

Constitution and Bylaws

Society of Hematopathology

- **Article I - Name**

The name of the organization shall be The Society for Hematopathology.

- **Article II - Purpose**

The purpose of this Society shall be to stimulate interest, investigation, exchange and dissemination of knowledge concerning the clinical, morphological and functional aspects of the hematopoietic and lymphoreticular systems.

- **Article III - Membership**

Membership in the Society shall be open to qualified physicians and scientists who are actively engaged in laboratory and/or clinical hematopathology throughout the world.

- **Article IV - Officers**

Officers of the Society shall be a President, President-Elect, and Secretary-Treasurer. The term for each shall be two years with an exception that the Secretary-Treasurer may hold office for an additional term of two years.

- **Article V - Executive Committee**

Scientific and business obligations of the Society shall be conducted by the Executive Committee, consisting of the Officers of the Society, the Past-President, five Members-at-Large and a member of the European Association for Haematopathology Executive Committee. The President will act as Chair of the Committee.

- **Article VI - Meetings**

There shall be an annual meeting of the general membership and of the Executive Committee, at such time and place as determined by the Executive Committee, in accordance with the Bylaws. Additional meetings may be called for special purposes.

- **Article VII - Bylaws and Amendments**

The Constitution of the Society and its provisions shall be carried out according to the current Bylaws of the Society. The articles of this Constitution and its Bylaws may be amended at any regular meeting by a simple majority vote of the members present

provided that notice of such proposed change was given to the membership by mail at least thirty days prior to that meeting.

- **Article VIII - Adoption**

This Constitution and its Bylaws shall take effect immediately upon its adoption by a majority of the charter membership.

BYLAWS

Article I - Purpose

Section 1. Purpose.

The Society for Hematopathology (the "Society") shall at all times be operated exclusively as a tax-exempt charitable, educational, and scientific organization (as those terms are defined in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended) and, in a manner consistent therewith, shall perform the following and other related functions:

Promote expertise, effective teaching and productive research in the practice of hematopathology; and

Assist and promote the development and recognition of resident/fellow training programs in hematopathology and, through the American Board of Pathology, maintain a means by which pathologists may be certified as having special competency in hematopathology;

Sponsor and promote the education of physicians and others in health care related to hematopathology; and

Establish and maintain appropriate relationships with other societies and groups of physicians, and other scientists, who share professional interests with the Society.

Article II - Membership

Section 1 - Types of Membership:

Qualified physicians and scientists throughout the world actively engaged in clinical and/or laboratory hematopathology will be full members, entitled to vote and hold office. Sustaining members are those members who provide additional financial support to the Society by paying at least 1 1/2 times the dues paid by other members. Residents, fellows, and trainees will be associate members, entitled to present their own papers at meetings, but only full members are eligible to vote.

Emeritus membership is an honorary status that may be conferred by vote of the membership at the request of a previous active member who has retired from practice of

hematopathology. Honorary membership may be bestowed on outstanding individuals upon proposal by the Executive Committee and approval by vote of the membership.

Section 2 - Eligibility:

Any pathologist, hematologist, or other specialist with demonstrated interest in hematopathology shall be eligible for full membership. Basic scientists with graduate degrees in relevant disciplines shall also be eligible for full membership. In addition, candidates for full or associate membership must be actively working in fields consistent with the stated purpose of the Society.

Section 3 - Nomination, Election, and Resignation:

Candidates for full or associate membership must submit an application to the chair of the Membership Committee. The Membership Committee will transmit its recommendation quarterly via email to the general membership with a request of vote by return email within 14 days. Approval of new members is by simple majority of the membership who have voted. Any member in good standing of the European Association for Hematopathology (EAHP) shall be admitted in the Society for Hematopathology (SH) by providing to the Secretary/Treasurer proof of membership in the EAHP and by paying SH dues. Membership may be terminated by resignation in writing to the Executive Committee.

Section 4 - Dues:

Membership dues may be established by recommendation of the Executive Committee and by simple majority vote of the members at an annual meeting. Failure to pay dues for a period of two consecutive years shall cause forfeiture of membership. Membership may be reinstated when a written application is submitted and approved by the executive committee.

Article III - Meetings

Section 1 - Annual Meeting:

Annual meetings shall be held in conjunction with the annual meetings of the United States & Canadian Academy of Pathology. The Executive Committee may modify this procedure when deemed necessary.

Section 2 - Scientific Program:

The Program Chair for the Scientific Symposium held in conjunction with the USCAP annual meeting, will be selected by the President in consultation with the executive committee. The executive committee should approve the proposed program of the Symposium. Non-member guest speakers may be invited by the Program Chair to participate in the Scientific Symposium.

Section 3 - Business Meeting:

A portion of the annual meeting shall be devoted to business matters of the Society. Attendance will be limited to full and associate members not in arrears for dues.

Section 4 - Order of Business:

Order of business at all business meetings shall be as follows:

Approval of minutes of the previous meeting

Receiving of communications

Reports of officers including the Secretary-Treasurer's Financial Report

Unfinished business

New business, including recommendations for new membership, the election of officers and, finally, the announcement of the next meeting (place, date & time)

The authority on parliamentary procedure at all business meetings shall be "Robert's Rules of Order, revised."

Section 5 - Quorum:

Ten percent of all members in good standing, or twenty members whichever is smaller, shall constitute a quorum and shall be necessary to transact business. A majority vote of the members present will prevail.

Section 6 - Executive Committee:

The Executive Committee of the Society shall meet annually prior to the general meeting to conduct all matters pertaining to the purposes and best interests of the Society. The Executive Committee may, at the request of the President, hold meetings at any time of the year upon 30 days written notice to all members of the Committee. The format and/or location of the meeting will be determined by the President in consultation with the Executive Committee.

Section 7 - Special Meetings, Notices:

Special meetings of the members may be called at any time by the President or by the Secretary-Treasurer at the request of the Executive Committee upon written request from a quorum of the members in good standing.

Any and all notices of scientific, business or special meetings of the Society shall be sent in writing, personal or otherwise, to each member in good standing, not less than thirty days prior to the designated time of meeting.

Article IV - Officers

Section 1 - Duties of Officers:

The President shall preside over annual meetings during his/her term of office. He/she will serve as Chair of the Executive Committee and appoint and charge, with the advice of the Executive Committee, Chairs and members of all committees. He/she will have the ultimate responsibility for organization of the program and selection of papers for the

annual meeting. If the president is unable to perform his/her function at a specific time, the president elect shall assume the leadership of the Society until the president is able to resume the duties.

The Secretary-Treasurer shall be responsible for official communications with members of the Society in addition to other duties usually pertaining to his/her office, including the recording of minutes of the Executive Committee, general business and special meetings. He/she shall also be responsible for the receipt and disbursement of all monies in the manner usually pertaining to his/her office. He/she shall be responsible for such records as will be subject to an annual audit by the Executive Committee or its representative. He/she shall present the audited financial report to the Executive Committee and to the general membership at the annual meeting.

Section 2 - Election of Officers:

The officers shall be elected by a majority of members present at the Annual Business Meeting. Nominees must be members in good standing. The Nominating Committee shall consist of the most recent past three presidents with the most recent past president serving as Chair. The Nominating Committee reports directly to the members at the Annual Business meeting. Additional candidates may be nominated and seconded from the floor by members in good standing.

Section 3 - Vacancies Among Officers:

Vacancies other than the Presidency may be filled by appointment by the President of members of the Executive Committee who will serve in their additional capacity until the next regular election. If the Presidency be vacant, the President-Elect shall preside at the Executive Committee and Annual Meetings.

Article V - Executive Committee

Section 1 - Duties of the Executive Committee:

The Committee shall conduct the business of the Society. It will specifically consider nominations for membership and oversee the Society's finances. In collaboration with the President it will organize the annual meeting and the Secretary/Treasurer will serve as Recording Secretary at the Annual Meeting. All contractual arrangements must be ratified by the Committee.

Section 2 - Election and Vacancies:

Members-at-Large and the member from the European Association for Haematopathology (EAHP) Executive Committee will be elected by a majority vote of members present at the Annual Business Meeting. Nominees must be members in good standing. The nominee from the EAHP Executive Committee will be nominated by the EAHP Executive Committee. Nominations will be presented by the Chair of the Nomination Committee on behalf of the members of this Committee. Nominations may be offered from the floor by members in good standing. The five Members - at - Large and the member from the EAHP Executive Committee shall be elected for four-year-terms, and elections will be arranged so that the term of one or two Members will expire

each year. Vacancies will be filled for the unexpired portion of a term by majority vote at the next regular meeting.

Article VI - Financial

Section 1 - Fiscal Calendar:

All fiscal affairs of the Society shall be conducted on the basis of the fiscal year starting on July 1 and ending on June 30 of the following year.

Section 2 - Authority to Compensate:

No officer of the Society shall receive compensation for his services as such. The Executive Committee, acting by a majority of its members, may authorize or ratify the payment, to any officer or committee, of reasonable compensation for expenses incurred on behalf of the Society in any capacity deemed necessary or advisable and in the best interest of the Society.

Section 3 - Financial Report:

The Secretary/Treasurer's financial report will be subjected a yearly review by the Executive Committee or its representatives. The Secretary/Treasurer shall present the report to the membership on the financial status of the Society for the past fiscal year after the balance sheets and statements have been reviewed.

Article VII - Affiliation

The Executive Committee is empowered, subject to approval of the membership at an annual meeting, to affiliate with other organizations.

Article VIII - Dissolution of the Society of Hematopathology

In order to dissolve the Society, the Executive Committee must adopt a resolution recommending that the Society be dissolved and directing that the question of dissolution be submitted to the vote of the Society members. Such resolution must be approved by the voting Members in accordance with the provisions of the District of Columbia (the code governing the dissolution of Nonprofit Corporations). Upon receiving the required Member vote, the Society assets shall be applied and distributed in satisfaction of its liabilities and other obligations as required under the Code, and the Council shall adopt a plan of dissolution for any remaining assets, which plan shall be submitted to the voting Members in accordance with the Code. Such plan shall provide that no such remaining assets shall be distributed to Members or officers of the Society or any private individual, but rather such assets shall be distributed for one or more exempt purposes within the meaning of section 501(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for a public purpose.

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