

**CONSTITUTION AND BYLAWS OF
THE PHILADELPHIA SECTION OF THE
AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY, INC.**

CONSTITUTION

ARTICLE I. NAME

The name of this corporation is the Philadelphia Section of the American Association for Clinical Chemistry, Inc. (hereafter, "Section").

ARTICLE II. PURPOSE

The purposes of the Section shall be the same as those of the American Association for Clinical Chemistry, Inc. (hereinafter, "AACC"): to further the public interest by encouraging the study, advancing the science, and improving the practice of clinical chemistry.

BYLAWS

ARTICLE I. OFFICES

The principal office of the Corporation, in the state of Pennsylvania shall be located in the city Media, county of Delaware. The Corporation may have such other offices, either inside or outside the State of Pennsylvania, as the Board of Directors (hereinafter, "Board") may determine or as the Corporation may require. The Corporation shall have and continuously maintain in the State of Pennsylvania a registered office, and a registered agent whose office is identical with such registered office, as required by the Pennsylvania Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Pennsylvania, and the address of the registered office may be changed from time to time by the Board.

ARTICLE II. MEMBERS

Section 1. Geographic Boundaries: Individuals shall become members of the Section upon acceptance of their request to the AACC for membership in that organization, provided that they reside in the area defined as the Philadelphia Section by AACC. Additionally, a member of another section may join the section, upon written request to the House of Delegates of the AACC (hereinafter, "House"). Membership is subject to change due to the formation of new sections within the area defined above.

Section 2. Membership and Voting Rights: The qualifications for membership shall be the same as defined in the Bylaws of the AACC. The Section shall consist of Members, Honorary Members, Emeritus Members, Affiliates, and Student Associates. Only Members and Emeritus Members in good standing shall have voting privileges. Voting members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership: Termination of membership in the AACC, for any reason, shall automatically terminate membership in this Section.

ARTICLE III. OFFICERS

Section 1. General Powers: Only members of the Section shall be officers. The Section shall have the following Officers:

- Chair
- Chair-Elect
- Secretary/Webmaster
- Treasurer
- Delegate of the Association
- Immediate Past Chair

Section 2. Election and Term of Office: Officers shall be elected annually by the members. New offices may be created and filled at any meeting of members. Each officer shall hold office until a successor is elected and qualified. Terms of all officers, except Delegates, shall begin on January 1.

Section 3. Vacancies: A vacancy in any office due to death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term. The number of Delegates shall be determined by the Bylaws of the AACC. Alternate Delegates shall be designated by the Section Chair. The Delegate(s) shall serve for a 3 year term, subject to the AACC's Bylaws.

Section 4. Duties of Members of the Board:

Chair: To preside at the membership and Executive Committee meetings, to appoint Chairs of standing committees, to form other committees, as needed, to appoint chairs of these committees, to maintain liaison with the officers of the AACC. To report on actions taken by the Executive Committee at Sections meetings.

Chair Elect: To act for the Chair in their absence, and be designated Chair for the following year. To chair the Program Committee.

Secretary/Webmaster: To keep an active roster of all Section members. To notify members of all meetings and all other functions of the Section. To carry out, at the instruction of the Chair, any correspondence of the Section. Distribute notices of meetings, ballots, and election results to the Membership. Maintain the Section web page.

Treasurer: To collect and disburse funds at the direction of the Executive Committee. To keep appropriate records and present a report at every meeting of the Executive Committee and an annual report to the general membership. To chair the Finance Committee.

Delegate(s): To represent the Section at the House meeting(s) of the AACC.

Immediate Past Chair: The Immediate Past Chair is not elected and shall serve for one year immediately following the term as Chair. The Past Chair shall preside over the receipt and counting of ballots for the current election year.

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

ARTICLE IV. **THE EXECUTIVE COMMITTEE:**

The Executive Committee shall consist of Officers of the Section, Chairs of standing committees and Chairs of any Ad Hoc committee from which the Section Chair desires participation. The duties of the Executive Committee shall be to take actions required for furthering the purpose of the Section. This committee is empowered to make decisions related to financial, scientific, professional and other policy matters affecting the Section. Reports shall be made by the Chair or their designate at membership meetings. The Executive Committee shall meet no less than four times in any calendar year.

ARTICLE V. **COMMITTEES**

Section 1a. The Standing Committee shall be:

The Membership Committee – This Committee encourages membership at both the Local and National levels and encourages participation in Local Section activities. This committee also maintains a current roster of Section members.

The Program Committee – This Committee shall organize and provide the programs for all scheduled scientific meetings of the Section.

ARTICLE VI. **NOMINATION AND ELECTION OF OFFICERS**

Section 1. The Nominating Committee shall consist of three members of the Section appointed by the Chair with the advice and consent of the Executive Committee. The nominating Committee shall prepare a slate of nominees for all elected offices after requesting and receiving suggestions from the membership. Nominees for Delegate shall be selected with particular consideration for their experience and ability in representing Section concerns. The Nominating Committee shall present the slate in writing to the Chair.

Section 2. Election of Officers: The slate of nominees shall be presented to the membership by mail, fax, e-mail, or other standard means of communication. Additional nominations may be made from the floor at the September meeting, provided the nominee is present at the meeting and accepts the nomination. The Secretary shall distribute to each member an official ballot no later than October 31. Properly marked ballots accepted by the Secretary prior to November 15 shall be counted by three tellers appointed by the Chair. All tellers shall be members of the Section in good standing, but not nominees or members of the Nominating Committee. For each office, the nominee receiving a majority of votes shall be declared elected. **In the event that nominees for all offices are running unopposed, a voice vote may be taken at the October meeting.**

ARTICLE VII. **FINANCES**

Section 1. Finance Committee: This Committee shall consist of the Chair-Elect of the Section, the Treasurer, who shall act as Chair and another member of the Section appointed by the Section Chair.

Section 2. Fiscal Management: The Finance Committee shall receive and consider proposals of budgetary items annually from the Executive Committee and from all committees, shall recommend the annual budget, and shall arrange for periodic audit of the financial affairs of the Section. The adoption of the annual budget and the general management of the financial affairs of the Section and the actions and expenditures of the Section shall be subject to the approval of the Executive Committee. The Treasurer shall present a financial report in writing at each Executive Committee meeting and an annual written report to the general membership.

Section 3. Dues: The bi-annual request for voluntary dues shall be proposed by the Finance Committee to the Executive Committee and determined by majority vote of the Executive Committee.

Section 4. Payments: Checks or warrants shall be signed by either the Treasurer or Chair or alternates designated by the Executive Committee, except that the Executive Committee, upon recommendation by the Finance Committee shall set the amount above which two signatures shall be required on all such instruments. The Finance Committee shall determine the amount of surety bond furnished by each individual signing checks or warrants. The cost of bonding shall be paid by the Section.

Section 5. Distribution on Dissolution: In the event of dissolution of the Section, following the payment of all just debts and obligations of the Section, the net assets of the Section shall be conveyed to the AACC.

ARTICLE VIII. **FISCAL YEAR AND TENURE OF OFFICE**

The fiscal year of this Section shall be on January 1 and ends on December 31. The tenure of all officers and members of committees shall normally begin on January 1. They shall serve until December 31 or until their successors are elected or appointed, whichever is later.

ARTICLE IX. **MEETING**

Section meetings for the membership shall be held no less than two times a year. Business meetings are to be held in conjunction with the scientific meetings when deemed appropriate by the Chair. Special meetings may be called by the Chair. The conduct of all business meetings of the Section shall be governed by the rules contained in the Robert's Rule of Order (as most recently revised), in all cases to which they are applicable.

ARTICLE X. **QUORUM**

A quorum shall consist of ten percent (10%) of the voting membership of the Section.

ARTICLE XI. **AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

Amendments to this Constitution and its Bylaws in whole or in part shall be proposed by the majority vote of Executive Committee by petition to the Executive Committee signed by at least ten percent (10%) of all members in good standing. Upon Receipt of a duly proposed amendment or revision, the Secretary shall then mail the proposed amendment and ballot to the membership. The proposed amendment or revision shall become effective at the time specified upon receiving a two-thirds affirmative vote of all ballots received thirty days of date of mailing. **If conflicts arise between these By-Laws and AACC's Bylaws, AACC's By-Laws shall govern.**

Recopied by C. Straub and submitted to the Executive Committee

March 11, 2007

Edited by J. Snyder to allow electronic elections

February 2008

Approved by membership, 9/12/08