

ARTICLES OF INCORPORATION AND BYLAWS  
OF  
THE ASSOCIATION OF DIRECTORS OF ANATOMIC AND  
SURGICAL PATHOLOGY

Purpose:

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

- (i) Promote expertise, effective administration and productive education in the practice of administering anatomic pathology and surgical pathology laboratories;
- (ii) Sponsor and promote the education of pathologists and others in health care related to administration of anatomic pathology and its branches;
- (iii) Establish and maintain appropriate relationships with other societies and groups of physicians, and other scientists, who share professional interests with the Association.

**ARTICLE I**

Membership

Sections 1. Types of Membership.

(a) Regular Membership. Pathologists eligible for Regular membership are those who are directors of Anatomic and/or Surgical Pathology Departments, Laboratories, Divisions, or Sections at University Hospitals and Medical Schools with free standing approved residency programs. From time to time the Council of the Association may nominate for election as Regular members additional persons who are not directors. These individuals shall be recognized leaders in Anatomic/Surgical/Cytopathology as determined by Council. Regular members shall pay dues as specified in the Bylaws at a level set by Council.

(b) Emeritus Membership. Regular members in good standing who have reached their 65th birthday or who have relinquished their directorship of Anatomic/Surgical Pathology may request that the Secretary transfer them to emeritus status. Emeritus members cannot vote and do not count toward the total number of additional Regular members as defined in (a) above. Emeritus status may be granted at the discretion of the Council for reasons

of health or other extenuating circumstances prior to a member taking his/her 65th birthday.

(c) Associate Membership. Pathologists eligible for Associate membership are those who are sponsored either by their Director(s) of Anatomic and/or Surgical Pathology or their Chair, or by a Regular Members in good standing to be future leaders in anatomic/surgical pathology in their department. This additional membership category is designed to further the development of leadership in Anatomic/Surgical Pathology. Associate members cannot vote and shall pay dues as specified in the Bylaws at a level set by Council.

#### Section 2. Nomination, Election, Resignation, and Relinquishing of Membership.

Candidates for Regular membership who are Directors as defined in Section 1 may apply for membership or be nominated by any Regular Member in good standing. Candidates for the additional Regular Members category may be nominated by any Regular Member in good standing. Candidates for Associate membership may be nominated by their Director(s) of Anatomic or Surgical Pathology, their Department Chair, or a Regular Member in good standing. All nominations shall be submitted to the Secretary-Treasurer of the Association and must include a cover letter indicating current and past leadership roles, updated curriculum vitae, and a letter of recommendation from the nominating sponsor. The credentials of the candidates shall be reviewed by Council. A list of candidates shall be distributed by e-mail to each Council member not less than 30 days prior to the next scheduled meeting of the Council. The Council then shall select by two thirds vote those persons deemed to meet the criteria for membership and, on a quarterly basis, submit the names via electronic mail to the general membership for approval. Resignations should be submitted in writing to the Secretary-Treasurer of the Association. Regular Members who no longer meet the qualifications for membership must relinquish their Regular Membership but are eligible to apply for Emeritus Membership.

Section 3. Dues. Membership dues may be established or changed only by recommendation of a majority vote of Council and confirmation by a simple majority vote of the Regular members at the annual meeting. Failure to pay annual dues for a period of two (2) consecutive years shall cause forfeiture of membership. The President shall notify the delinquent member of this impending action in writing. Current and prior annual dues must be paid within 60 days of notification to avert forfeiture of membership.

## **ARTICLE II**

### Council

Section 1. Powers. Except as explicitly provided elsewhere in these Bylaws, a board of directors, called the Council, shall oversee the affairs of the Association. The Council shall consist of 12 Regular members in good standing plus the President, Vice-President

and Secretary-Treasurer of the Association. It shall be the duty of the Council to establish policies with reference to which the business of the Association is conducted. Such policies shall be consistent with the purposes of the Association. The Council will oversee the Association's financial affairs. The duties of Council shall include nomination of new members to the Council, nomination of Regular members to the Association, appointment of all committees and their chairpersons, ratification of contractual arrangements made by officers (Vice-President and President) and ratification of all annual reports of all standing committees. Should the President deem it necessary decisions regarding the policies of the Association may be made on the bases of a poll of all Council members conducted by either telephone or mail.

Section 2. Number and Election. The twelve (12) councilors of the Association who are not officers shall be nominated by a two-thirds vote of the Council. The list of nominees is then submitted to the Regular members at the annual meeting and the councilors are elected by a majority vote of the Regular members.

Section 3. Term. Each councilor shall serve a three year term. The terms shall be staggered so that four councilors finish their term each year and four new newly elected councilors join the Council each year. The initial Council members' terms will be two, three and four years for purposes of continuity. Council members are limited to two consecutive three year terms. After a three year absence from the Council Regular members in good standing may be reelected.

Section 4. Council Meetings. There shall be biannual meetings of the Council to be held at time and place decided by the President of the Association. One of the Council meetings may be held in conjunction with the annual meeting of the Association.

Section 5. Special Meetings. Special meetings of the Council may be called by or at the request of the President or any two (2) Council members. Any such meeting may be held by means of telephone conference circuit or similar communication equipment, and connection to such circuit shall constitute presence at such meeting.

Section 6. Notice. Notice of any special meeting of Council shall be given at least five (5) days prior to the date thereof and shall designate the date, time and location for the meeting; provided however that the President, in an emergency, may call a special meeting upon whatever notice he/she may deem reasonable. The notice shall be deemed delivered either when personally delivered or when delivered by email or other electronic media. Neither the business to be transacted at, nor the purpose of, any meeting of the Council need be specified in the notice of such a meeting.

Section 7. Quorum. Nine (9) Council members shall constitute a quorum for the transaction of business at any meeting of the Council.

Section 8. Voting. The vote of a simple majority of the Council members in attendance at a meeting at which a quorum is present shall be the act of the Council unless two-thirds vote is specified by the Bylaws. Any motion before the Council fails if the vote is tied.

Section 9. Removal of Councilors. Any councilor elected by the Association's members may be removed by them when ever in the judgment of two-thirds of the Regular members in good standing the best interests of the society will be served thereby. The President shall give advance notice of at least three (3) months to all Regular members of any motion for removal of a councilor that will come before the meeting of the Association.

Section 10. Vacancies. Any vacancy occurring in the Council prior to the end of the Councilor's term may be filled by appointment by the President of the Association.

### **ARTICLE III**

#### General Membership Meetings of the Association

Section 1. Regular Meetings. Regular meetings shall include educational and business sessions and shall be held at least once each year. Attendance at educational sessions is open to the public including Regular, Emeritus and Associate members. Registrants for educational sessions shall pay a fee at a level to be set by Council. Attendance at business meetings is restricted to Regular, Emeritus and Associate members in good standing or substitutes designated by them.

Section 2. Special Meetings. Additional business or educational meetings of the Association may be called at any time by the President at the request of the Council or by petition from a quorum of Regular members in good standing.

Section 3. Notification. Any and all notices of educational, business or special meetings of the Association shall be distributed by e-mail to each member in good standing not less than 30 days prior to the designated time of the meeting.

Section 4. Program. The format and content of the program of the annual meeting will be determined by Council.

Section 5. Business Meeting. Each year a portion of at least one regular meeting shall be set aside to consider the business matters of the Association. Attendance will be limited to members in good standing or their designated substitutes. Only Regular members shall be eligible to vote. The agenda for the business meeting shall be available to the membership prior to the meeting.

Section 6. Order of Business. The order of business shall be that ordinarily conducted in meetings of similar organizations and shall include, but not be limited to, the following:

- (a) Reading of the minutes of the previous meeting, as circulated.
- (b) Report by the President.
- (c) Reports by Secretary-Treasurer.
- (d) Reports of each of the Standing Committees and ad hoc committees.
- (e) Announcements and received communications.
- (f) Unfinished business.
- (g) New business, including the announcement of the next meeting and installation of newly elected officers. The authority of parliamentary procedure at all business meetings shall be "Robert's Rules of Order, Revised." Where conflicts between rules and these Bylaws may be found to exist, these Bylaws shall prevail.

Section 7. Quorum. The presence of twenty-five percent (25%) of all Regular members shall constitute a quorum and shall be necessary to transact business. If a quorum is present, a simple majority vote of Regular members present will prevail in all matters.

## **ARTICLE IV**

### Officers

Section 1. Officers. The officers of the Association shall be a President, a Vice President, who shall also be the President Elect, and a Secretary-Treasurer.

Section 2. Election and Term of Officers. Regular members in good standing are eligible to hold office. Candidates for office shall be nominated by a two-thirds vote of Council and elected by a simple majority vote of Regular members present at the annual business meeting in the year in which they take office. In addition to those proposed by the Council, candidates may be nominated from the floor during the annual business meeting by a two-thirds vote of the Regular members in attendance. The President and Vice President shall each hold office for a term of two (2) years. The Vice President automatically succeeds to the office of President. Past Presidents are eligible for election to Council or as officers by the usual procedures. The Secretary-Treasurer shall hold office for a two year term and may be re-elected prior to leaving office. Vacancies of offices other than the President shall be filled by President's appointment with the approval of the Council. Immediate past Presidents automatically succeed to a two year term on the council.

Section 3. Duties of the President. The President shall preside over the general meetings of the Association and over the meetings of the Council. The President shall serve as the

executive officer of the Association. The President shall appoint and charge all individuals and committees. The President shall be responsible for the organization of the agenda of the meetings of the Council and for the annual general meeting. The President shall appoint all standing committees. These appointments shall be approved by a simple majority vote of the Council. The President and Vice-President shall be ex-officio members of all standing committees and their subcommittees, as well as all ad-hoc committees. The President and the Vice-President may sign contracts between the Association and other organizations.

Section 4. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall be responsible for any and all communication with members of the Association in addition to other duties usually pertaining to that office. The Secretary-Treasurer shall keep minutes of the meetings of the Council and the general membership meeting. These minutes shall reflect accurately all matters discussed and decisions made and shall be subject to approval by the President by the time of the next Council meeting. The Secretary-Treasurer shall be responsible for all receipts and disbursements of monies in the manner usually pertaining to that office. He/She shall keep such records as will be subject to audit by the Council at its annual meeting.

Section 5. Duties of the Vice-President. The Vice-President shall succeed the President upon expiration of the two-year President's term or whenever the President, for any reason, is unable to serve for the entire term of office. In the latter event, the Council shall nominate and the Regular members shall elect a new VicePresident at the next meeting of the respective two bodies. When the Vice-President succeeds to the presidency he/she shall have all of the authority pertaining to the office. The Vice-President shall chair meetings of the Council and the Association in the absence of the President.

## ARTICLE V

### Financial matters

Section 1. Fiscal Year. The Associations fiscal year will begin July 1 through June 30 of each year.

Section 2. Authority to Reimburse. No officer or other member of the Association shall receive compensation for his/her services as such. The Council may authorize or ratify the payment, to any officer or committee, of reasonable reimbursement for expenses incurred on behalf of the Association in any capacity deemed necessary or advisable and in the best interests of the Association.

Section 3. Financial Report. A report to the membership on the financial state of the Association for the past year shall be made by the Secretary-Treasurer after the records have been audited by the Council or its representative.

Section 4. Contracts. The Council may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 5. Checks. Drafts. etc. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association 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 Council. In the absence of such determination by the Council, such instruments shall be signed by the Secretary-Treasurer of the Association.

Section 6. Deposits. All funds of the Association shall be deposited from time to time the credit of the corporation in such banks, trust companies, or other depositories as Secretary-Treasurer may select with the approval of the Council.

Section 7. Gifts. The Council may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

## **ARTICLE VI**

### Affiliation and Contracts

The Council is empowered, subject to approval of the membership at a regular business meeting, to affiliate with other organizations. Contracts between the Association and other organizations shall be signed by the President and Vice-President and ratified by the Council.

## **ARTICLE VII**

### Amendments

The Bylaws may be amended at any regular business meeting of the Association by a simple majority of the Regular members or by a majority of those responding to an e-mail ballot, provided the requirements for a quorum are met and provided further notice of such a proposed change be given to the membership by e-mail at least thirty (30) days prior to the e-mail poll or business meeting, whichever applies.

## **ARTICLE VIII**

### Dissolution clause

Upon the dissolution of the Association, the Council shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operate exclusively for such purposes.

## ARTICLE IX

### Indemnification

Section 1. No member of the Association shall be personally liable to the Association or the other members for monetary damages for breach of fiduciary duty with respect to the management of the Association, except for liability (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (ii) for any transaction from which the member derived an improper personal benefit.

### Section 2. Indemnification and Insurance.

a) Right to Indemnification Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Association or is was serving at the request of the Association as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Association to the fullest extent authorized by the Illinois Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Association to provide broader indemnification rights than said law permitted the Association to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however that, except as provided in paragraph (b) hereof, the Association shall indemnify any such person seeking indemnification in connection with a proceeding or part thereof initiated by such person

only if such proceeding or part thereof initiated by such person only if such proceeding or part thereof was authorized by Council or the members. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition; provided however that, if the Illinois Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Association of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Association may, by action of the members, provide indemnification to employees and agents of the Association with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant To Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the Association within thirty (30) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action ( other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under the Illinois Business Corporation Act for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Illinois Business Corporation Act, nor an actual determination by the Association (including its independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

c) Non Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By Law, agreement, vote of members or disinterested directors or otherwise.

(d) Insurance. The Association may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or

loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Illinois Business Corporation Act.

**Adopted October 6, 1990**

**Amended October 13, 1991**

**Amended November 1, 1992**

**Amended October 29, 1994**

**Amended October 28, 1995**

**Amended March 17, 2012**