

Bylaws of the Pacific Northwest Section
American Association for Clinical Chemistry, Inc.

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ARTICLE I. OFFICES

The principal office of the Corporation in the State of Washington shall be located in the City of Olympia, County of Thurston. The Corporation may have such other offices, either inside or outside the State of Washington, as the Board of Directors may determine or as the Corporation may require.

The Corporation shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

SECTION 1. *Class of Members.* The Corporation shall have one or more classes of members, and each membership class shall be designated as voting or non-voting, as determined by the resolution of the Board of Directors.

SECTION 2. *Designation of Members.* Individuals shall become members by their request submitted to the American Association for Clinical Chemistry, Inc. (hereinafter, "AACC") upon acceptance for membership in that organization.

SECTION 3. *Voting Rights.* Voting members shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. *Termination of Membership.*

A. For Cause: The Board of Directors, by affirmative vote of two-thirds of the entire Board, may suspend or expel a member for cause after a fair hearing.

B. For Ineligibility: The Board of Directors, by a majority vote at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

C. For Default in Dues: The Board of Directors, by a majority vote at any regularly constituted meeting, may suspend or expel any member who is in default in payment of dues for the period fixed in these by-laws.

SECTION 5. *Resignation.* Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges then accrued and unpaid.

SECTION 6. *Reinstatement.* Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by a vote of two-thirds at any regularly-constituted meeting, reinstate such former member to membership upon terms determined by the Board of Directors.

SECTION 7. *Transfer of Membership.* Membership in the Corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. *Annual Meeting.* The annual meeting of members shall be held on the day each year, beginning with the year 1995, coinciding with the Spring meeting in May as determined by the Board of Directors, to elect Directors and transact such other business as may come before the meeting. **If** the day fixed for the annual meeting is a legal holiday in the State of Washington, such meeting shall be held on the next business day. If election of Directors is not held at any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

SECTION 2. *Special Meetings.* Special meetings of members may be called by the Chairperson, Board of Directors, or not less than one-tenth of members having voting rights.

SECTION 3. *Place of Meeting.* The Board of Directors may designate any place, inside or outside the State of Washington, for any annual or special meeting. **If** no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Washington; but if all members meet at any time and place, either inside or outside the State of Washington, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may

be taken.

SECTION 4. *Notice of Meetings.* Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Chairperson, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. **If** mailed, notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member's address as it appears on the records of the Corporation, with postage thereon prepaid.

SECTION 5. *Informal Action by Members.* Any action required by law to be taken at a meeting of members, or which may be taken at a meeting of members, may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote on the subject matter thereof.

SECTION 6. *Quorum.* Members physically present and holding one-third of the votes of the Section which may be cast at any meeting shall constitute a quorum at such a meeting. A quorum cannot be constituted in whole or in part through written proxies. **If** a quorum is not physically present at any meeting of

members, a majority of members physically present may adjourn the meeting without notice.

SECTION 7. *Proxies.* At any meeting of members, a member entitled to vote may vote by written proxy, executed by the member or his duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. *Manner of Acting.* A majority of votes entitled to be cast on a matter to be voted upon by members present or represented by proxy, at any regularly-constituted meeting, shall be necessary for adoption thereof unless a greater proportion is required by law or by these by-laws.

SECTION 9. *Voting by Mail.* Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors determines.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. *General Powers.* The Corporation shall be governed by its Board of Directors. Directors must be members of the Corporation.

SECTION 2. *Number, Tenure and Qualifications.* The BOB shall consist of the Chairperson, Chairperson-Elect, Past Chair, Secretary, Deligate, Treasurer, and a member-at-large. Each director shall hold office until the term for which he or she is elected expires.

SECTION 3. *Regular Meetings.* A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either inside or outside the State of Washington, for holding additional regular meetings of the Board without other notice than such resolution.

SECTION 4. *Special Meetings.* Special meetings of the Board of Directors may be called by or at request of the Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, inside or outside the State of Washington, for holding any such special meeting.

SECTION 5. *Notice.* Notice of any special meeting of the Board of Directors shall be given in writing at least two days in advance, delivered personally, by mail, or by telegram to each Director at the address shown on the Corporation's records. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, postage paid. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Director may provide a written waiver notice of any meeting. Also, attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for

the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. *Quorum.* A majority of the Board of Directors physically present shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors physically present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies.

SECTION 7. *Manner of Acting.* The act of a majority of Directors present physically or acting by written proxy, at a meeting at which a quorum exists, shall be the act of the Board of Directors, unless a greater number is required by law or by these by-laws.

SECTION 8. *Vacancies.* Any vacancy on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by affirmative vote of a majority of remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

SECTION 9. *Compensation.* Directors shall not receive payment for

services as Directors, or any other payment in any other capacity, from the Corporation, except that a Director may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the Corporation upon submitting adequate documentation in support of such expenses.

SECTION 10. *Informal Action by Directors.* Any action required or permitted by law or these by-laws at a meeting of Directors may be taken without a meeting if written consent stating the action so taken is signed by all Directors.

ARTICLE V. OFFICERS

SECTION 1. *Officers.* The officers of the Corporation shall be a Chairperson, Chairperson-Elect, Past Chair-Person a Secretary, a delegatee, a Treasurer and such other officers as elected in accordance with this Article. The members may elect or appoint such other officers, including one or more Assistant Secretaries and Assistant Treasurers, as desirable, such officers to have authority and perform duties set forth by the members. Two or more offices may be held by the same person, except Chairperson and Secretary.

SECTION 2. *Election and Term of Officer.* The Corporation's officers shall be elected each year by the end of October prior to the expiration of his or her term. The election will be held by electronically using the ballot recommended by the national office of American Association Clinical Chemistry. New offices may be created and filled at any meeting of members. Each officer shall hold office

until his successor is elected and qualified.

SECTION 3. *Removal.* Any officer elected by the members may be removed by the members whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. *Vacancies.* A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. *Chairperson.* The Chairperson shall be the chief executive officer and shall supervise and control all business affairs of the Corporation. He/she shall preside at meetings of members and of the Board of Directors. He/she may sign, with the Secretary or any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution is expressly delegated by the Board of Directors, these by-laws, or statute to another officer or agent of the Corporation. He/she shall perform all duties incident to the office of Chairperson and other duties prescribed by the Board of Directors. The term of office shall be one (1) year.

SECTION 6. *Chairperson-Elect.* In the event of the Chairperson's absence, inability or refusal to act, the Chairperson-Elect shall perform the Chairperson's

duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect shall also perform other duties as assigned by the chairperson or the Board of Directors. The term of office shall be one (1) year.

SECTION 7. *Past-Chair Person.* The Past-Chair will act as an advisor to the Chair and Chair-Elect. In the event of the Chairperson's or Chairperson-Elect absence, inability or refusal to act, the Past-Chairperson shall perform the Chairperson's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Past-Chair shall also perform other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be one (1) year.

SECTION 8. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of duties in such sum and with such sureties as the Board of Directors orders. He/she shall have custody of and responsibility for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation, and deposit all moneys in the Corporation's name in such depositories as selected by the Board of Directors. He/she shall perform all duties incident to the office of Treasurer and such other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be three (3) years.

SECTION 9. *Secretary.* The Secretary shall see that all notices are given as required by these by-laws or the law; be custodian of corporate records and the Corporation seal, and see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is authorized by these by-laws; distribute ballots and election results to the members; receive and tally election ballots; notify AACC of election results; and keep a register of the address of each member as furnished by such member. He/she shall perform all duties incident to the office of Secretary and such other duties as assigned by the Chairperson or the Board of Directors. The term of office shall be three (3) years. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors. He/she shall submit all such minutes for approval at the next-subsequent meeting. He/she shall maintain permanent records of all such minutes and transmit them to the succeeding Recording Secretary. He/she shall perform all duties incident to the office of Recording Secretary and such other duties as assigned by the Chairperson or the Board of Directors.

ARTICLE VI. COMMITTEES

SECTION 1. *Committees of Directors.* The Board of Directors, by resolution of a majority of Directors in office, may appoint one or more committees consisting of two or more Directors, which committees, to the extent provided in said resolution, shall have authority of the Board of Directors. However, no committee shall have authority of the Board of Directors to amend,

alter or repeal by-laws; to elect, appoint or remove a committee member, a Director or officer; to amend or restate Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize sale, lease, distribution, exchange or mortgage of all or substantially all of the Corporation's property or assets; to authorize voluntary dissolution of the Corporation or revoke proceedings therefor; or to amend, alter or repeal a resolution of the Board of Directors which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation of committee authority shall not relieve the Board of Directors, or an individual Director, of responsibility imposed upon it or him/her by law.

SECTION 2. *Standing Committees.* There shall be at least two standing committees appointed yearly by the Chairperson. The Nominating committee shall consist of the Past-Chair and two appointees who are members of the corporation but not members of the Board. An Audit committee consisting of from 1-3 members of the corporation and who are independent of the Board. The Audit committee shall audit the financial books of the corporation and report to the Chair.

SECTION 3. *Other Committees.* Committees without authority of the Board of Directors may be appointed by resolution of a majority of Directors present physically or acting by written proxy, at a meeting at which a quorum exists. Except as provided in such resolution, members of each such committee shall be

members of the Corporation, and the Chairperson shall appoint the members thereof. Any member thereof may be removed by the Chairperson whenever in his/her judgment such removal serves the best interests of the Corporation.

SECTION 4. *Tenn of Office.* Each committee member shall continue as such until the next annual meeting of members of the Corporation and until his/her successor is appointed, unless the committee is first terminated, or such member is removed from such committee or ceases to qualify as a member thereof.

SECTION 5. *Chairperson.* One member of each committee shall be appointed Chairperson by the person(s) authorized to appoint Committee members.

SECTION 6. *Vacancies.* Vacancies in committee membership may be filled by appointments made as provided for original appointments.

SECTION 7. *Quorum.* Unless otherwise provided by resolution of the Board of Directors designating a committee, a physically present majority of the whole committee shall constitute a quorum and the act of a majority of members physically present or acting by proxy at a meeting at which quorum exists shall be the act of the committee.

SECTION 8. *Rules.* Each committee may adopt rules for its government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. *Contracts.* The Board of Directors may authorize any

officer(s) or agent(s) of the Corporation, in addition to officers authorized by these by-laws, to execute a contract or other instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

SECTION 2. *Checks, Drafts, etc.* All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by the Corporation's officer(s) or agent(s) in such manner as determined by resolution of the Board of Directors. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or Chairperson-Elect.

SECTION 3. *Deposits.* All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors selects.

SECTION 4. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII. BOOKS AND RECORDS

SECTION 1. *Keeping Books and Records.* The Corporation shall keep correct and complete accounting books and records and minutes of meetings of members, Board of Directors and committees having any authority of the Board of Directors; and shall keep at its registered or principal office a record of names and addresses of members entitled to vote. Such books and records may be inspected

at the Corporation's offices by any member, his agent or attorney, for any proper purpose at any reasonable time, upon written request, stating the purpose thereof, to the Corporation at least ten days before the desired inspection.

SECTION 2. *Sending Reports to AACC.* The Corporation shall submit to AACC by June 30 of each year a copy of its annual financial statements prepared in accordance with generally accepted accounting principles for the previous year and a copy of the annual report filed with its state of incorporation to maintain its good corporate standing in that state.

ARTICLE IX. FISCAL YEAR

SECTION 1. *Annual Dues.* The Board of Directors may determine the amount of annual dues, if any, payable to the Corporation by members of each class.

SECTION 2. *Payment of Dues.* Dues, if any, shall be payable in advance on the first day of January each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the year.

SECTION 3. *Default and Termination of Membership.* When any member of any class defaults in payment of dues for six months from the beginning of the fiscal year or, if different, six months from the beginning of the period for which such dues became payable, his membership in the Corporation may thereupon be

terminated by the Board of Directors as provided in Article III of these by-laws.

ARTICLE XI. SEAL

The Board of Directors shall provide a corporate seal, if required by state law, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Washington Non-Profit Corporation Act, the Articles of Incorporation, or these by-laws, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted, by a majority of the Directors present at a regular or special meeting, upon giving at least thirty days' written notice of intent to alter, amend, or repeal, or adopt new by-laws.

ARTICLE XIV. CONFLICTS WITH AACC BY-LAWS

If conflicts arise between these by-laws and AACC's by-laws, AACC's by-laws shall govern.