Bylaws of the Texas Society for Histotechnology

PREAMBLE

The organization shall be known as the Texas Society for Histotechnology (referred to in these Bylaws as TSH).

These bylaws establish the Texas Society for Histotechnology and the procedures for the conduct of its business.

ARTICLE I. OFFICE AND DISTRICTS

1.01 Registered Office

 The Society shall continuously maintain in the State of Texas a registered office, and a registered agent as required by the Texas Non-Profit Corporation Act.

1.02 Districts

The State shall be divided into three districts, each representing specific counties, for representation on the Executive Board and in the House of District Representatives. TSH Members may elect the district in which they wish to be registered.

District I consists of the following counties: Anderson, Andrews, Archer, Armstrong, Bailey, Baylor, Borden, Bowie, Bosque, Briscoe, Brown, Callahan, Camp, Carson, Cass, Castro, Cherokee, Childress, Clay, Coleman, Collin, Collinsworth, Comanche, Concho, Cooke, Coryell, Cottle, Crosby, Dallam, Dallas, Dawson, Deaf Smith, Delta, Denton, Dickens, Donley, Eastland, Ellis, Erath, Fannin, Fisher, Floyd, Foard, Franklin, Freestone, Gaines, Garza, Gray, Grayson, Gregg, Hale, Hall, Hamilton, Hansford, Hardeman, Hartley, Haskell Hemphill, Henderson, Hill, Hockley, Hood, Hopkins, Howard, Hunt, Hutchinson, Jack, Johnson, Jones, Kaufman, Kent, King, Knox, Lamb, Lampasas, Lamar, Limestone, Lipscomb, Loving, Lubbock, Lynn, McLennan, Marion Harrison, Martin, Mitchell, Miles, Montague, Moore, Morris, Motley, Navarro, Noland, Ochiltree, Oldham, Palo Pinto, Panola, Parker, Parmer, Potter, Rains, Randall, Red River, Roberts, Rockwall, Rusk, Scurry, Shackelford, Sherman, Smith, Somervell, Stephens, Stonewall, Swisher, Tarrant, Taylor, Terry, Throckmorton, Titus, Upshur, Van Zandt, Wheeler, Wichita, Wilbarger, Wise, Wood, Yoakum and Young.

 District II consists of the following counties: Angelina, Austin, Bastrop, Bee, Bell, Brazoria, Brazos, Brooks, Burleson, Caldwell, Calhoun, Cameron, Chambers, Colorado, DeWitt, Duval, Falls, Fayette, Fort Bend, Galveston, Goliad, Gonzales, Grimes, Hardin, Harris, Hidalgo, Houston, Jackson, Jasper, Jefferson, Jim Hogg, Jim Wells, Kenedy, Kleberg, Lavaca, Lee, Leon, Liberty, Madison, Matagorda, Milam, Montgomery, Nacogdoches, Newton, Nueces, Orange, Polk, Refugio, Robertson, Sabine, San Augustine, San Jacinto, San Patricia, Shelby, Starr, Trinity, Tyler, Victoria, Walker, Waller, Washington Webb, Wharton, Willacy and Zapata.

District III consists of the following counties: Aransas, Atascosa, Bandera, Bexar, Blanco, Brewster, Burnet, Cochran, Coke, Comal, Crane, Crockett, Culberson, Dimmit, Duval, Ector, Edwards, El Paso, Frio, Gillespie, Glasscock, Guadalupe, Hays, Hudspeth, Irion, Jeff

Davis, Karnes, Kendall, Kerr, Kimble, Kinney, LaSalle, Live Oak, Llano, Mason, McCulloch, McMullen, Maverick, Medina, Menard, Midland, Pecos, Presidio, Reagan, Real, Reeves, Runnels, San Saba, Schleicher, Sutton, Terrell, Tom Green, Travis, Upton, Uvalde, Val Verde, Ward, Williamson, Wilson, Winkler, and Zavala,

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ARTICLE II MEMBERS

Application for and acceptance of membership in the Society implies an acceptance of all Rules, Regulations and Bylaws that govern the Association.

The membership year is from Nov 1st of the current year to Oct 31st of the following year.

2.01 Classes of Members

The Society shall have four classes of members. Members, Student members, Retired members and Honorary members.

2.01A Members

Individuals interested in the field of Histotechnology who are not eligible as student members.

2.01B Student Members

Individuals who are students in an educational program of Histologic Technique recognizable by the TSH until they become Registry eligible. Student members shall have all the privileges of membership but shall be non-voting members.

2.01C Honorary Members

This category includes individuals who have made significant contributions to the field of Histotechnology and also those members who have been active members of the Society but have retired from active laboratory practice. Recommendations must be submitted to the Board accompanied, not less than sixty days prior to an annual meeting. Honorary member status shall be conferred by a majority vote approval of the House and will be effective immediately thereafter. Honorary members have voting privileges but are not required to pay dues or fees to the Society.

2.01D Retired Members

Retired members shall only include members who have been current members for the past 1 year, are retired, and wish to remain active in the society. Retired members will have voting privileges and will pay a reduced membership fee to the Society, as determined by the TSH Board.

2.02 Membership applications shall be by submission of a completed TSH membership application form, accompanied by the appropriate fees, to the Membership Committee chair who will then forward details to the TSH Treasurer and the President.

Membership Dues

Annual membership dues shall be recommended by a majority vote of the Board and determined by a majority vote of the House of District Representatives. The first dues notice will be sent either through regular U.S. Postal System, or by electronic notice or email a

minimum of 30 days in advance of the annual collection date.

2.03 Delinquent Dues

A member who fails to remit dues within thirty days following the annual dues collection date shall be deemed delinquent. The Membership Committee shall notify the delinquent member of this status, and if the dues are remitted within thirty days following this notification, the member shall be reinstated. Failure to submit dues within the 30-day notification period will result in forfeiture of membership, until dues are paid. Member will not be in good standing for that membership year and not eligible for awards, voting or running for office.

2.04 Officers of TSH

Officers and chairpersons are elected for two-year terms beginning at the end of the Annual Meeting in an election year, but this may be extended if a successor cannot be found. Officers and chairpersons have a term limit of two consecutive two-year terms and must then vacate such office for a two-year term before they may be nominated for election or be appointment to the same office.

The Officers of this Society shall be a President, Vice President, Secretary, Treasurer, Immediate Past President, and District Directors.

An Officer must have been a member in good standing for at least one year prior to election and have current membership. Candidates for the office of President and Vice President shall have served at least one term on the Board prior to election.

ARTICLE III

3.0 MEETINGS

The Executive Board is responsible for designating the meeting location, within the State of Texas, for the annual meeting, and for any special meetings called by the Executive Board. A quorum shall consist of one-tenth of the members present at the meeting who are eligible to vote.

Roberts Rules of Order shall govern the procedures unless otherwise specified in these bylaws.

3.01 Annual Meeting

An annual meeting of the members shall be held at the Annual Symposium at which time new officers shall be announced.

3.02 Special Meeting

Special meetings may be called by the President, at the request of the Executive Board, or by a minimum of ten percent of members with voting rights.

3.03 Notice of Meeting

Every effort should be made to ensure that meetings are as convenient as possible as regards time and venue for all members. The President or their designate shall make every reasonable effort to inform all members, by written notice stating the place, specific time and purpose of the meeting, of any meeting. Such notice is to be delivered to each member entitled to vote at such meeting, a minimum of 5 days prior to the meeting.

145 146 147 148 ARTICLE IV 149 **EXECUTIVE BOARD** 150 151 4.01 **General Responsibilities** 152 The Executive Board acts as the administrative section of the Society and must carry out all 153 policies and recommendations that have been approved by the membership. The Board and all members must be familiar with their responsibilities and abide by these bylaws. 154 155 The Board is responsible for setting the time and place of the Annual Meeting, making recommendations to the membership, taking action on all matters initiated by the House, 156 providing for the publication of a newsletter, and determining editorial policies for the 157 158 newsletter. It shall provide for an Audit of the Society's accounts, report its activities to the 159 House and General Membership in a timely manner, and represent the Society with full power and authority over administrative affairs of the Society. 160 161 4.02 **Composition** 162 The Executive Board shall consist of elected Officers, President, Vice President, Past 163 President, Secretary and Treasurer, the Speaker of the House, the District Directors, or their 164 designated alternate, and Committee Chairs. 165 166 167 4.03 **Presiding Officer** 168 The President shall, whenever possible, preside at all Executive Board meetings. In their absence the officers who preside at the board meeting shall, in order, be the Vice President, 169 past President and the Secretary. 170 171 4.04 172 **Meetings** 173 A regular annual meeting of the Executive Board shall be held during the Annual Meeting. 174 Other meetings may be held as described below. For the purpose of ensuring timely conducting of business, email may be used if agreed upon by a majority of the Board and if 175 every effort is made to contact any members who do not have email access. 176 177 Special meetings of the Executive Board shall be called by or at the request of the President 178 or at the request of any two members of the Board. 179 180 181 Actions can be taken by the board by conference call or physically meeting if deemed necessary by the President of the Society and two other Board members. Notice of the 182 183 special meeting and an agenda is to be prepared in advance and sent electronically to members of the Executive Board at least 5 days ahead of the scheduled meeting. 184 185 A quorum of the Executive Board shall consist of at least one member representing each 186 district. 187 188 4.05 189 **Notice** 190 Notice of any special meeting of the Executive Board shall be given at least five days previously by written notice distributed to Board members by acceptable methods such as 191 US mail, or electronic notice. All members must ensure that the Membership Chair has 192

current information related to their address, current email and/or most appropriate means of contacting them.

4.06 Vacancies and removal

Any vacancy occurring in the Executive Board shall be filled for the remainder of the term by a person elected by a majority vote of the remaining members of the Board within thirty days of notification of the vacancy

Any Executive Board member elected by the members may be removed by a two-thirds vote of the members voting at any meeting of the Board members at which a quorum is present. The member must be notified of their removal within 10 days of the action being taken.

4.07 Compensation

Executive Board members, as such, shall not receive any stated salaries for their services as a Board member but by resolution of the Executive Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board.

4.08 Standing Committees Originating from the Board of Directors

Committees arising from the Board shall be composed of a Chair and whenever possible, one member from each District. The Chair shall be appointed by the President and submitted for approval at the first Board meeting of the newly elected Board. The Chair shall serve two years, concurrent with the Society officers elected that year. Any member in good standing shall be eligible for appointment. The Chair shall choose Committee members within thirty days of the appointment to carry out the function of that committee. Outgoing Committee Chairs shall turn over all records and property related to the Committee, to their successor within thirty days. The President with Board approval shall fill vacancies occurring among the Board Committee Chairs.

4.08A Awards Committee

This committee shall establish criteria for all Society Awards and conduct the business of selecting recipients of awards.

4.08B Health and Safety Committee

This committee shall be responsible for keeping the General Membership informed as to all pertinent information relating to health and safety.

4.08C Membership Committee

This committee shall be responsible for processing membership applications, maintaining and distributing a current list of members, distributing annual membership notices and society membership materials to new and renewing members and developing ways to attract new members.

4.08D Public Relations Committee

This committee shall be responsible for public relations aspects including publication of the Newsletter.

4.08E Special Committees

Special committees may be formed as deemed necessary by the President or the Board.

ARTICLE V

OFFICERS

5.01 Officers

The Officers of this Society shall be a President, Vice President, Secretary, Treasurer, Immediate Past President, and District Directors.

An Officer must have been a member in good standing for at least one year prior to election and have current membership. Candidates for the office of President and Vice President shall have served at least one term on the Board prior to election.

5.02 Election and Removal of Officers

The Officers of the Society shall be elected by a majority vote of the Voting members by mail-in ballot, in accordance with these bylaws. The announcement of the results of the election shall be made at the Annual Meeting of the members.

Any Officer elected by the members may be removed by a two-thirds vote of the members voting at a regular or special meeting of the members at which a quorum is present.

A vacancy in any office may be filled by the Executive Board, within thirty days of the vacancy, for the unexpired portion of the term.

5.03 Duties

The Officers shall serve concurrently as voting members of the Board and the House.

5.03A President

The President shall be the principal executive officer and shall generally supervise all business and affairs of this Society; submit credentialing information to the NSH Credentials Chair; preside over and prepare agendas for all meetings of the members and the Board; serve as alternate Speaker of the House; be ex-officio member, without vote, of all committees. Upon approval of the Board the President shall designate all Chairs and committees arising from the Board and Society representatives. The President, together with the Secretary, shall sign all legal instruments, with the exception of contracts for the State Education Meetings, that the Board has authorized to be executed. The President shall submit a written annual report to the Board and the House and when necessary, call special meetings of the Board. The President shall represent the Society at the Annual NSH President's and House of Delegates Meetings. The President or their designate shall present all honors and awards, perform all duties incident to the office and other duties as may be designated by the Board.

5.03B Vice-President

In the absence or the inability of the President to act, the Vice President shall perform the duties of the President. The Vice President shall serve in the capacity of coordinator of all Committees of the Executive Board, the District Education Programs and shall be responsible for an educational account, which provides funds for educational meetings. The Vice President, in cooperation with the District Director, shall sign the contracts for the State Educational meeting site. The Vice President shall submit a written report at the General Membership Meeting. The Vice President shall perform all other duties assigned by the President or the Board.

5.03C Secretary

The Secretary shall keep and report minutes of all meetings of the members and the Board. These minutes shall be distributed within ninety days to the Board. The Secretary, together with the President, shall sign all official documents, with the exception of contracts for the State Educational Meeting; affix the Corporate Seal to all official records and documents. The Secretary shall submit a quarterly written report to the President and a written annual report at the General Membership Meeting and shall perform other duties incident to the office.

5.03D Treasurer

The Treasurer shall perform all bookkeeping duties of the Society; be responsible for all monies, funds, securities, and negotiable instruments of the Society and maintain accurate records. The Treasurer shall submit a written quarterly report to the Executive Board and a written annual report at the General Membership Meeting and shall perform other duties incidental to the office as assigned by the President or the Board. The Treasurer is entrusted with filing the annual taxes for the society and having either an external audit performed or to have an external audit performed or to have an audit committee to perform such audit.

5.03E Immediate Past President

The Immediate Past President shall be a member of the Board and assume such tasks as the President may require.

ARTICLE VI DISTRICTS

6.01 District Directors

Each District shall elect one District Director and one Assistant District Director by a majority of votes cast by the voting members in the District. The District Director and Assistant Director shall be members in good standing for one year prior to nomination and have current membership. The District Director shall be responsible for coordinating and promoting Society activities for the District represented and shall submit a written quarterly report to the Executive Board. That person shall disseminate Society information and activities at the District level. The District Director shall insure a slate of district nominees for State office and present this to the Nominations Committee.

The District Directors shall attend and exercise voting privileges at all Board meetings. The Assistant District Director shall be responsible for assisting the District Director and acting as alternate to the Board of Directors and/or House of District Representatives.

6.02 Dissolution of District Organization

Upon dissolution of a district organization, all monies and assets are to be paid to the TSH treasurer for use by the Society and used for educational and other professional purposes in the district from which they are received.

ARTICLE VII Nominations-Election Procedures

7.01 Nomination Qualifications

Any member may submit, to their District member of the Nominations-Election Committee or the Nominations-Election Chair, names of individuals they wish to nominate for office. The Nominations-Election Committee shall present to the voting members at least one candidate for each office. All Nominations-Election Committee members are ineligible to be nominees

7.02 Voting by Mail

Officers shall be elected by secret ballot. The Nominations-Election Committee shall present a slate of candidates in ballot form to all voting members. All ballots shall be mailed sixty days prior to the Annual meeting in which there is to be an election with a postmarked deadline of 30 days for return of the ballot. Ballots shall be counted by the Nominating Committee Chair and by two Committee members selected by the Chair. A report containing the full slate of nominees for each office and those elected shall be sent to the President and the Speaker of the House not less than ten days prior to the Annual meeting. Tied votes require a decisive vote by the House of District Representatives

ARTICLE VIII

Delegates to the National Society of Histotechnology

8.01 Delegates to the National Society of Histotechnology

The Delegate to the National Society for Histotechnology shall be elected by a majority vote of the members voting, in accordance with the standards set up by the National Society for Histotechnology, Inc. The President shall submit credentialing information to the NSH Credentials Chair before the deadline.

ARTICLE IX HOUSE OF DISTRICT REPRESENTATIVES

9.01 General Powers

The House of District Representatives is composed of representatives from all districts and, at the annual General meeting, determines the policies that govern the Society. Its action shall be binding. The House shall create, appoint and elect committees, adopt guidelines for and receive reports from them, regulate their activities and act upon their reports. It shall alter, amend or repeal the Bylaws, approve Honorary Members, and shall vote on recommendations by the Board. In addition to the above duties, the House shall make recommendations to the Executive Board. The House shall formally communicate any activities to the Board within ninety days.

9.02 Membership and Qualifications

The House of District Representatives shall consist of a Speaker, a Secretary, the Board, Chairs of all Standing Committees (or their delegate), District Directors, or Assistant Directors, the State Delegates to the National Society for Histotechnology, House of Delegates and one selected District Representative for every ten members (or portion thereof) of each District. Each selected Delegate must be a member in good standing and be duly credentialed before the Annual Convention by the Credentials Committee. All

members shall have one vote with the exception of the Speaker who may vote only in case of a tie.

9.03 Method of Selection

Each District shall be responsible for establishing fair methods of selection for District Representatives and such procedures shall govern the selection of each District Representative. District Representatives shall be prior to the Annual House selected prior to the Annual House of District Representatives meeting. The credentials of said selected representatives shall be tendered to the Credentials Chairperson no later than thirty (30) prior to the Annual House Meeting.

9.04 Duties of the Delegates

The House delegates are responsible for representing their constituents at all times, communicating any concerns of their constituents to the House and for reporting the activities of the House to their constituents.

9.05 Term of Office

The term of office of each Delegate and alternate shall begin when they are credentialed and notified by the Credentials Chairperson and end one (1) year after that time or when a successor is credentialed and notified.

9.06 Officers

The House of District Representatives shall elect a Speaker and a Secretary from any delegate member in good standing. These Officers shall be elected prior to the close of business of the House in an election year for the Society Officers, to serve a two-year term concurrent with Society Officers.

9.06A Speaker of the House

The Speaker of the House shall preside at all meetings of the House, coordinate Standing Committees of the House, appoint a Parliamentarian before the Annual Meeting, and be responsible for the preparation and distribution of an agenda for the Annual House Meeting to its members at least thirty days prior to the Annual Meeting.

9.06B Secretary of the House

The Secretary of the House shall keep and report an accurate record of all proceedings of the House, distribute the minutes of all meetings and transactions of the House to all it's members within ninety days following the Annual meeting, and perform such other duties as may be assigned by the Speaker.

9.07 Annual Meeting and Notice

The annual meeting of the House of District Representatives shall be held concurrently with the Annual Symposium for the transaction of such business as may come before the House.

Special meetings shall be at the call of the Speaker of the House or by the Speaker at the request of any five representatives. Notice of such meeting stating the place, day and hour of any Meeting of the House shall be delivered to each representative either personally or by mail, not less than five days before the date of such special meeting.

In the absence of the Speaker, the President shall preside. Thereafter the vacancy shall be

filled by the Vice-President, then the immediate Past President. In the absence of the Secretary, the presiding officer shall appoint a temporary secretary.

A majority of the members present shall constitute a quorum at any meeting of the House of District Representatives, providing that this includes one representative from each district.

9.08 Standing Committees

Chairs of the House Standing Committees shall be elected by the House at the annual meeting. The Chair of each committee shall choose, whenever possible, a Committee Member from each District within thirty days of the election to properly carry out the function of the Committee. Outgoing Committee Chairs shall turn over all records and property related to the Committee, to their successor within thirty days. When a vacancy occurs in any chair, the Speaker, in conjunction with the affected Committee Members, shall appoint a qualified person to serve the unexpired term. The Speaker of the House, with Board approval, may remove any member. When a vacancy occurs in any committee the Chair should make every effort to appoint a qualified person to fill the un-expired term.

9.08A Bylaws Committee

This committee shall be responsible for maintaining current the bylaws, suggesting changes to facilitate efficient operation of the Society and ensuring that members are made aware of any bylaw changes or proposed changes in a timely manner.

9.08B Credentials Committee

This committee shall be responsible for ensuring that all delegates and alternates are qualified to sit in the House of District Representatives and that all nominees for House Offices, House Committee Chairs are qualified for the position.

9.08C Nominations-Election Committee

Each District shall select a representative to this committee following the election of the Chair of this committee. This committee shall be responsible for performing the procedures described in Article VII. The House Speaker with approval of the Committee shall fill any Committee Chair vacancy occurring between the House of District Representatives meetings. The District Director through appointment shall fill District Representative vacancies occurring between the House meetings to the committee with Speaker and Committee approval. The term of office for this committee shall be for a term of two years beginning with the close of the annual meeting prior to an election year at which they were elected.

The Speaker of the House shall appoint any special committees as needed.

ARTICLE X FINANCIAL TRANSACTIONS

10.01 Contracts, Checks and Drafts

The Executive Board may authorize any officers or agents of the TSH, in addition to those authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society. Such authority must be submitted to the officer

or agent in writing.

10.02 Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Board. Such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Society.

The following shall be bonded in an amount deemed appropriate by the Executive Committee - President, Vice-President, Treasurer, Membership Chair and the Annual Convention Registrar.

10.03 Deposits

All funds of the Society shall be deposited within 60 days of receipt to the credit of the Society in such banks, trust companies, or other depositories as the Executive board may select.

ARTICLE XI AMENDENTS TO BYLAWS

11.01 Amendments to the Bylaws

Any member in good standing shall submit proposed amendments or changes to these Bylaws in writing to the Bylaws Committee Chairperson. The Bylaws Committee shall submit all proposed amendments to the Speaker for distribution as agenda items for the HODR. House members retain the right to propose amendments to any circulation Bylaws amendment during debate on that amendment. Any changes in the Bylaw may be adopted by an affirmative majority vote by the members of the HODR present at any regular meeting or at any special meeting, if at least thirty days written notice is given of the proposed changes at such a meeting.