17 Election Committee or the Nominations-Election Chairperson, names of individuals they
18 wish to nominate for office. A person so offered for nomination shall have been
19 informed of this and expressed a willingness to serve. Nominees shall submit a resume
20 to establish qualifications for the position, a candidate statement which shall be included
21 on the ballot, and a letter of acceptance to the Nominations-Election Chairperson at a
22 time specified by the Committee.
23
- 24 2. The Nominations-Election Committee shall present to active members in good standing
25 of the Society at least one (1) candidate for each office. Provisions shall be made on the
26 ballot for write-in votes.
27
- 28 3. Neither the Nominations-Election Chairperson nor any Nominations-Election Committee
29 member shall be a candidate for office. If the Chairperson or any member of the
30 Committee wishes to be a candidate, that person shall submit a written resignation to the
31 Speaker and the Secretary of the House, postmarked at least thirty (30) days prior to the
32 beginning of the Annual Symposium/Convention in the non-election year.
33
- 34 4. In the event any member of the Nominations-Election Committee has to pass upon the
35 qualifications of a member of their immediate family for nomination, or for the tally of
36 ballots, such Committee member shall abstain from any action.
37

38 **B. Election Procedures:**
39

- 40 1. Officers shall be elected by secret ballot.
41
- 42 2. An Election Company shall be contracted to set up and administer the on-line ballot in
43 consultation with the Nominations-Election Committee. All efforts will be made to
44 ensure privacy and confidentiality of the voters and their selection.
45
46 a. Paper ballot – All ballots shall be mailed first-class. The ballots must be received for
47 tally by the Committee no later than the time specified on the ballot.
48 b. On-line ballot:

- 1 1.) An Election Company shall set up and administer the on-line ballot in
2 consultation with the Nominations-Election Committee. All efforts will be made
3 to ensure privacy and confidentiality of the voters and their selection.
- 4 2.) The voting period shall be determined by the Nominations-Election
5 Committee. The Election Company shall close the voting site at the time
6 established by the Committee.
- 7 3.) The NSH Office shall send three announcements with information about
8 electronic voting by e-mail to members. If a member does not have an e-mail
9 address, the Election Company shall print and mail a first-class notification with
10 the electronic voting information.
- 11 4.) The Election Company shall transfer the results of the voting to the
12 Nominations-Election Committee.

- 13
- 14 3. The candidate receiving a plurality (the greatest number of votes cast) shall be deemed
15 elected. In the case of a tie, where no candidate receives a plurality of votes on the first
16 ballot, the candidates receiving the greatest number of votes cast shall be sent to the
17 active members in good standing for an additional ballot.
- 18
- 19 4. Records of election results shall be kept by the National Office.

20

21 **Section 5 - Term of Office**

22

23 Each officer shall be elected for a term of two (2) consecutive years and until their successors are
24 elected. An elected officer can serve a maximum of three consecutive terms (6 years) in the same elected
25 position. Officers shall be installed during the Annual Convention following their election and assume
26 positions at the close of that Convention. Outgoing officers shall turn over all records and property
27 related to the office, to their successor within thirty (30) days, being fully cognizant that these are the
28 property of the Society and not of the individual.

29

30 **Section 6 - Vacancies**

31

32 A vacancy in the office of President shall be filled by the Vice President for the remainder of the
33 unexpired term. In the event of simultaneous vacancies, the Board shall elect, by majority vote, a
34 President to fill the unexpired term. In selecting a member to fill a vacancy, the Board shall first
35 consider the candidates from the slate of nominees for the office in the preceding election. In the event
36 of a vacancy in other elected offices, the President may appoint, with Board approval, a qualified
37 member to serve the unexpired term.

38

39 **Section 7 - Resignation**

40

41 An officer who wishes to resign from office shall submit a written resignation to the Society Secretary.

42

43

44 **ARTICLE V - HOUSE OF DELEGATES**

45

46 **Section 1 - Membership and Qualifications**

47

1 The members of the House shall consist of a Speaker, a Secretary, the Officers, the Region Directors or
2 alternates, Chairpersons of all standing committees or alternates, Constituent Society presidents or
3 alternates, Constituent Society delegates or alternates, and one (1) delegate or alternate from each state
4 not having a Constituent Society. Each member must be an active member in good standing for one (1)
5 year prior to being seated; shall be selected in accordance with the provisions of these Bylaws and duly
6 credentialed before the Annual Convention by the Credentials Committee. In the event a standing
7 committee chairperson is unable to attend the Annual meeting of the House, a member of the Committee
8 shall be appointed by the Chairperson to represent the Committee in the House as a voting member. A
9 written notification shall be sent by the Committee Chairperson to the Credentials Committee, Speaker
10 of the House and Vice President. NSH appointments to other organizations have the privilege of being
11 seated in the House as non-voting members with voice. Past Presidents, Immediate Past Chairpersons,
12 Immediate Past Speaker of the House of Delegates and the Founding Board of Directors who are active
13 members in good standing of the Society have the privilege of being seated in the House as non-voting
14 members with voice.

15 16 **Section 2 - Duties of the House**

17
18 The House shall determine the policies which govern this Society. Its action shall be binding. The House
19 shall be responsible for amendment of the Bylaws, approval of Honorary members and shall vote on
20 recommendations by the Board. The House shall create committees as needed, adopt guidelines for and
21 receive reports from them. The House shall formally communicate any activities to the Board within
22 ninety (90) days.

23 24 **Section 3 - Selection of Delegates**

25
26 **A. In States With Constituent Societies:** Based on National membership as of December 31, the
27 Credentials Committee Chairperson, by February 1 of each year, shall notify each Constituent
28 Society as to the number of delegates and alternates to which it is entitled. Each Constituent
29 Society shall be responsible for the selection of delegates and alternates and the submission of
30 the names of its state president or presidential alternate and all delegates and alternates to the
31 Credentials Committee at least sixty (60) days prior to the annual session of the House.

32
33 **B. In States Without Constituent Societies:** The National Office shall supply each Region
34 Director with lists of National members in good standing, as of December 31, for areas without a
35 Constituent Society in each Director's Region. The delegate and alternate for each area shall be
36 selected from the active NSH members in good standing in that area. The Region Director shall
37 notify the Credentials Committee of the delegates and alternates at least sixty (60) days prior to
38 the annual session of the House.

39 40 **Section 4 - Duties of the Delegates**

41
42 The House is a continuously existing body, responsible for representing its constituents at all times. Each
43 delegate shall be responsible for communicating the concerns of the delegate's constituents to the House
44 and for reporting the activities of the House to those constituents. Delegates shall communicate with the
45 appropriate Region Director for the purpose of representing their constituents to the Board.

46 47 **Section 5 - Term of Office for Delegates**

1 The term of office for each delegate and alternate shall begin when they are credentialed and have
2 received a current House identification card from the Credentials Committee and end at the close of the
3 credentialing hours of the next annual convention.

4
5 **Section 6 - Officers**

6
7 The House shall elect a Speaker and a Secretary. Any active member in good standing who is currently
8 or has been a credentialed delegate shall be eligible for nomination. These officers shall be elected prior
9 to the close of business of the House in the election year for the Society officers, to serve a two (2) year
10 term concurrent with Society officers. An elected officer can serve a maximum of three consecutive
11 terms (6 years) in the same elected position. Outgoing officers shall turn over all records and property
12 related to the office, to their successors within thirty (30) days, being fully cognizant that these are the
13 property of the Society and not of the individual.

14
15 **A. The Speaker:** shall be a voting member of the Board, preside at all meetings of the House,
16 coordinate the elected standing committees, appoint a Parliamentarian before the Annual
17 Meeting, and be responsible for the preparation and distribution of an agenda for the Annual
18 House Meeting to its members at least thirty (30) days before the Annual Meeting.

19
20 **B. The Secretary:** shall keep and report an accurate record of all proceedings of the House,
21 distribute the minutes of all meetings and transactions of the House to all its members within
22 ninety (90) days following the Annual Meeting, and shall perform such other duties as may be
23 assigned by the Speaker.

24
25 **Section 7 - Meetings**

26
27 The House shall meet at least once annually concurrent with the Annual Meeting. Action on proposals
28 should be taken only when the House is in session. If a matter of utmost urgency arises which requires
29 resolution before the next annual session, a vote by mail may be taken by the Speaker. Returned ballots
30 must be received no later than return date stated on the ballot.

31
32 The Speaker of the House, when necessary, may call special meetings of the House. Notification shall be
33 by electronic message, phone, courier, or first class mail (30) days before the called meeting.

34
35 **Section 8 - Quorum**

36
37 A majority (50% plus 1) of the officially credentialed members of the House shall constitute a quorum at
38 any meeting of the House. In the case of a vote by mail, a return of at least 50% plus 1 of the ballots
39 sent to officially credentialed members of the House shall constitute a quorum.

40
41 **Section 9 - Voting**

42
43 Credentialed members, including the Secretary of the House, shall be entitled to one vote on each matter
44 that comes before the House. The Speaker of the House shall only vote in case of a tie. The
45 Parliamentarian shall have no vote.

46
47
48 **Section 10 - Vacancy**

- 1 **A. Officers:** In the absence of the Speaker, the President shall preside. Thereafter the vacancy
2 shall be filled by the Vice President, then the Immediate Past President. In the absence of the
3 Secretary, the presiding officer shall appoint a temporary secretary to serve for the time the
4 elected officer is absent.
5
6 **B. Delegates:** In the absence of the credentialed delegate, a credentialed alternate shall be seated.
7
8 **C. Other:** Any other vacancy occurring at the start of business of a session of the House shall
9 remain, unfilled, provided a quorum is present.
10
11

12 **ARTICLE VI - CONSTITUENT SOCIETIES**

13 14 **Section 1 - Definition**

15
16 Representation to this Society shall include Constituent Societies. Only one Constituent Society in any
17 state, the District of Columbia, Canada, and each possession and dependency of the United States, shall
18 be recognized. The term "state" shall hereinafter be understood to include the District of Columbia,
19 Canada, and each possession and dependency of the United States.
20

21 **Section 2 - Qualifications**

22
23 A state organization must have as its principle purpose, the advancement of the field of histotechnology
24 and agrees to present a ballot to its state members to determine if they wish to become a Constituent
25 Society. Upon receiving an affirmative vote by a majority of votes cast by state members, the state shall
26 notify the National Board of Directors of this action. Constituent Society status shall be granted by the
27 Board upon receiving such notification. A state which has not voted to approve becoming a Constituent
28 Society shall be deemed a state without a Constituent Society. Qualifications for representation of such
29 a state are set forth in Article III, House of Delegates. An organization may at any future time petition
30 for Constituent Society status in accordance with this Article.
31

32 **Section 3 - Duties**

33
34 A Constituent Society shall agree to select delegates and alternates in accordance with these Bylaws, so
35 it may be represented in the House of Delegates.
36

37 **Section 4 - Representation**

38
39 Each Constituent Society is entitled to representation in the House by its president or alternate and by
40 one (1) selected delegate or alternate for each fifty (50), or portion thereof, National members in good
41 standing in the state in which they reside. Each representative shall meet the qualifications for
42 membership in the House stated in Article III, Section 1 of these Bylaws. The delegate and alternate
43 shall be selected from the active NSH members in good standing in that Society.
44
45

46 **ARTICLE VII - MEETINGS**

47 48 **Section 1 - Annual Meeting**

1 The regular meeting of the membership shall be known as the Annual Meeting and shall be held
2 concurrently with other activities authorized by this Society, time and place of which shall be
3 determined by the Board of Directors.

4
5 **Section 2 - Notification**

6
7 The membership shall be given at least sixty (60) days prior notification of the date, hour and site of the
8 Annual Meeting by the Society Secretary.
9

10
11 **ARTICLE VIII - BOARD OF DIRECTORS**

12
13 **Section 1 - Membership**

14
15 The Board shall consist of the elected Officers (including the Immediate Past President), the Speaker of
16 the House, Region Directors, and the Executive Director who is a nonvoting member with voice.
17

18 **Section 2 - Duties**

19
20 The Board shall set the time and place of the Annual Meeting, make recommendations to the Society,
21 receive and take action upon all matters initiated by the House, employ an Executive Director, appoint
22 editors, provide for the publication of, and determine editorial policies regarding journals and
23 periodicals of the Society, provide for an audit of the Society's accounts and properties, report its
24 activities to the House and general membership, and represent the Society with full power and authority
25 over administrative affairs of the Society. The Board shall be subject to the orders of, and shall not act
26 in conflict with direction given by, the Society membership.
27

28
29 **Section 3 - Meetings**

30
31 The Board shall meet at least once annually at a time and place set by the President. When matters of
32 utmost urgency require it, a special meeting may be called by the President, or at the request of two-
33 thirds of the board. Written notice shall be sent not less than three (3) business days prior to the meeting.
34 Special meetings may be held by videoconference or teleconference as needed. Voting on Board issues
35 may be done electronically by Fax, electronic mail or by phone.
36

37 **Section 4 - Quorum**

38
39 A majority of the members of the Board shall constitute a quorum at any regular or special meeting of
40 the Board. Said majority must include a minimum of five (5) Region Directors.
41

42 **Section 5 - Term of Office**

43
44 Each elected member of the Board shall serve a term of two (2) consecutive years and until their
45 successors are elected, beginning at the close of business of the Annual Convention following their
46 election. Each elected member of the Board can serve a maximum of three consecutive term (6 years) in
47 the same elected position.
48

49 **Section 6 - Vacancies**

1
2 In the absence of the President, the Vice President shall preside. If a vacancy occurs among Region
3 Directors, prior to the scheduled elections, the Nominations-Election Committee shall conduct an
4 election to fill the vacancy in accordance with the rules for special elections established by the
5 committee. The Committee shall solicit nominations from NSH members in good standing within the
6 affected region, validate qualifications, and submit ballots according to the NSH policy for special
7 elections. The elected individual shall be notified by the President. If a vacancy occurs among Region
8 Directors after regularly scheduled elections have concluded, the newly elected Region Director will fill
9 the vacancy for the completion of the term.

10
11 **Section 7 - Executive Director**

12
13 An Executive Director shall be employed by a majority vote of the Board. The Executive Director shall
14 act under the immediate direction of the Board and conduct the business of the National Office of the
15 Society, keep an accurate roster of the membership and perform all other duties assigned by the
16 President and the Board. The Executive Director shall be included as a non-voting member of the Board,
17 the House and any other authorized body of the Society as the Board may deem necessary or appropriate.
18

19 **Section 8 - Bonding**

20
21 The Board may require, by resolution, any and all of the officers and any other designated members, to
22 be bonded with sufficient surety.
23

24
25 **ARTICLE IX – EXECUTIVE COMMITTEE**

26
27 **Section 1 – Membership**

28
29 The Executive Committee shall consist of the elected Officers, Immediate Past President and
30 Speaker of the House of Delegates. The presiding officer shall only vote in the event of a tie.
31

32 **Section 2 – Duties**

33
34 The Executive Committee shall possess all the power of the full Board of Directors for matters
35 requiring a rapid decision or strict confidentiality. The Executive Committee will not be empowered
36 to overturn any actions that have been taken by the full Board of Directors or House of Delegates.
37

38 **Section 3 – Meetings**

39
40 The Executive Committee shall meet as required in matters of utmost urgency. Alternative meeting
41 formats may include teleconference, videoconference or electronic mail. Votes on issues before the
42 Executive Committee may be taken by voice or electronic mail. Minutes of the Executive
43 Committee shall be submitted to the full Board of Directors, in writing, by the presiding officer
44 within fourteen (14) days of any action taken. The President or any two (2) members of the
45 Executive Committee may call a meeting of the committee. In the absence of the President, The Vice
46 President shall preside.
47

48 **Section 4 – Quorum**

1
2 Five (5) members of the Executive Committee shall constitute a quorum. All actions of the
3 Executive Committee shall require a majority vote. In cases where vacancies prevent the executive
4 committee from achieving a quorum, all issues that would come to the Executive Committee shall
5 be referred back to the full Board of Directors.
6
7

8 **ARTICLE X - REGIONS**
9

10 **Section 1 - Designation**
11

12 There shall be nine designated regions.
13

14 **Region I** shall include the states of Connecticut, Maine, Massachusetts, New Hampshire, New
15 York, Rhode Island and Vermont.
16

17 **Region II** shall include the District of Columbia and the states of Delaware, Maryland, New
18 Jersey, Pennsylvania, Virginia and West Virginia.
19

20 **Region III** shall include Puerto Rico and any other U.S. territories and possessions in the
21 Atlantic and the states of Alabama, Florida, Georgia, Mississippi, North Carolina,
22 South Carolina and Tennessee.
23

24 **Region IV** shall include the states of Illinois, Indiana, Kentucky, Michigan, Ohio and
25 Wisconsin.
26

27 **Region V** shall include the states of Iowa, Kansas, Minnesota, Missouri, Nebraska, North
28 Dakota and South Dakota.
29

30 **Region VI** shall include the states of Arkansas, Louisiana, New Mexico, Oklahoma and Texas.
31

32 **Region VII** shall include the states of Arizona, Colorado, Idaho, Montana, Utah and Wyoming.
33

34 **Region VIII** shall include U.S. territories and possessions in the Pacific and the states of Alaska,
35 California, Hawaii, Nevada, Oregon and Washington.
36

37 **Region IX** shall include Canada.
38
39

40 **Section 2 - Region Directors**
41

42 **A.** Each region shall elect one (1) Region Director by a plurality (the greatest number) of votes cast
43 by active NSH members in good standing in the Region to serve on the Board. In case of a tie,
44 where no candidate receives a plurality of votes cast on the first ballot, the Nominations-Election
45 Committee will submit the candidates receiving the greatest number of votes on a second ballot
46 to all active members in good standing in the affected Region.
47

48 **B.** The Region Director must reside or work within the region that person represents. The Region
49 Director shall be an active member in good standing for two (2) years prior to nomination to this

1 position.

2
3 C. The Region Director shall be responsible for coordinating and promoting Society activities for
4 the states within the Region represented. That person shall disseminate Society information and
5 activities at a state and regional level. The Region Director shall assist the Nominations-
6 Election Committee by working with the regional member of the Committee to ensure that
7 qualified nominees for National office and Region Director are presented to the Committee.
8 Outgoing Region Directors shall turn over all records and property related to the office, to their
9 successor within thirty (30) days, being fully cognizant that these are the property of the Society
10 and not of the individual.

11
12 D. If a Region Director cannot attend the House of Delegates meeting, that Region Director shall
13 submit the name(s) of an alternate(s) from that Region to the Credentials Committee at least
14 sixty (60) days prior to the annual session of the House. The alternate(s) must be qualified to be
15 credentialed in the House of Delegates and complete the credentialing process as is customary
16 for all members of the House. A credentialed alternate shall be seated with vote in the House of
17 Delegates.

18 **ARTICLE XI – COMMITTEES**

19 **Section 1 - Standing Committees**

20
21
22
23 Committees shall be composed of a Chairperson and at least four (4) members, except that the selection
24 and composition of the Judicial and Nominations-Election Committees shall be as otherwise provided in
25 these bylaws. The Chairpersons shall serve two (2) years, concurrent with the Society officers. The
26 Chairpersons shall choose committee members to carry out the function of that committee within sixty
27 (60) days of taking the Chair position. Chairpersons shall be ex-officio voting members of the House. A
28 current delegate who is appointed or elected to a chair position shall resign the delegation upon
29 appointment to the committee, so that a replacement may be made by the Constituent Society or state
30 without a constituent society in order to retain the full delegation to which they are entitled. Outgoing
31 committee chairpersons shall turn over all records and property related to the committee, to their
32 successor within thirty (30) days of the appointment of their successor, being fully cognizant that these
33 are the property of the Society and not of the individual.

34
35 A. **Appointed Committees:** The Chairpersons of these committees shall be appointed by the
36 President and approved by the Board within 30 days of the first Board meeting of the newly
37 elected Board. Any person who has been an active member in good standing for one (1) year
38 shall be eligible for appointment. When a Chairperson vacancy occurs before the end of a term,
39 the President shall appoint a new chairperson with Board of Directors approval to complete the
40 term. When a committee member vacancy occurs in any committee, the Chairperson shall
41 appoint a qualified person. Chairpersons not fulfilling their assigned responsibilities may, by a
42 majority vote of the Board of Directors, be replaced.

43
44 1. **Awards Committee:** This committee shall establish criteria for all Society awards,
45 suggest new awards as appropriate and conduct the business of selecting recipients of
46 awards.

47
48 2. **Budget and Finance Committee:** This committee shall review all submitted budgets
49 from the Society's officers and chairpersons, make recommendations to the Board on

1 those reviews, ensure that allocated funds are available and work with the Board and
2 Treasurer in management of the Society's funds.

- 3
- 4 **3. Continuing Education Units Committee:** This committee shall be responsible for
5 establishing criteria for granting contact hours, evaluating programs requesting contact
6 hours, and determining continued contact hour approval.
7
- 8 **4. Convention Committee:** This committee shall conduct an annual
9 Symposium/Convention for the Society, including all pre-convention and post-
10 convention duties.
11
- 12 **5. Education Committee:** This committee shall be responsible for providing, or causing to
13 be provided, knowledge and information related to the field of histotechnology.
14
- 15 **6. Hard Tissue Committee:** This committee shall be responsible for providing, or cause to
16 be provided, knowledge and information related to decalcified and undecalcified bone
17 that may or may not have biomaterials in-situ.
18
- 19 **7. Health and Safety Committee:** This committee shall be responsible for keeping the
20 general membership informed as to all pertinent information relating to health and
21 safety.
22
- 23 **8. Immunohistochemistry Resource Group Committee:** This committee shall be
24 responsible for providing, or cause to be provided, knowledge and information related to
25 immunohistochemistry and in situ hybridization.
26
- 27 **9. Legislative Committee:** This committee shall be responsible for keeping informed of,
28 and relating to the general membership, any legislation affecting the health care field,
29 veterinary, industrial and research fields, particularly that which pertains to
30 histotechnology.
31
- 32 **10. Membership Committee:** This committee shall be responsible for developing ways to
33 attract new members and promote active membership in the Society.
34
- 35 **11. Public Relations Committee:** This committee shall be responsible for promoting the
36 goals of the Society by use of any approved medium and disseminating material to enlist
37 qualified persons into the field of histotechnology.
38
- 39 **12. Quality Management Committee:** This committee shall be responsible for formulating
40 and maintaining quality control guidelines which pertain specifically to the histology
41 laboratory.
42
- 43 **13. Veterinary, Industry, and Research Committee:** This committee shall be responsible
44 for the coordination of activities related to veterinary, industry and research histology
45 applications.
46
- 47 **B. Elected Committees:** Chairpersons of these Committees shall be elected by the House of
48 Delegates prior to the close of business in an election year. Any active member in good standing
49 who is currently or has been a credentialed delegate shall be eligible for nomination to a chair.

1 The Chairperson of each committee, with the exception of the Judicial and Nominations-
2 Election Committees, shall within 60 days of election, choose at least four (4) committee
3 members. When a Chairperson vacancy occurs, the Speaker, in conjunction with the affected
4 committee members, shall appoint a qualified person to complete the term. When a vacancy
5 occurs in any committee, with the exception of the Judicial and Nominations-Election
6 Committees, the Chairperson shall appoint a qualified person to complete the term.
7

- 8 **1. Bylaws Committee:** This committee shall be comport its activities consistent with and
9 in compliance with all applicable state and federal laws, and receive, process and make
10 recommendations to the House on all proposed changes to this document. This
11 committee shall maintain the standing rules and suggest house rules which will facilitate
12 smooth functioning of the House of Delegates.
13
- 14 **2. Credentials Committee:** This committee shall be responsible for ensuring that all
15 members of the House are qualified to sit in the House of Delegates and that all
16 nominees for House offices, elected standing committee chairs and Judicial Committee
17 members are qualified for the position.
18
- 19 **3. Judicial Committee:**
 - 20
 - 21 **a.** The Judicial Committee shall consist of five (5) active members of the Society, each of
22 whom shall have served the Society previously as a National officer or as a credentialed
23 delegate to the House. The Chairperson and two (2) members of the Committee shall be
24 elected by the House, prior to the close of business of the Annual Meeting in each
25 election year for Society officers. The House shall first elect the Chairperson from a list
26 of qualified nominees. From the list of nominees for committee members, the House
27 shall elect by plurality, one committee member and then elect in the same manner the
28 necessary number of committee members from the nominees then remaining on the list.
29 Two (2) members of the Committee shall be elected in the same manner, at the House
30 meeting between election years. All terms shall be for two (2) consecutive years. When
31 a vacancy occurs in the Committee, the Speaker, in conjunction with the Judicial
32 Chairperson, shall appoint a qualified person to serve the remainder of the term.
33
 - 34 **b.** A member may be removed from this Committee by the Speaker upon recommendation
35 of the Judicial Committee Chairperson when said member does not fulfill assigned
36 responsibilities. Notification of removal shall be from the Speaker to the member by
37 certified mail, return receipt requested, with copies of the notification sent to the
38 committee chair, President and National Office. Any member so removed shall have
39 right of appeal to the Board by filing a written appeal to be received by the President
40 within fifteen (15) days after receipt of the Speaker's notification. The President shall
41 then conduct an investigation and send the results of the investigation along with all
42 documentation to each Board member by certified mail. A vote of the Board shall then
43 be taken. The President shall notify the member, Speaker and National Office of the
44 result by certified mail.
45
 - 46 **c.** This committee shall receive complaints from members relating to non-compliance with
47 the Code of Ethics, the Bylaws, or Articles of Incorporation or other detrimental act
48 toward the Society, of a member, officer or Constituent Society. This committee shall
49 upon the receipt of a complaint filed in compliance with Article XII of these Bylaws

1 investigate said complaint and prepare resolutions. In the case of a specifically accused
2 member, officer or Constituent Society, the resolutions shall either exonerate the accused
3 or detail charge(s) and specification(s) specific to the complaint. If the complaint does
4 not cite a member, officer or Constituent Society, the resolutions shall either support the
5 Society's action(s) or disagree with the Society's action(s) and recommend corrective
6 action(s) to mitigate this occurrence of the problem and attempt to ensure it does not
7 occur again. A resolution of this Committee shall in no way supersede the constitutional
8 codes of the Society, nor shall a resolution bind the Society except as the House may
9 vote to accept a report of the Committee. Consideration of appeal from a resolution of
10 the Judicial Committee shall be the responsibility of the House. Only the House shall
11 annul or revise a ruling of the Committee.
12
13

- 14 **4. Nominations-Election Committee:** The House shall elect a chairperson. A
15 representative shall be elected by each Region immediately following the election of
16 the Chairperson of this committee. When a Chairperson vacancy occurs between House
17 meetings, the House Speaker shall, with approval of the Committee, appoint a Chair. A
18 vacancy occurring in the position of Region representative between House meetings
19 shall be filled by the House Speaker or Region Director appointment with the approval
20 of the House Speaker and the Committee.
21

22 **Section 2 - Special Committees**

23
24 Special committees may be formed as deemed necessary by the President, the Board or the House.
25
26

27 **ARTICLE XII - PARLIAMENTARY AUTHORITY**

28
29 The current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of this
30 society except when otherwise specified in these Bylaws and any other applicable state or national
31 statutes.
32

33 **ARTICLE XIII - AMENDMENTS**

34
35 Proposed amendments must be submitted in writing to the Bylaws Committee Chairperson by any
36 member in good standing at least ninety (90) days prior to the Annual Meeting, before such proposals
37 can be submitted to the House for consideration. House members retain the right to propose amendments
38 to any circulated Bylaws amendment during debate on that amendment. The Bylaws Committee shall
39 submit all proposed amendments to the Speaker for distribution as agenda items for the House. The
40 proposed amendments shall be approved by an affirmative vote of two-thirds (2/3) of the House present
41 and voting. The Bylaws Committee shall notify the membership of the changes in Bylaws no later than
42 ninety (90) days after the end of the Annual Meeting. Proposed Bylaw amendments can only be acted
43 upon when the House is in session.
44
45

46 **ARTICLE XIV- DISCIPLINARY ACTION**

47
48 Any member or group of members in good standing may file a written complaint to the Judicial
49 Committee because of non-compliance with the Code of Ethics, the Bylaws, or Articles of Incorporation

1 or other detrimental act toward the Society, of a member, officer, or Constituent Society. The accused
2 shall be notified by registered mail thirty (30) days prior to any meeting, including a conference call, of
3 the Judicial Committee to consider the complaint. A statement of reasons for the proposed action shall
4 accompany said notice. The accuser(s) has the burden of proving the allegations against the accused
5 beyond a reasonable doubt and must supply witnesses if they are deemed necessary. Notification to
6 witnesses shall be by registered mail thirty (30) days prior to the hearing. The accused has the right to be
7 present and if confronted by witnesses, the right to examine and cross-examine. The accused has the
8 right to appeal the decision of the Judicial Committee to the House of Delegates within ninety (90) days
9 of the decision. If an appeal is made, the accused has the right to legal counsel of their choice and at
10 their own cost. The final decision rests with the House of Delegates who shall grant oral hearings upon
11 an appropriate and timely appeal, or consider the matter on record. All disciplinary matters shall be held
12 in total confidentiality by the Society. No accused shall be denied any privileges until a decision is
13 rendered by the House of Delegates. Disciplinary action taken may include suspension or revocation of
14 membership or representation in the case of an individual member or a Constituent Society. For an
15 officer, resignation from the office may be required. A two-thirds (2/3) vote of the HOD shall be
16 necessary to suspend, revoke or require resignation. An organization whose Constituent Society status
17 has been revoked may petition for such status in accordance with the provisions set forth in Article IV,
18 Constituent Societies, provided no other organization has been granted the privilege for that area in the
19 interim.

22 **ARTICLE XV - DISSOLUTION OF CORPORATION**

24 In the event of liquidation or dissolution of this Corporation, whether voluntary or involuntary, or
25 whether by operation of law, none of the property of the Society nor any proceeds thereof shall be
26 distributed among the members of the Society. After payment of, or after making provision for, all debts
27 and liabilities of the Society, all of the remaining assets and property of every nature and description,
28 whatsoever shall be paid over and transferred to any corporation, fund, or foundation selected by the
29 Board of Directors. Such organization, fund or foundation shall be one which is organized and operated
30 exclusively for religious, charitable, scientific, literary, or educational purposes. No part of the net
31 earnings of said organization shall benefit any private shareholders or individual except histotechnology.
32 No substantial part of its activities shall be carrying on propaganda, lobbying, or otherwise attempting to
33 influence legislation, nor can it participate in or intervene in any campaign on behalf of any candidate
34 for public office, including the publishing or distribution of statement.

41 *2003 Revision*

42 *Amended September 14, 2005*

43 *Amended September 13, 2006*

44 *Amended October 31, 2007*

45 *Amended September 17, 2008*

46 *Amended October 7, 2009*

47 *Amended September 29, 2010*

48 *Amended September 21, 2011*

49 *Amended October 3, 2012*

- 1 *Amended August 27, 2014*
- 2 *Amended September 2, 2015*
- 3 *Amended September 21, 2016*