

## AMERICAN SOCIETY FOR INVESTIGATIVE PATHOLOGY

Founded December 1900; Reincorporated 1992

### BYLAWS

Revised February, 2015

#### ARTICLE I – NAME AND PURPOSES

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

**Section 2. Purposes.** The mission of the Society is to promote the discovery, advancement, and dissemination of basic and translational knowledge in experimental pathology and related disciplines. This shall be achieved by fostering investigation into the pathogenesis, classification, diagnosis, and manifestations of disease through meetings, publications, and educational activities.

#### ARTICLE II – MEMBERSHIP

**Section 1. Membership Categories.** The classes of membership shall be Regular, 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 purposes of the Society and who have manifested interest in any discipline important to 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.

**Section 3. Rights and Privileges.** Only regular 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, as well as other benefits to be defined in the Society’s Operating Procedures.

**Section 4. Regular Members.** Any individual who has conducted, published, or supported the conduct of meritorious original research in pathology or a related 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. 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 6. 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.

**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 7. 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 and related disciplines shall be eligible for associate membership.

**Section 8. Honorary Members.** Distinguished scientists who have contributed to the advance of pathology shall be eligible for election by the Council to honorary membership.

**Section 9. Special Members.** Individuals as periodically defined by the Council shall be eligible for special membership.

**Section 10. 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 11. 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 as defined in the Operating Procedures of the Society. 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 purposes.

**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 (except as provided for in Amendment 1), and the Chairs of the following committees: Career Development and Diversity, Education, Program, Publications, and Research and Science Policy. No more than three Officers of the Council shall be from the same institution at the time they begin their terms of office. 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 4)
- (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 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 and aims of the Society and as permitted by the Bylaws.

**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 and aims of the Society;
- (3) serve as a non-voting, *ex officio* member of the Council and committees of the Society;
- (4) manage 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 documents;
- (6) advise 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 12.
- (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 Operating Procedures of the Society.

**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 program development and promote scientific exchange among the members of the Society.

**Section 7. 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. Ballots must be received by mail, by facsimile, or by electronic means thirty days from the date they are distributed 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, and to encourage diversity membership on the Council and Nominating and Meritorious Awards Committees in accordance with the Operating Procedures of the Society. There shall be at least two candidates for each open position unless the Council approves a recommendation of the Nominating Committee to present only one candidate to the membership for consideration, in which case a write-in provision must be included. The nominees who receive the most 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 Meritorious Awards and Nominating) 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 (or longer if the President-Elect assumes the Presidency earlier than expected 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 (or 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 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 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.** Except as provided for in Amendment 1, 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. No individual may serve as Program Committee Chair for a consecutive term. 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. Committee for Career Development and Diversity Chair and Chair-Elect.** The Chair-Elect of the Committee for Career Development and Diversity shall be elected by the regular membership, assists the Chair of the Committee for Career Development and Diversity, 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 Career Development and Diversity 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 Chair as a candidate for Chair-Elect 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 Career Development and Diversity 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. Education Committee Chair and 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 Chair as a candidate for Chair-Elect 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 10. Publications Committee Chair and 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 Chair as a candidate for Chair-Elect 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 11. Research and Science Policy Committee Chair and Chair-Elect.** Except as provided for in Amendment 1, 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 Chair as a candidate for Chair-Elect 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 12. 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: Nominating, Program, Meritorious Awards, Publications, Career Development and Diversity, Education, Research and Science Policy Committee, Membership, and 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, and to encourage diversity of membership on the Council and Nominating and Meritorious Awards Committees in accordance with the Operating Procedures of the Society.

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 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 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. Program Committee.** The Program Committee shall plan the scientific program for the annual meeting and shall make recommendations to the Council for affiliations for future annual meetings. In addition, the Program Committee may plan additional scientific meetings with the approval of the Council.

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. At least one trainee member shall be a voting member of the committee. Non-voting and *ex officio* members of the Committee shall be the Executive Officer and the Chairs of the Education Committee and the Committee for Career Development and Diversity. The President shall be a voting *ex officio* member of the Program Committee.

In conjunction with the Education Committee and the Committee for Career Development and Diversity, the Program Committee shall select recipients of training awards based on the merit of scientific abstracts and related information submitted for scientific meetings of the Society.

**Section 4. Meritorious Awards Committee.** The Meritorious Awards Committee shall select the winners 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 that shall be consistent with the Operating Procedures of the Society.

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 winners. 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 selected for senior meritorious awards while they are members of the Committee.

The Society shall bestow the following meritorious awards, among others:

- (1) Gold-Headed Cane Award. The Gold-Headed Cane shall be awarded to a member in recognition of long-term outstanding contributions to pathology, which may include meritorious research, teaching, and general excellence.
- (2) Rous-Whipple Award. The Rous-Whipple Award shall be awarded to a senior scientist with a distinguished career in research and continued productivity at the time of the award.

**Section 5. Publications Committee.** The Publications Committee shall have oversight responsibility for publications operated by the Society and shall report to Council. The Committee shall serve as the advisory body on management issues of Society publications, including but not excluded 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. 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 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. Committee for Career Development and Diversity.** The Committee for Career Development and Diversity shall develop and oversee programs to promote the career development of all members of the Society, especially under-represented populations and trainees.

The Chair-Elect and the Chair of the Committee for Career Development and Diversity shall be elected by the membership. The Council shall appoint other members of the Committee from among various membership categories. 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 Committee for Career Development and Diversity.

**Section 7. Education Committee.** The Education Committee shall be responsible for developing educational materials, including courses and meetings other than the Society's annual meeting, for the benefit of the membership and consistent with the purposes 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. 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 Committee for Career Development and Diversity and the Program Committee.

**Section 8. 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 Vice President shall be the Chair of the Membership Committee. The Council shall appoint at least three other members of the Committee from among the voting and non-voting (*ex officio* and *ad hoc*) members of the Council and may appoint other members from among various membership categories of the Society as necessary to accomplish its mission. At least two voting members of the Committee shall be trainees. 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 9. Research and Science Policy Committee.** The Research and Science Policy Committee shall be responsible for ensuring that the research 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.

Except as provided for in Amendment 1, 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. At least one voting member of the Committee shall be a trainee. 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. Members of the Committee shall have terms of up to three years, and may serve consecutive terms.

**Section 10. Finance Committee.** The Finance 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 Committee shall be comprised of the Secretary-Treasurer as Chair, the President (*ex officio* and voting), the Executive Officer and the Chief Financial 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.

**Section 11. 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. Members whose dues are in arrears as defined by the 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 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 publications of the Society.

**Section 4. Society Operating Fund.** The Society Operating Fund shall consist of all funds, restricted or unrestricted, invested short or long term. The Executive Officer shall be the responsible agent to the Council with signatory powers and shall follow the 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 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 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.

**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; or
- (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 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. Jointly published journals shall be overseen by a Joint Journal Oversight Committee as defined by the Society's Operating Procedures.

## 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.

**AMENDMENT 1: Transition to Governance of the Research and Science Policy Committee  
2015-2017**

The following exceptions to the provisions of Article III (Section 2), Article IV (11), and Article V (Section 9) shall ensure a smooth transition to the new governance plan for the Research and Science Policy Committee and the Council with the adoption of revised Bylaws in 2015.

1. The Council shall appoint a Chair of the Research and Science Policy Committee effective March 1, 2015, who shall serve as Chair through June 30, 2016. Said Chair shall not be a voting member of Council during this appointed period.
2. In 2015, the membership shall elect a Chair-Elect of the Research and Science Policy Committee for a one-year term that shall begin on July 1, 2015. The Chair-Elect automatically succeeds to the position of Committee Chair and shall be a voting member of Council effective July 1, 2016.
3. The number of Councilors-at-large on the Council may be two or three during the period from July 1, 2015 through June 30, 2017. The number of Councilors-at-large shall not exceed two by July 1, 2017.