

# By-Laws for the New York State Histotechnological Society

---

*Revised, May 2004*





## Table of Contents

Article I: Name .....	5
Article II: Purposes .....	5
Article III: Membership .....	5
Section 1. Membership:.....	5
Section 2.1. Full Members: .....	5
Section 2.2. Student Members: .....	6
Section 3. Charter Members:.....	6
Section 4. Honorary Members:.....	6
Section 5. Fellow of the Society:.....	6
Section 6. Evidence of Membership: .....	6
Section 7. Application: .....	6
Section 8. Revocation or Suspension:.....	6
Section 9. Retired Members: .....	7
Article IV: Officers .....	7
Section 1. Number: .....	7
Section 2. President: .....	7
Section 3. Vice President: .....	7
Section 4. Corresponding Secretary:.....	7
Section 5. Membership Secretary:.....	7
Section 6. Treasurer: .....	7
Section 7. Executive Board:.....	8
Article V: Board of Directors .....	8
Section 1. Duties and Qualifications: .....	8
Section 2. Number and Term of Office: .....	8
Article VI: Elections of Officers.....	8
Section 1. Nominations:.....	8
Section 2. Eligibility: .....	8
Section 3. Election:.....	8
Section 4. Term of Office: .....	8
Section 5. Vacancies:.....	9
Article VII: Meetings of the Board of Directors.....	9



Section 1. Regular Meetings: .....	9
Section 2. Special Meetings: .....	9
Section 3.1. Notice: .....	9
Section 3.2. Proxies:.....	9
Section 4. Quorum: .....	9
Section 5. Annual Report: .....	9
Section 6. Veto: .....	10
Article VIII Meetings of the Members.....	10
Section 1. Annual Meeting:.....	10
Section 2. Special Meetings: .....	10
Section 3. Regional meetings:.....	10
Section 4.1. Notice of Meetings:.....	10
Section 4.2. Notice of Special Meetings: .....	10
Section 5. Quorum: .....	10
Article IX Dues .....	11
Section 1. Dues:.....	11
Section 2. Delinquent Dues:.....	11
Section 3. Membership Cards: .....	11
Article X Committees By Appointed Members .....	11
Section 1.1. Standing Committees:.....	11
Section 1.2. Membership Committee:.....	11
Section 1.3. Nominating Committee:.....	11
Section 1.4. Publicity Committee:.....	11
Section 1.5. Scientific/Education Committee: .....	11
Section 2. Special Committees:.....	12
Section 3. Limitations:.....	12
Article XI General .....	12
Section 1. Seal: .....	12
Section 2. Indemnification of Directors and Officers:.....	12
Article XII Fiscal year .....	12
Article XIII .....	12
Article XIV Amendments .....	12



Section 1. Amendments:..... 12

Section 2. Notice: ..... 13



## **Article I: Name**

The name of this organization shall be “New York State Histotechnological Society Inc.” and shall be referred to in these by-laws as the “Society.”

## **Article II: Purposes**

The Society shall be operated to enhance the position of those working in the profession of Histology by:

- a. Providing an association in which all interested persons may participate;
- b. Seeking to increase and improve their knowledge, performance, and standards;
- c. Promoting an interchange of ideas and techniques pertinent to histology;
- d. Assisting in the promotion and adoption of a unified set of state, national and international professional standards;
- e. Encouraging, supporting and advising those persons engaged in the conduct of educational programs aimed at professional growth and enrichment;
- f. Obtaining recognition for the field of Histotechnology and those persons engaged therein;
- g. Reviewing and commenting upon legislation and other administrative acts which affect the practice of Histotechnology; and
- h. Cooperating with and advising all organizations active in Histotechnology and related fields.

## **Article III: Membership**

### **Section 1. Membership:**

Membership in the Society shall be open to any person engaged in any aspect of the practice of Histotechnology. Membership in the Society and any of the corresponding rights or privileges shall not be denied any individual on the basis of sex, race, color, creed or national origin.

### **Section 2.1. Full Members:**

Any individual who is accepted as a member of this Society shall be designated as a full member if he/she:

- a. Has received a Bachelor’s Degree in the life or physical sciences and has one year experience in the practice of Histotechnology;
- b. Has received an Associate’s Degree from an approved school of Histotechnology;
- c. Has received an Associate’s Degree in allied health sciences or general science and has one year of experience in the practice of Histotechnology; or
- d. Has three years of experience in the practice of histotechnology and /or has been recommended for full membership by the Board of Directors



## **Section 2.2. Student Members:**

Any individual who is accepted as a member of this Society shall be designated as a student member if he/she:

Has a course of study leading toward Histotechnology certification; and shall be assessed percentage of the membership dues, have no voting privileges, and not be allowed to hold office.

## **Section 3. Charter Members:**

Any individual who was accepted, as a full member of this Society on or before September 1, 1972, shall be designated as a charter member.

## **Section 4. Honorary Members:**

The Board of Directors may, from time to time, confer upon an individual the status of honorary member. Honorary Membership shall be granted in recognition of the individual's interest in, or contribution to, the profession of Histotechnology. Honorary members shall not be entitled to hold office in the Society or vote on matters pertaining to the Society. They shall pay no dues to the Society.

## **Section 5. Fellow of the Society:**

The title of "Fellow of the Society" shall be conferred by the Board of Directors. Any individual so designated by the Board of Directors shall be someone who has made outstanding contributions to the Society and the field of Histotechnology. Such fellows shall retain all rights and privileges of membership and have their dues waived.

## **Section 6. Evidence of Membership:**

Each member shall be issued a membership card. Memberships and membership cards are not transferable.

## **Section 7. Application:**

Completed applications for membership shall be submitted with the prospective members dues, In the event the application is denied, dues shall be refunded.

## **Section 8. Revocation or Suspension:**

The membership of any individual may be revoked or suspended if, in the opinion of a majority of the Board of Directors, said member's professional competence or conduct adversely affects the reputation or standing of the Society. Any member of the Society may present to the board of Directors a written statement recommending that the Board of Directors revoke such member's membership and setting forth the reason's therefore. The member shall thereupon be notified and given the opportunity to answer such charges. Upon reviewing the case, the Board of Directors may suspend the membership for any period of time or revoke the membership permanently. However, all revocations or suspensions are subject to periodic review by the Board of Directors and such revocation or suspension me be modified at any time by a majority vote of the Board of Directors.



## **Section 9. Retired Members:**

Retired Members status is available to formerly active members of the Society and they shall be assessed a percentage of the membership dues.

## **Article IV: Officers**

### **Section 1. Number:**

The regular officers of this Society shall be a president, vice president, a corresponding secretary, a membership secretary, and a treasurer. In addition, there shall be such other officers as the Board of Directors may in its discretion elect. Any two or more offices may be held by the same person except for the offices of president and corresponding secretary. No officer, excluding membership secretary, shall be eligible to hold the same office for more than two consecutive terms.

### **Section 2. President:**

The president shall act as the executive office of the Society, preside over all Society meetings, be an ex-officio member of all committees except for the nominating committee and shall call special meetings of the Board of Directors.

### **Section 3. Vice President:**

The vice president shall assist the president and shall supervise all committees except the nominating committee and shall be an ex-officio member of all committees, shall be the Society's official host to honored guests, speakers, and visitors, and shall perform and discharge such other responsibilities as may be requested by the president.

### **Section 4. Corresponding Secretary:**

The corresponding secretary shall be responsible for the preparation of the minutes of all meetings of the Society and the Board of Directors, shall maintain records of the Society in good order, shall handle the Society's correspondence and shall send out timely notices of all meetings of the Society and of the Board of Directors.

### **Section 5. Membership Secretary:**

The membership secretary shall be responsible for collecting dues from members, keeping a current list of members and issuing properly signed membership cards to those persons entitled thereto.

### **Section 6. Treasurer:**

The treasurer shall be responsible for the Society's funds and for the expenditures there of; shall have the authority to deposit the Society's funds with such banks or savings associations as shall be deemed appropriate and to draw upon such funds by check or otherwise. The treasurer shall keep a record of receipts and disbursements and shall in concert with the president arrange for an "audit at the end of the treasurer's term in office (every two years) or when the board of directors deems necessary. The treasurer shall present such records to the Board of Directors when requested."



## **Section 7. Executive Board:**

The above-named officers constitute the Executive Board.

## **Article V: Board of Directors**

### **Section 1. Duties and Qualifications:**

The Board of Directors shall be responsible for the formation of the policies of the Society. Each Director shall be a member of the Society and shall be at least nineteen years of age.

### **Section 2. Number and Term of Office:**

The board of Directors shall consist of the five regular members (Article IV) the immediate past president and five “at large” directors. Three of the “at large” directors shall be members of the Society and except for the first year when one additional full member shall be elected in lieu of a past president. The term of office of each director shall be for a period of two years or until his successor has been elected and qualified. Three “at large” directors shall be elected by closed ballot following the first regular meeting of the Society, in each even numbered year. Two “at large” directors shall be elected following the first meeting of the Society in each odd numbered year.

## **Article VI: Elections of Officers**

### **Section 1. Nominations:**

Nominations for all offices shall be made by the nominating committee. The nominating committee shall select no less than one nominee for each of the offices. Additional nominations may be made from the floor at the annual meeting. The consent of each candidate shall be obtained before his name is placed in nomination either by the nomination committee or from the floor.

### **Section 2. Eligibility:**

To be eligible to hold office in the Society, a nominee shall have been a member for one year and currently in good standing.

### **Section 3. Election:**

The president, corresponding secretary and membership secretary shall be elected by closed ballot in each even numbered year. The vice president and the treasurer shall be elected by closed ballot in each odd numbered year. The individual receiving the majority of the votes cast for the office for which he is a candidate shall be declared the elected officer.

### **Section 4. Term of Office:**

Officers shall assume their duties on first day of July following their election and shall serve a term of two years or until their successors have been elected.





## **Section 5. Vacancies:**

A vacancy in any elected office shall be filled by presidential appointment upon approval of the board of directors. Should the office of the president be vacated, the vice president shall become president. Any vacancies shall be filled for the unexpired term of office.

## **Article VII: Meetings of the Board of Directors**

### **Section 1. Regular Meetings:**

There shall be at least two meetings of the board of Directors called by the president each calendar year for the purpose of planning and transacting business of the Society.

### **Section 2. Special Meetings:**

Other meetings of the Board of Directors may be called by the president when and as he or she deems it expedient.

### **Section 3.1. Notice:**

Notice shall be given of each meeting of the Board of Directors, shall be in writing and shall state the place, date, and hour of the meeting. The notice shall also state the purpose or purposes for which the meeting is being called and shall indicate whether the meeting is a regular or special meeting. A copy of the notice of any meeting shall be given, personally, or by mail, not less than five nor more than twenty days before the date of the meeting, to each director entitled to vote at such meeting. (Notice of a meeting need not be given to any director who submits a signed waiver of notice, whether before or after the meeting, or who attend the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.)

### **Section 3.2. Proxies:**

Every Board member, for the purpose of voting, shall receive a proxy along with the meeting notice. In the event of a Board member's absence, a written proxy must be received by the president before the meeting.

### **Section 4. Quorum:**

A majority of the board of directors shall constitute a quorum.

### **Section 5. Annual Report:**

The Board of Directors shall direct the president and the treasurer to present at each annual meeting an annual report verified by a majority of the directors showing in appropriate detail the:

- a. Assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report and ending not more than six months prior to that date;
- b. The principle changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report;



- c. The revenue and receipts of the Society , both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report;
- d. The expenses and disbursements of the Society for both general and restrictive purposes, during the fiscal year immediately preceding the date of the report;
- e. The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such members during the fiscal year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found.

This report shall be filed with the records of the Society and a copy thereof entered into the minutes of the annual meeting of the members.

### **Section 6. Veto:**

A decision of the Board of Directors may be overridden by two-thirds vote of a quorum of the membership.

## **Article VIII Meetings of the Members**

### **Section 1. Annual Meeting:**

The Society shall hold an annual meeting of its members in the spring of each calendar year.

### **Section 2. Special Meetings:**

Special meetings of the Society may be called by the president.

### **Section 3. Regional meetings:**

Regional Meetings may be held from time t time in various areas of the State of New York as the members residing in that area deem expedient.

### **Section 4.1. Notice of Meetings:**

Notice shall be given of each meeting of the members, shall be in writing, and shall state the place, date and hour of the meeting.

### **Section 4.2. Notice of Special Meetings:**

Notice of a special meeting shall state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be sent not less than fifteen days nor more than sixty days prior to the meeting date to each member. Notice of meetings need not be sent to any member submitting a signed wavier of notice.

### **Section 5. Quorum:**

A quorum of voting members present shall be an absolute majority of the members present but in no case will the quorum be less than one-tenth of the membership entitled to vote.



## **Article IX Dues**

### **Section 1. Dues:**

The annual dues of the Society shall be set, from time to time, by the Board of Directors. Dues shall be payable to the treasurer of the Society on or before June 30<sup>th</sup> of each calendar year.

### **Section 2. Delinquent Dues:**

Any member whose dues are not paid by June 30<sup>th</sup> of each year shall be deemed delinquent and shall not be entitled to vote or to hold office in the Society.

### **Section 3. Membership Cards:**

Upon receipt of dues, the membership secretary shall issue a card indicating that the member is in good standing for the current calendar year.

## **Article X Committees By Appointed Members**

### **Section 1.1. Standing Committees:**

The Board of Directors may by resolution adopted by a majority of the entire Board establish standing committees and designate the powers and the responsibilities thereof. These standing committees shall constitute the committees of the "Corporation" and shall consist of Membership, Nominating, Publicity, and Scientific.

### **Section 1.2. Membership Committee:**

The committee shall invite qualified persons to submit applications of membership to the Society and shall review and make recommendations to the Board of Directors on all applications received.

### **Section 1.3. Nominating Committee:**

The nominating committee appointed by the president and approved by the Board of Directors shall consist of a chairman and two members, one of whom will be the immediate past president. The committee must be appointed no later than six weeks prior to the annual meeting and shall have the responsibility of screening members and selecting candidates for nomination to the various offices of the Society and to the Board of Directors.

### **Section 1.4. Publicity Committee:**

The publicity Committee shall consist of a chairman and such other members as deemed necessary. The committee shall be under the direction and supervision of the vice president of the Society and shall have the responsibility of publicizing activities of the Society.

### **Section 1.5. Scientific/Education Committee:**

The Scientific /education committee shall consist of a chairman appointed by the Board of Directors and such other members as deemed appropriate. The committee shall be responsible for planning and conducting scientific programs for the members of the Society at general meetings.



## **Section 2. Special Committees:**

The Board of Directors may appoint such special committees as may be deemed desirable. The board of Directors may designate the powers and responsibilities of such committees. Each committee shall consist of at least three members, none of whom need be members of the Board of Directors.

## **Section 3. Limitations:**

No committee shall have authority to:

- a. Fill vacancies on the Board of Directors.
- b. Fix compensation of the directors for serving on the Board of Directors or on any committee.
- c. Amend or repeal any resolution of the Board of Directors, which by its terms is not amendable or repeal able.

## **Article XI General**

### **Section 1. Seal:**

The corporate seal shall be in the form of a circle and shall bear the full name of the Society and the words and figures "corporate seal," "1972" and "New York."

### **Section 2. Indemnification of Directors and Officers:**

The Society may indemnify any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he, his testator or intestate is or was a director or officer of the Society to the extent authorized by law. The foregoing shall not obligate the Society to purchase directors' and officers' liability insurance but the Society may purchase such if authorized and approved by the board of Directors.

## **Article XII Fiscal year**

The fiscal year of the society shall commence on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup>.

## **Article XIII**

Meetings shall be guided and directed by Robert's Rules of Order.

## **Article XIV Amendments**

### **Section 1. Amendments:**

These By-Laws may be amended by a two-thirds vote of the members present at a regular meeting of the Society.



## **Section 2. Notice:**

The notice of any meeting at which an amendment to these By-Laws is to be considered shall state that an amendment to the By-Laws will be considered and indicate the nature of the amendment or amendments to be considered.

---