

ASIP

American Society for Investigative Pathology

AMERICAN SOCIETY FOR INVESTIGATIVE PATHOLOGY

1801 Rockville Pike, Suite 350, Rockville, MD 20852 (USA)

Founded December 1900; Reincorporated 1992

Revisions Accepted and Approved by the Membership - April 2021

BYLAWS

ARTICLE I – NAME, MISSION, AND DECLARATIONS

Section 1. *Name.* The name of the corporation shall be the American Society for Investigative Pathology, Incorporated (“the Society”).

Section 2. *Mission.* The mission of the Society is to promote the discovery, advancement, and dissemination of basic and translational knowledge in experimental/investigative pathology and related disciplines. Experimental/investigative pathology is an integrative discipline that links the manifestations of disease in the whole organism to its fundamental cellular and molecular mechanisms. It uses a variety of structural, functional, and genetic techniques, and ultimately applies research findings to the characterization, diagnosis, and treatment of diseases. The Society advocates for the practice of experimental/investigative pathology and fosters the professional career development and education of its members. The Society promotes equal representation and opportunity among investigators in experimental/investigative pathology research and related disciplines. These objectives shall be achieved by fostering investigation into the molecular and cellular pathogenesis, diagnosis and classification, pathophysiology, and prognosis of disease through meetings, scientific publications, educational activities, career development events, activities, and other research proceedings.

Section 3. *Declarations.* The Society makes the following declarations related to (i) discrimination and bias in biomedical science, (ii) scientific integrity, and (iii) the Society code of conduct.

Section 3.1. *Declaration on Discrimination and Bias.* Biomedical science in general and experimental pathology specifically will benefit and flourish when scientists can work in an environment of safety, justice, equality, support, and inclusion. Hence, the Society and its members will collectively and individually commit time and energy to work intentionally and vigorously against systemic racism in science at the local, regional, national, and international levels, and to understand and overcome implicit biases. The Society unequivocally condemns bias and discrimination based upon age, gender, race, religion, ethnicity or ethnic origin, nationality or national origin, sexual orientation, physical or mental disability, parental or marital status, and other unalterable characteristics.

Section 3.2. *Scientific Integrity.* The Society is committed to the pursuit of excellence in research and scholarship by its members, and the maintenance of the highest standards of integrity and ethics. The Society expects all its members, whether they are students or other trainees, professional research staff, or principal investigators to abide by the basic and accepted standards of research integrity, including (i) honesty in all aspects of research, (ii) scrupulous care, thoroughness and excellence in research practice, (iii) transparency and open communication, (iv) care and respect for all participants in and subjects of research, and (v) personal accountability of the integrity of the research process. Researchers are also expected to treat colleagues with integrity, honesty and collegiality, including the fair provision of references and peer review.

Section 3.3. *Code of Conduct.* The Society is committed to providing all who work in support of the Society's mission with safe and collaborative environments. The mission of the Society can only be attained when there is mutual respect among the elected leadership, volunteers, other stakeholders, and the professional staff. Therefore, no form of discriminatory behavior, bullying, sexual or verbal harassment, intimidation, or assault,

will be tolerated by the Society during routine operations, while conducting Society business, or during Society-sponsored or managed events or among staff, volunteers, or other attendees.

ARTICLE II – MEMBERSHIP

Section 1. *Membership Categories.* The Society is composed of members from across the United States and around the world. Eligibility for membership does not require residence in the United States or North America, or citizenship from any particular country. Research investigators who meet the basic criteria for membership may originate, live, and/or work in any country around the globe. The classes of membership shall be Regular, Next Generation, Emeritus, Trainee, Associate, Honorary, Special, and Sustaining Associate.

Section 2. *Eligibility and Dues.* Membership criteria and dues for the various membership categories shall be established by the Council. The Council shall have the authority to approve membership applications and may delegate to the Membership Committee or to the Executive Officer the ability to approve applications for certain classes of membership. Membership shall be open to individuals or organizations who share the stated mission of the Society and who have manifested interest in any discipline important to the broad field of pathology. The Society shall not discriminate on the basis of criteria unrelated to professional qualifications. Members are entitled to the privileges of membership only after payment of dues, which shall cover a twelve-month period (if annual renewal) or a multi-year period (if multi-year renewal).

Section 3. *Rights and Privileges.* Only Regular Members (including Next Generation Members) shall have the right to vote to approve amendments of the Bylaws, to vote for officers of the Society, and to hold office. The Council shall determine the rights of the various membership categories, including: to receive publications, to sponsor abstracts for Society meetings, to attend Business Meetings of the Society, to make nominations for officers, committee positions, and awards, and to receive awards. The Council will make decisions related to establishment of new member benefits, as well as elimination of member benefits when appropriate.

Section 4. *Regular Members.* Any individual who has conducted, published, or supported the conduct of meritorious original research in pathology or a related scientific discipline, who supports the mission of the Society, and who holds a doctoral degree or has equivalent experience shall be eligible for Regular Membership.

Section 5. *Next Generation Members.* The Next Generation membership category represents a promotional regular membership at a special discounted dues rate for new regular members and for transitioning of trainees into a regular member category. Next Generation members are eligible for the discounted dues rate for three years, after which Next Generation members become Regular Members.

Section 6. *Emeritus Members.* A Regular Member in good standing may apply for transfer to Emeritus Membership if that person has retired from professional duties and meets other standards as set by the Council.

Section 7. *Trainee Members.* Trainee Members shall meet standards as set by the Council, such as annual certification by the supervisor or head of the educational unit that the individual is in active training.

Undergraduate Trainee Members: Students enrolled in an undergraduate program and who support the mission and aims of the Society shall be eligible for undergraduate trainee membership.

Pre-doctoral Trainee Members: Students enrolled in a graduate program leading to a degree or dual degrees in pathology or a related field of biomedical science, in medicine, in veterinary medicine, in osteopathy, or in a related discipline, and who support the mission and aims of the Society shall be eligible for pre-doctoral trainee membership.

Post-doctoral Trainee Members: Individuals who were recently awarded a doctoral degree and who are pursuing an additional degree in a separate program or who occupy a postdoctoral fellowship or residency position at an academic center, a hospital, a research institution, or in industry, and who support the mission and aims of the Society shall be eligible for post-doctoral trainee membership.

Section 8. Associate Members. Individuals who support the mission and aims of the Society but do not have a graduate degree or evidence of scholarly work in pathology-associated scientific disciplines shall be eligible for Associate Membership.

Section 9. Honorary Members. Distinguished scientists who have contributed to advances in the field of pathology or related disciplines shall be eligible for election by the Council to Honorary Membership.

Section 10. Special Members. Individuals as periodically defined by the Council shall be eligible for Special Membership.

Section 11. Sustaining Associate Members. Organizations that have an interest in the advancement of biological investigation, that support the mission and aims of the Society, and that meet other standards as set by the Council may be eligible for Sustaining Associate Membership.

Section 12. Forfeiture, Resignation, and Expulsion of Membership. Any member in arrears of dues for more than twelve months shall cease to be a member in good standing and may forfeit certain benefits of membership. A member may resign from membership by submitting a letter to the Executive Officer. The Council shall establish criteria and procedures by which the Society may revoke the membership of any member who does not meet all ethical standards, policies, and procedures of the Society.

ARTICLE III – GOVERNANCE

Section 1. Council. The Society's Council shall be the primary governing body. The Council shall establish the policies and procedures for the Society consistent with its mission.

Section 2. Members of Council. Members of the Council shall have the right to vote, shall be elected by the regular membership, and must be regular members of the Society. The Officers shall consist of the President, President-Elect, Vice President, Immediate Past President, and Secretary-Treasurer. Other voting members of the Council include two Councilors-at-large, and the Chairs of the following committees: Career Development, Education, Program, Publications, and Research and Science Policy. No more than three voting members of the Council shall be from the same organizational unit (department) at a given institution at the time they begin their terms of office. However, the Nominating Committee will have discretion with respect to selection of candidates from large institutions where organizational units operate as independent entities. No salaried staff of the Society shall be a voting member of the Council. The Executive Officer is a non-voting *ex officio* member of the Council. The Council may invite guests to participate in Council meetings on an *ad hoc* basis; such guests shall not be entitled to vote on any matter.

Section 3. Meetings of the Council. The Council shall meet at least once a year. In addition to face-to-face meetings, the Council may meet by teleconference or electronic conference. Voting members of the Council may provide a written proxy to the President, President-Elect, Vice President, Immediate Past President, or Secretary-Treasurer. Each voting member of Council shall be provided with notice by mail, telephone, or electronic means at least two days prior to any regular or special meeting of the Council. A quorum for conducting official business of the Society shall be a majority of the voting members of the Council, at least one of whom must be the President, President-Elect, Immediate Past President, or Secretary-Treasurer. Except as otherwise stated in these Bylaws, in any decision requiring a vote, a simple majority of those voting shall carry the vote.

Section 4. Duties of the Council. The duties of the Council shall be to:

- (1) Establish policies and procedures in accordance with the Bylaws.
- (2) Consider for approval the nominations to Committees and liaisons made by the President except for those elected directly by the membership or designated by these Bylaws.
- (3) Review, revise, and approve the annual operating budget submitted by the Secretary-Treasurer.
- (4) Set dates and locations for future meetings and invite other societies to participate in such meetings.
- (5) Set the agenda for the annual Business Meeting of the Society.
- (6) Establish Meritorious Awards not otherwise defined in the Bylaws (Article V, Section 3)
- (7) Appoint the Editor(s)-in-Chief of the Society publications and contract with appropriate parties for such publications.

- (8) Establish or discontinue *ad hoc* committees, task forces, and Scientific Interest Groups.
- (9) Set the dues structure and fees.
- (10) Appoint an Executive Officer.
- (11) Establish benefits, rights, and privileges of members in accordance with the Bylaws.
- (12) Establish the standard operating procedures of the Society.
- (13) Consider proposals for Amendments of the Bylaws.
- (14) Consider proposals for affiliation.
- (15) Consider other matters in furtherance of the mission of the Society and as permitted by the Bylaws.
- (16) Modify operations of the Society and its schedule of scientific meetings and other major activities in response to disruptive events occurring in the United States or world-wide (for instance a global pandemic).

Section 5. *Executive Officer.* The Council is empowered to appoint and compensate an Executive Officer who shall implement the policies of the Council and report to the Council. The duties, salary, and term of appointment of the Executive Officer shall be stipulated by contract. The Executive Officer shall:

- (1) Be responsible for the day-to-day management of the Society.
- (2) Direct an Administrative Office and hire staff to carry out the mission of the Society.
- (3) Serve as a non-voting, *ex officio* member of the Council and Committees of the Society.
- (4) Assist the President in the management of meetings of the Council, and business, annual, and other meetings as requested by the Council.
- (5) Have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, Articles of Incorporation, these Bylaws, and other official documents of the Society.
- (6) Assist the Secretary-Treasurer on the preparation of the annual budget for approval by the Council.
- (7) Have the authority to call a meeting of the Council to deliberate on the matter of removal of a Council member, as delineated in Article IV, Section 13.
- (8) Be the official liaison and negotiate with external agencies, organizations, and individuals on behalf of the Society with advice and consent of the Council or President.
- (9) Have the authority to sign in the name of and on behalf of the Society any position statements, contracts, or agreements authorized by the Council.
- (10) Have the authority to receive and disburse Society funds and to delegate such authority to other staff in accordance with the standard operating procedures of the Society.
- (11) Advise the Council regarding modification of the operations of the Society and its schedule of scientific meetings and other major activities in response to disruptive events occurring in the United States or world-wide (for instance a global pandemic).

Section 6. *Scientific Interest Groups.* The Council may create Scientific Interest Groups that represent special research interests of the membership. Such groups shall provide assistance in development of special programs and promote scientific exchange among the members of the Society. These groups will contribute to the scientific programs of the Annual Meeting and other scientific meetings organized by the Society.

Section 7. *Disruption of Society Operations and Activities.* In the circumstance of major disruptive events affecting the normal Society operations and its calendar of activities and proceedings, the Council will have the authority to modify how the Society operates and accomplishes its stated mission.

Section 8. *Parliamentary Authority.* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE IV – ELECTIONS AND OFFICERS

Section 1. *Elections.* Each year, the Nominating Committee shall present a slate of candidates to the regular membership for open positions on the Council, the Nominating Committee, and the Meritorious Awards Committee at least sixty days prior to the Annual Meeting. Candidates for each open position will be identified by an open call for nominations from the membership, from recommendations from members of Council, from suggestions made by Society staff, or by other means. The Nominating Committee will consider all proposed candidates and will nominate those individuals that are deemed to be best qualified for a given elected

position. Ballots must be received by mail, by facsimile, or by electronic means by the specified deadline date set by the Council at the time of distribution to the membership.

The Nominating Committee shall develop and follow procedures to avoid conflicts of interest, to provide the membership with a choice of candidates with a variety of institutional affiliations, and to encourage gender balance and diversity membership on the Council, Nominating Committee, and Meritorious Awards Committee. There shall be at least two candidates for each open position. The nominees who receive the greatest number of votes from the members voting shall be declared elected. In the event of a tie vote for any position, the winning nominee shall be declared by the Nominating Committee. Any challenge to, or alleged deficiency in, an election shall be resolved by majority vote of the Nominating Committee. In such event, the decision of the Nominating Committee may be reviewed by the voting members of the Council. Any modification by the Council to a decision of the Nominating Committee must be by two-thirds majority vote.

Terms of office for all elected positions in the Society shall begin July 1. In the event of an interim vacancy for elected positions among the voting members of the Council or on the Nominating Committee or Meritorious Awards Committee, the Nominating Committee shall appoint a regular member of the Society to fill the vacancy until the next scheduled election, at which time the membership shall have an opportunity to elect a replacement for the remaining term, except as determined for specific positions on the Council as defined further in Article IV.

Section 2. *President.* The President shall chair the Council and recommend to the Council for its approval nominees for all committees except those provided for by the Bylaws. The President shall also recommend to the Council nominees for Society representation to other organizations. The President (in addition to the Executive Officer) shall have the authority to sign in the name of and on behalf of the Society any position statements, contracts, or agreements authorized by the Council. The President shall carry out other activities usually pertaining to the office, including *ex officio* membership (with vote) on all standing committees (except the Meritorious Awards Committee and Nominating Committee) and *ad hoc* committees. The President shall preside over the Annual Business Meeting of the Society.

The term of office of the President shall be one year (longer if the President-Elect assumes the Presidency earlier than anticipated due to an unexpected vacancy). Following conclusion of service as President, such person shall serve as Immediate Past President and shall be ineligible for election as Vice President for at least two years.

Section 3. *President-Elect and Vice President.* The Vice President shall be elected by the regular membership, shall serve as the Chair of the Membership Committee, and shall serve in such capacity for one year. At the conclusion of this term, or if the President-Elect position becomes vacant unexpectedly, the Vice President automatically succeeds to the position of President-Elect. The term of the President-Elect is one year (longer if the Vice President assumes the position of President-Elect to fill an unexpected vacancy). At the end of this term, or if the Presidency becomes vacant, the President-Elect automatically becomes President. When the President is absent or otherwise unavailable, the President-Elect shall fulfill the President's duties. The President-Elect shall serve as the Chair of the Meritorious Awards Committee and in the absence of the President shall fulfill the President's duties.

In the event the Vice President position is vacant, the Nominating Committee shall appoint a Councilor-at-large to serve as Vice President until the next Society election, at which time a Vice President shall be elected for the remainder of that term and shall take office as soon as the balloting is completed, as described in this Article, Section 1.

Section 4. *Immediate Past President.* The Immediate Past President shall serve as the Chair of the Nominating Committee. In the absence of the President and the President-Elect, the Past President shall fulfill the President's duties. In the event there is an unexpected vacancy in the position of the Immediate Past President, the Nominating Committee shall appoint a Councilor-at-large to fulfill the duties of the Immediate Past President for the duration of the term. Assumption of such duties shall not result in ineligibility of such an individual from nomination as Vice President in the next election.

Section 5. Secretary-Treasurer. The Secretary-Treasurer shall be elected to a term of three years and may serve no more than two consecutive terms. The Secretary-Treasurer shall:

- (1) Chair the Finance and Audit Committee.
- (2) Assure that the records and archives of the Society are properly maintained.
- (3) Assure that an operating budget is presented to the Council annually for its approval.
- (4) Perform other duties that usually pertain to this office.

In the event the Secretary-Treasurer is unable to complete the term of office, the Nominating Committee shall appoint a Councilor-at-large as Interim Secretary-Treasurer until the next scheduled election, at which time a new Secretary-Treasurer shall be elected. Such individual shall take office as soon as the balloting is completed, in addition shall serve for a full term of three years from July 1 of that year and shall be eligible for another consecutive term.

Section 6. Councilors-at-large. There shall be two Councilors-at-large. Councilors-at-large shall be elected by the regular membership for a three-year term to fill vacancies as necessary and may serve no more than two consecutive terms. In the event of an unexpected vacancy among the Councilors-at-large, the Nominating Committee shall appoint a regular member as Interim Councilor-at-large until the next scheduled election, at which time a new Councilor-at-large shall be elected to fill the remaining term and shall take office immediately as soon as balloting is completed. Such individual shall be eligible for two additional consecutive three-year terms.

Section 7. Program Committee Chair and Program Committee Chair-Elect. The Program Committee Chair-Elect shall be elected by the regular membership, assists the Program Committee Chair, and shall serve for a term of one year. At the conclusion of this term, or if the Program Committee Chair position becomes vacant unexpectedly, the Program Committee Chair-Elect automatically succeeds to the position of Program Committee Chair. The Chair of the Program Committee is a voting member of Council and shall serve a term of two years. Individuals can be elected to the position of Program Chair-elect/Program Chair more than once. However, no individual may serve as Program Committee Chair for multiple consecutive terms. If the Program Committee Chair-Elect cannot fulfill the term of office, the Nominating Committee shall appoint a member of the Program Committee who is a regular member of the Society as Interim Program Committee Chair-Elect until the next Society election, at which time a Program Committee Chair-Elect shall be elected by the membership and shall take office immediately upon completion of the balloting. If the Program Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Program Committee to serve as Interim Program Committee Chair (with full voting rights on Council) until the following July 1 and a Program Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately as soon as balloting is completed.

Section 8. Career Development Committee Chair and Career Development Committee Chair-Elect. The Chair-Elect of the Career Development Committee shall be elected by the regular membership, assists the Chair of the Career Development Committee, and shall serve for a term of one year. At the conclusion of this term, or if the Committee Chair position becomes vacant unexpectedly, the Committee Chair-Elect automatically succeeds to the position of Committee Chair. The Chair of the Career Development Committee is a voting member of Council, shall serve a term of three years, and may serve no more than two consecutive terms. If the Nominating Committee selects the current Committee Chair as a candidate for a second term in the next election and that individual is elected by the membership, the one-year term of Chair-Elect shall not be filled, and the individual shall serve as Chair for a term of three years beginning the following July 1. If the Chair-Elect cannot fulfill the term of office, a new Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office immediately upon completion of the balloting. If the Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Career Development Committee to serve as Interim Chair (with full voting rights on Council) until the following July 1 and a Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately upon completion of the balloting.

Section 9. Committee for Equal Representation and Opportunity Chair and Committee for Equal Representation and Opportunity Chair-Elect. The Chair-Elect of the Committee for Equal Representation and Opportunity shall be elected by the regular membership, assists the Chair of the Committee for Equal Representation and Opportunity, and shall serve for a term of one year. At the conclusion of this term, or if the Committee Chair position becomes vacant unexpectedly, the Committee Chair-Elect automatically succeeds to the position of Committee Chair. The Chair of the Committee for Equal Representation and Opportunity is a voting member of Council, shall serve a term of three years, and may serve no more than two consecutive terms. If the Nominating Committee selects the current Committee Chair as a candidate for a second term in the next election and that individual is elected by the membership, the one-year term of Chair-Elect shall not be filled, and the individual shall serve as Chair for a term of three years beginning the following July 1. If the Chair-Elect cannot fulfill the term of office, a new Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office immediately upon completion of the balloting. If the Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Committee for Equal Representation and Opportunity to serve as Interim Chair (with full voting rights on Council) until the following July 1 and a Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately upon completion of the balloting.

Section 10. Education Committee Chair and Education Committee Chair-Elect. The Chair-Elect of the Education Committee shall be elected by the regular membership, assists the Chair of the Education Committee, and shall serve for a term of one year. At the conclusion of this term, or if the Committee Chair position becomes vacant unexpectedly, the Committee Chair-Elect automatically succeeds to the position of Committee Chair. The Chair of the Education Committee is a voting member of Council, shall serve a term of three years, and may serve no more than two consecutive terms. If the Nominating Committee selects the current Committee Chair as a candidate for a second term in the next election and that individual is elected by the membership, the one-year term of Chair-Elect shall not be filled, and the individual shall serve as Chair for a term of three years beginning the following July 1. If the Chair-Elect cannot fulfill the term of office, a new Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office immediately upon completion of the balloting. If the Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Education Committee to serve as Interim Chair (with full voting rights on Council) until the following July 1 and a Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately upon completion of the balloting.

Section 11. Publications Committee Chair and Publications Committee Chair-Elect. The Chair-Elect of the Publications Committee shall be elected by the regular membership, assists the Chair of the Publications Committee, and shall serve for a term of one year. At the conclusion of this term, or if the Committee Chair position becomes vacant unexpectedly, the Committee Chair-Elect automatically succeeds to the position of Committee Chair. The Publications Chair is a voting member of Council, shall serve a term of three years, and may serve no more than two consecutive terms. If the Nominating Committee selects the current Committee Chair as a candidate for a second term in the next election and that individual is elected by the membership, the one-year term of Chair-Elect shall not be filled, and the individual shall serve as Chair for a term of three years beginning the following July 1. If the Chair-Elect cannot fulfill the term of office, a new Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office immediately upon completion of the balloting. If the Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Publications Committee to serve as Interim Chair (with full voting rights on Council) until the following July 1 and a Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately upon completion of the balloting.

Section 12. Research and Science Policy Committee Chair and Research and Science Policy Committee Chair-Elect. The Chair-Elect of the Research and Science Policy Committee shall be elected by the regular membership, assists the Chair of the Research and Science Policy Committee, and shall serve for a term of one year. At the conclusion of this term, or if the Chair position becomes vacant unexpectedly, the Research and Science Policy Committee Chair-Elect automatically succeeds to the position of Research and Science Policy Committee Chair. The Chair of the Research and Science Policy Committee is a voting

member of Council, shall serve a term of three years, and may serve no more than two consecutive terms. If the Nominating Committee selects the current Committee Chair as a candidate for a second term in the next election and that individual is elected by the membership, the one-year term of Chair-Elect shall not be filled, and the individual shall serve as Chair for a term of three years beginning the following July 1. If the Chair-Elect cannot fulfill the term of office, a new Committee Chair-Elect shall be elected by the membership at the next scheduled election and shall take office immediately upon completion of the balloting. If the Committee Chair position becomes unexpectedly vacant in a year in which there is no Chair-Elect, the Nominating Committee shall recommend to the Council the appointment of a member of the Research and Science Policy Committee to serve as Interim Chair (with full voting rights on Council) until the following July 1 and a Chair-Elect shall be elected by the membership at the next scheduled election and shall take office (as Chair-Elect) immediately upon completion of the balloting.

Section 13. *Removal of a Member of Council.* Should an officer or other member of the Council not meet the responsibilities of the position, any two Council officers may call for a special meeting of the Council concerning removal of that member by notifying the Executive Officer. The member in question shall have the opportunity to defend his/her performance. In a secret ballot vote, the concurrence of at least two-thirds of all the officers of the Council shall be required to remove the member.

ARTICLE V – COMMITTEES

Section 1. *Standing Committees.* The Society shall maintain standing committees that are essential to the operation of the Society and that ensure the Society achieves its goals and objectives for the membership. The Standing Committees shall be: (a) Nominating, (b) Meritorious Awards, (c) Program, (d) Publications, (e) Career Development, (f) Equal Representation and Opportunity, (g) Education, (h) Research and Science Policy Committee, (i) Membership, and (j) Finance.

Section 2. *Nominating Committee.* The Nominating Committee shall provide a uniform and organized means of nominating and electing persons to positions within the Society. The Nominating Committee shall develop and follow procedures to avoid conflicts of interest, to provide the membership with a choice of candidates with a variety of institutional affiliations, and to encourage gender balance and diversity membership on the Council, Nominating Committee, and Meritorious Awards Committee.

The voting members of the Nominating Committee shall be the Immediate Past President as Chair and six members who shall be elected by the regular membership. The Executive Officer may be asked by the Chair to assist the Committee in its deliberations, but shall have no vote. Nominations for membership on the Nominating Committee shall be solicited from Regular Members and Emeritus Members in good standing. Each elected member shall serve a term of three years; two members shall be elected each year so that terms of the elected members are staggered. The Nominating Committee shall be comprised of a cross-section of Society members. Not counting the Chair, no institution shall be represented by more than one elected member and no member of the Council may simultaneously serve on the Nominating Committee. Elected members of the Nominating Committee shall be ineligible for consecutive three-year terms. In the event that a person is unable to complete a term for any reason, the Nominating Committee shall determine the method to fill the unexpired term.

Section 3. *Meritorious Awards Committee.* The Meritorious Awards Committee shall select the recipients of the Society's meritorious awards from nominations submitted by the membership and shall periodically evaluate the awards program and make recommendations to the Council as necessary. The Committee shall develop and follow procedures to avoid conflicts of interest and shall recommend specific criteria for eligibility and selection of candidates for awards.

The Meritorious Awards Committee shall consist of the President-Elect as Chair and six members who are elected by and from the regular membership. The Executive Officer may be asked by the Chair to assist the Committee in its deliberations but shall have no vote. All members of the Committee, including the Chair, shall vote to select the award recipients. Each elected member shall serve a term of three years; two members shall be elected each year so that terms of the elected members are staggered. The Committee shall be comprised of a cross-section of regular members of the Society. Not counting the Chair, no institution shall be represented by more than one elected member and no member of the Council may simultaneously serve on

the Meritorious Awards Committee. Members of the Committee shall be ineligible for consecutive three-year terms. In the event that a person is unable to complete a term for any reason, the Nominating Committee shall determine the method to fill the unexpired term. Members of the Meritorious Awards Committee shall be ineligible to be nominated for meritorious awards while they are members of the Committee.

The Society shall bestow the following meritorious awards:

- (1) *The ASIP Gold-Headed Cane Award.* The ASIP Gold-Headed Cane shall be awarded to a member in recognition of significant long-term contributions to the field of pathology, including meritorious research, outstanding teaching, general excellence in the discipline, and demonstrated leadership in the field of pathology.
- (2) *The ASIP Rous-Whipple Award.* The ASIP Rous-Whipple Award shall be presented to a senior scientist with a distinguished career in research who has advanced the understanding of disease and has continued productivity at the time of the award. The recipient will be selected with consideration of the published record of peer-reviewed research and overall impact of the nominee's science, mentorship, and participation of the candidate and protégés in Society scientific meetings.
- (3) *The ASIP Outstanding Investigator Award.* The ASIP Outstanding Investigator Award shall be presented to a member who is a mid-career investigator with demonstrated excellence in research in experimental pathology. The recipient will be selected with consideration of the published record of peer-reviewed research and overall impact of the science, mentorship, and participation of the candidate and protégés in Society scientific meetings.
- (4) *The ASIP Robbins Distinguished Educator Award.* The ASIP Robbins Distinguished Educator Award shall be presented to a member whose contributions to education in pathology have had a manifest impact at a regional, national, or international level. Meritorious contributions to pathology education include, but are not limited to: (i) design of innovative or improved educational platforms, curricula, or training programs, (ii) leadership in strategic planning or administration of educational initiatives, (iii) development of widely disseminated educational materials, such as textbooks, laboratory manuals, and software, (iv) development of training/education in investigative pathobiology at the undergraduate, graduate, and post-graduate levels, and (v) documented achievements in mentoring.
- (5) *The ASIP Cotran Early Career Investigator Award.* The ASIP Cotran Early Career Investigator Award shall be presented to members who are early career investigators with demonstrated excellence as an investigator who recently established independence and a research focus leading to an improved understanding of the conceptual basis of disease.
- (6) *The ASIP Young Scientist Leadership Award.* The ASIP Young Scientist Leadership Award shall be presented to a member with outstanding and sustained achievements at the earliest stages of a career in biomedical research, including volunteered service to the Society and scientific publications and presentations.

Section 4. Program Committee. The Program Committee shall plan the scientific program for the Annual Meeting and shall make recommendations to the Council for affiliations with other scientific societies for future Annual Meetings. In addition, the Program Committee may plan or coordinate the planning of other scientific meetings with the approval of the Council. To accomplish these goals, the Program Committee will coordinate efforts with other relevant groups within the Society, including the Education Committee, the Career Development Committee, and the leadership of the Scientific Interest Groups. For special meetings (like PISA), the Program Committee may delegate responsibility for planning the scientific program to a designated organizing committee that includes members from the Program Committee.

The Chair-Elect and the Chair of the Program Committee shall be elected by the membership. The Council shall appoint additional members from various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Program Committee will nominate new members for the Committee when additional numbers or specific expertise are required. New Committee members will be approved by the Council. At least one trainee member shall be a voting member of the committee. Members of the Committee shall have terms of up to three years and may serve consecutive terms. Non-voting and *ex officio* members of the Committee shall be the Executive Officer, and the Chairs of the Education Committee and the Career Development Committee. The President shall be a voting *ex officio* member of the Program Committee.

In conjunction with the Education Committee and the Career Development Committee, the Program Committee shall select recipients of Trainee Scholar Awards based on the merit of scientific abstracts and related information submitted for scientific meetings of the Society. Likewise, members drawn from these committees will participate in the selection of Junior Faculty Scholar Awards associated with specific meetings.

Section 5. Publications Committee. The Publications Committee shall have oversight responsibility for scientific publications operated by the Society and shall report to Council. The Committee shall serve as the advisory body on management issues for Society publications, including but not exclusive to contracts, format, frequency of publication, subscription rates, and other issues with financial and management consequences. In addition, the Committee shall oversee the general editorial policy for Society publications.

The Chair-Elect and the Chair of the Publications Committee shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Publications Committee will nominate new members for the Committee when additional numbers or specific expertise is required. New Committee members will be approved by the Council. At least one voting member of the Committee shall be a trainee. Members of the Committee shall have terms of up to three years and may serve consecutive terms. Non-voting and *ex officio* members of the Committee shall be the Editor(s)-in-Chief and Managing Editor(s) of scientific publications of the Society, and the Executive Officer. The President and the Secretary-Treasurer shall be voting *ex officio* members of the Publications Committee.

The Council shall appoint the Editor(s)-in-Chief of the Society's publications. The Editor(s)-in-Chief may be compensated with a stipend approved by the Council. The Chair of the Publications Committee shall notify the President when a search committee should be established to identify a new Editor-in-Chief. The Editor(s)-in-Chief shall be responsible for the scientific content of the Society's publications and shall appoint Editorial Boards following procedures and policies developed by the Publications Committee to promote diversity. The Editor(s)-in-Chief shall recommend, and the Publications Committee shall approve Associate Editors for the publications. The Editor-in-Chief of each publication associated with the Society shall provide an annual written report to the Chair of the Publications Committee; the report(s) shall include recommendations as the Editor(s)-in-Chief deem useful.

Section 6. Career Development Committee. The Career Development Committee shall develop and oversee programs to promote the career development for all members of the Society, especially under-represented populations and trainees. The Career Development Committee will also contribute to the programs associated with the scientific meetings of the Society.

The Chair-Elect and the Chair of the Career Development Committee shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Career Development Committee will nominate new members for the Committee when additional numbers or specific expertise is required. New Committee members will be approved by the Council. At least one voting member of the Committee shall be a trainee. Members of the Committee shall have terms of up to three years and may serve consecutive terms. Non-voting and *ex officio* members of the Committee shall be the Program Committee Chair, the Education Committee Chair, and the Executive Officer. The President shall be a voting *ex officio* member of the Career Development Committee.

Section 7. Committee for Equal Representation and Opportunity. The Committee for Equal Representation and Opportunity shall oversee execution of the Society's diversity, equality, and inclusion strategic plan. This Committee shall develop and monitor strategies to guide the Society's efforts to foster diverse, equitable, and inclusive research, training, and professional environments within the Society and extending to the institutions of the Society's members. This Committee will engage in collaborative partnerships on behalf of the Society with external organizations to promote diversity, equality, and inclusion across the biomedical research community.

The Chair-Elect and Chair of the Committee for Equal Representation and Opportunity shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Committee for Equal Representation and Opportunity will nominate new members for the Committee when additional numbers or specific expertise is required. New Committee members will be approved by the Council. Members of the Committee shall have terms of up to three years and may serve consecutive terms. The President shall be a voting and *ex officio* member of the Committee for Equal Representation and Opportunity. The Executive Officer shall be a non-voting and *ex officio* member of the Committee.

Section 8. Education Committee. The Education Committee shall be responsible for developing educational materials, including courses and meetings, educational resources, and virtual offerings for the benefit of the membership and consistent with the purposes of the Society. The Education Committee will also contribute to the programs associated with the scientific meetings of the Society.

The Chair-Elect and Chair of the Education Committee shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Education Committee will nominate new members for the Committee when additional numbers or specific expertise is required. New Committee members will be approved by the Council. At least one voting member of the Committee shall be a trainee. Members of the Committee shall have terms of up to three years and may serve consecutive terms. The President shall be a voting and *ex officio* member of the Education Committee. Non-voting and *ex officio* members of the Committee shall be the Executive Officer, and the Chairs of the Career Development Committee and the Program Committee.

Section 9. Membership Committee. The Membership Committee shall be responsible for recommending criteria for eligibility for the various membership categories to the Council, for reviewing applications for membership, and making recommendations to the Council for approval of new members and for the forfeiture or expulsion of members. The Membership Committee will also develop initiatives to promote recruitment of new members in all categories and retention of members in all categories.

The Vice President shall be the Chair of the Membership Committee. The Council shall appoint other members of the Committee from among the various membership categories of the Society as necessary to accomplish its mission. At least one voting member of the Committee shall be a trainee member. The President shall be a voting *ex officio* member of the Committee. The Executive Officer shall be a non-voting *ex officio* member of the Committee.

Section 10. Research and Science Policy Committee. The Research and Science Policy Committee shall be responsible for ensuring that the research and science policy concerns of the Society membership are addressed and, whenever appropriate, shall cooperate with the Federation of American Societies for Experimental Biology and other educational and pathology organizations in the biomedical community to further the mission of the Society. The Research and Science Policy Committee will monitor national science regulatory, training, and funding policies, responding in particular to those that directly affect the membership of the Society and/or situations in which the investigative/experimental pathologists have unique expertise to bring to specific discussions.

The Chair-Elect and Chair of the Research and Science Policy Committee shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories in sufficient numbers to enable the Committee to accomplish its stated functions. The Chair of the Research and Science Policy Committee will nominate new members for the Committee when additional numbers or specific expertise is required. New Committee members will be approved by the Council. At least one voting member of the Committee shall be a trainee. Members of the Committee shall have terms of up to three years and may serve consecutive terms. The President shall be a voting *ex officio* member of the Committee. The Executive Officer shall be a non-voting, *ex officio* member of the Committee.

Section 11. Finance and Audit Committee. The Finance and Audit Committee shall be responsible for overseeing the financial affairs of the Society, including recommending the Society operating budget and

financial policies for approval by the Council. The Finance and Audit Committee will select an audit firm to conduct periodic audits of the Society's finances, to interface with the audit firm regarding the audit and all findings concerns, and communicating the results of audits to the Council. The Finance and Audit Committee shall be comprised of the Secretary-Treasurer as Chair, the President (*ex officio* and voting), the Executive Officer (*ex officio* and non-voting), and other voting and non-voting members recommended by the President and approved by the Council for one-year terms. Given that most of the members of the Finance and Audit Committee will be taken from the sitting members of Council, at least one member will be drawn from the membership at-large.

Section 12. *Ad hoc Committees and Task Forces.* The Council may establish and disband *ad hoc* committees and task forces as deemed necessary for the proper promotion of the Society's purposes and shall appoint Chairs and members of the *ad hoc* committees from among various membership categories. Such members may be appointed for terms of up to three years and may serve consecutive terms.

ARTICLE VI – FINANCES

Section 1. *Fiscal year.* The fiscal year of the Society shall begin on January 1.

Section 2. *Dues.* The Council shall establish membership dues for the various membership categories and policies for determination of membership benefits. The Council will review the dues structure annually and make decisions related to increases, decreases, or no changes in membership dues for the following year. Members whose dues are in arrears as defined by the standard operating procedures of the Society shall cease to be members in good standing. Upon payment of dues in arrears, the Executive Officer may approve reinstatement of membership benefits. It shall be the duty of the Executive Officer or a duly empowered member of the Society staff to notify delinquent members that they are in arrears, and of procedures to request reinstatement.

Section 3. *Fees.* The Council shall establish fees for various meetings, conferences, courses, and scientific publications of the Society.

Section 4. *Society Operating Fund.* The Society Operating Fund shall consist of all funds, restricted or unrestricted, invested short-term or long-term. The Executive Officer shall be the responsible agent to the Council with signatory powers and shall follow the standard operating procedures of the Society in managing the Operating Fund. Signatory powers may be delegated to other staff by the Executive Officer in accordance with the standard operating procedures of the Society. The President shall also have signatory powers.

Section 5. *Financial Reports.* At least once a year, the Executive Officer shall provide the Secretary-Treasurer and members of the Finance Committee with statements of net assets and related statements of income, expenditures, and fund capital. The Finance Committee may recommend to the Council that such statements be audited by an independent auditing firm. The Executive Officer will also keep the Council informed of the state of the Society's finances on a regular basis during the year.

Section 6. *Indemnification.* The Society shall indemnify a member of Council, a member of a duly constituted committee, or an employee against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with any claim, action, suit, or proceeding to which said person may be a party by reason of affiliation with the Society; except, however, that there shall be no indemnification in relation to matters in which:

- (1) The person received an improper benefit in money, property, or services.
- (2) The act or omission of this person was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty.
- (3) In the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful.

The Society may advance expenses to, or may at its own expense, undertake the defense of any member of Council, member of a duly constituted committee, or an employee, provided that it is so authorized by the Council and that assurance is obtained that the advance will be repaid if it is determined that the person involved is not entitled to be indemnified by the Society.

Indemnification, as provided for in this Section, shall inure to the benefit of the heirs, executors, or administrators. If any part of this Section shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7. *Dissolution and Distribution.* Upon lawful dissolution of the Society and after payment of all just debts and obligations of the Society, the Council shall distribute all remaining assets of the Society to one or more organizations selected by the Council that have been recognized by the United States Internal Revenue Service as exempt from Federal taxation under Section 501(c)3 of the Internal Revenue code or the corresponding section of any future federal tax code.

ARTICLE VII – CONFLICT OF INTEREST AND ETHICS

Section 1. *Fiduciary Responsibility Policy.* All officers and voting members of Council, Editors-in-Chief, and paid staff of the Society with decision-making authority must comply with the Society's Fiduciary Responsibility Policy and must complete and sign the Society's Disclosure Statement and Acknowledgement identifying any potential conflicts of interest that they may have.

Section 2. *Conflicts of Interest.* Members of the Council, committee members with decision-making authority, Editors-in-Chief, and paid staff of the Society shall:

- (1) Serve the Society with the highest degree of individual duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Society.
- (2) File with the Executive Officer a statement disclosing all business, financial, and organizational interests and affiliations they, or persons with a close legal relationship (as defined by the standard operating procedures of the Society) to them, have, which could be construed as related to the interests of the Society.
- (3) Disclose to the Council and relevant committees all matters in which they have actual or apparent conflicts of interest and shall abstain from votes to determine whether such issues present conflicts of interest with or to the Society.

Members of the Council shall receive no payment of honoraria or stipend, excepting reimbursement for expenses incurred for performance of Council activities and fair and reasonable compensation should they simultaneously serve as Editor-in-Chief or as Director or Lecturer of educational courses authorized by the Council.

The Society shall not enter into any contract or transaction with any paid staff member of the Society, committee member, member of Council, Editor-in-Chief of a Society-affiliated journal, or any organization in which any of these individuals has a material financial interest, unless the relevant interest is fully disclosed, and the Council authorizes the transaction in good faith by a two-thirds vote of all the Officers of the Council.

ARTICLE VIII – MEETINGS

Section 1. *Annual Meeting.* A meeting of the Society for exchanging scientific information and for transacting the business of the Society shall be held at least once a year. Members in good standing shall be notified of the annual meeting at least thirty days in advance by mail, facsimile, or electronic means. At all business meetings of the Society, forty regular members shall constitute a quorum.

Section 2. *Other Meetings.* The Society is authorized to hold scientific meetings on an international, national, or local basis.

Section 3. *Parliamentary Authority.* The rules contained in the current edition of Robert's *Rules of Order, Newly Revised*, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Society.

ARTICLE IX – AFFILIATIONS AND LIAISONS

Section 1. *Affiliations.* The Council shall authorize affiliation with organizations having mutual interests to the Society.

Section 2. *Memberships.* The Society shall maintain membership in such organizations as determined by the Council.

Section 3. *Liaisons.* The Council shall be empowered to appoint liaisons to affiliates and other organizations.

ARTICLE X. PUBLICATIONS

The Society is empowered to publish or to enter into agreements with others to publish such journals and other publications as may be authorized by a majority of the Council.

ARTICLE XI – AMENDMENTS

Section 1. *Amendments.* Amendments to the Bylaws may be proposed by the Council or by a petition to the Council signed by at least forty regular members of the Society in good standing. The Council shall determine whether members shall vote on amendments at the next business meeting or sooner by mail, facsimile, or other method approved by the Council. The Executive Officer shall distribute copies of the proposed amendments to the regular members of the Society at least thirty days before a vote is counted. To be adopted, amendments must be approved by two-thirds of regular members voting as long as the votes of a quorum of 10% of the regular members in good standing are received. Voting may either take place at a business meeting or by mail, facsimile or other method approved by the Council. If voting does not take place at a business meeting, ballots returned within thirty days of the date of distribution shall be counted by the Executive Officer.

Section 2. *Notification.* Notice of all adopted amendments shall be sent to the membership within thirty days.