

NCSH BYLAWS

North Carolina Society of Histotechnology, INC.

ARTICLE I – OFFICES

The offices of the Corporation (NCSH) shall be located in North Carolina in the city designated in the Certificate of Incorporation filed with the North Carolina Secretary of State. The Corporation may also maintain offices in such other places within the state of North Carolina as the Executive Committee may elect. The Executive Committee refers to the President, Vice President, Secretary, Treasurer and Immediate Past President.

ARTICLE II – MEMBERSHIP

Section I – Membership Classification

Active Members: Individuals actively engaged and/or interested in Histotechnology and pay their annual dues.

Section 2 – Privileges

A member of NCSH whose dues are paid for the current year shall be considered a member in good standing. Only Active Members, as defined in Article II, Section I – Membership Classification, shall be entitled to vote, hold office or act as a delegate for NCSH.

Section 3 – Membership Dues

Annual dues for membership in NCSH shall be payable by the first day of January. Any member who fails to submit dues by the first day of February shall be considered delinquent and shall forfeit all the privileges of membership until such time as the dues are paid up to date.

Section 4 – Meetings

- A. Annual Meeting: The annual membership/business meeting shall be held in conjunction with the annual symposium at a time and place determined by the Executive Committee.
- B. Special Meetings: Meetings of the NCSH at times other than those of the regularly scheduled shall be permitted; providing the membership is notified of such meetings at least thirty days in advance. Notice of special meetings shall state the purpose or purposes for which the meeting is called.
- C. Quorum: Ten percent of the Active Members, as defined in Article II, Section I – Membership Classification, shall constitute a quorum.

ARTICLE III – OFFICERS

Section 1 – Title and Qualifications

- A. Officers: The officers of NCSH shall be referred to as the Executive Committee and include the President, Vice President, Secretary, Treasurer and Immediate Past President.
- B. Qualifications: Only Active Members, as defined in Article II, Section I – Membership Classification, who hold ASCP HT or HTL certifications or are certification eligible shall hold office in NCSH. Candidates must be members in good standing for a period of no less than five years, have served as an active volunteer and attended at least two Executive Committee meetings, one pre Annual Meeting and one post Annual Meeting. To be eligible to run for President or Vice President must have held another officer position or former Board of Directors position.

Section 2 – Duties and Qualifications

The officers shall serve concurrently as voting members of the Executive Committee.

- A. President: The President shall be the principal executive officer of the Corporation. The president shall conduct all meetings of NCSH according to the standard rules of order; prepare agendas for all meetings of the members and the Executive Committee; shall with the approval of the Executive Committee, establish all committees and appoint all chairpersons and editors. The President shall communicate as needed with the NSH Regional Director to fulfill NCSH function as a Constituted Society. Upon leaving office, the President shall serve on the Executive Committee as the Immediate Past President. The President shall perform all duties incident to the office as may be designated by the Executive Committee. See Job Descriptions in the Appendices.
- B. Vice President: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also act as program chairman for NCSH.
- C. Secretary: The Secretary shall keep accurate records of the proceedings of all meetings and acts of the Executive Committee. The Secretary shall give all notices required by law and by the Bylaws, shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall give all notices required by law and these Bylaws and shall sign such instruments as may require the Secretary's signature and perform such duties incident to the office of Secretary or otherwise assigned by the President. The Secretary shall send out all notices of regular and special meetings and shall carry on all official NCSH correspondence, as assigned by the President or the Executive Committee. The Secretary shall keep all minutes of all regular and special meetings. These minutes shall be available upon request to the membership. The

Secretary shall keep an inventory of NCSH property and shall perform other duties incident to the office as assigned by the Executive Committee.

- D. Treasurer: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the President. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose, and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any director for a period of 10 years, and the Treasurer shall mail or otherwise deliver a copy of the latest statement to any director upon his written request therefore. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to from time to time by the President.

Section 3 - Election of Officers

- A. Nominations: The President shall appoint a Nominations Committee from the Active Members, as defined in Article II, Section I – Membership Classification, at least six months before the annual in an election year. Any member in good standing may submit to the Committee the names of persons nominated for office. A person nominated shall have been informed of the nomination and expressed a willingness to serve. Nominees shall submit a curriculum vitae at a time specified by the Committee. It shall be the aim of NCSH to present at least two candidates for each office. Provisions shall be made on the ballot for the write-in votes.
- B. Election Procedures: The Nominations Committee shall send out ballots electronically or by mail if the member does not have a valid email address. Ballots sent by email must be returned from the same email to be valid and the mailed ballots must be returned in the envelope provided. All ballots shall be mailed by first class mail or emailed no later than 30 days before the annual meeting and returned for tally no less than 10 days before the meeting. Ballots shall be retained until after the next regularly scheduled meeting when results have been announced to the membership. Records of the election results shall be kept by the Secretary. The Officers shall be notified of the election results prior to the meeting. The Officers shall be installed during the annual meeting following their election and shall assume office at the close of the meeting.

Section 4 – Term of Office

Each officer shall be elected for a term of two consecutive years. Outgoing officers shall turn over all NCSH records and property related to the office to their successor within thirty days after installation, being fully cognizant that these items are the property of NCSH and not the individual.

Section 5 – Vacancies

A vacancy in the office of president shall be filled by the Vice president for the remainder of the existing term. In the event of simultaneous vacancies, the Executive Committee shall appoint a President to fill existing term. In selecting a member to fill the vacancy, the Executive Committee shall first consider the candidates from the slate of nominees for the office from the preceding election. In the event of vacancies in other elected offices, the President may appoint, with the Executive Committees approval, a qualified member to serve the existing term.

Section 6 – Resignation

An elected officer who wishes to resign shall submit a written resignation to the President or Secretary.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1 – Membership

The Executive Committee shall consist of the elected officers; President, Vice President, Secretary and Treasurer and the Immediate Past President.

Section 2 – Duties

The Executive Committee shall set the time and place of the annual meeting, shall be responsible for the control and management of the affairs of NCSH, shall provide for the publication of and determine the editorial policies of the Newsletter, provide for audits of NCSH accounts and properties and report its activities to the membership. The Committee shall be subject to, and shall not act in conflict with, the direction given by NCSH membership.

Section 3 – Meetings

A regular annual meeting for the Executive Committee shall be held immediately following the annual membership meeting. The Committee may provide for the holding of other regular meetings and may fix the time and place of such meetings. Special meetings of the Committee may be called by the President or any member of the Committee. Notice of all meetings of the Executive Committee shall be given at least one week before each such meeting. Notice of special meetings shall state the purpose or purposes for which the meeting is called.

Section 4 – Quorum

The presence of a majority (50% plus one) of the Executive Committee shall be necessary to constitute a quorum for the transactions of business.

ARTICLE V - DELEGATES TO THE NATIONAL SOCIETY FOR HISTOTECHNOLOGY

Section 1 – Election of Delegates and Alternates

At the annual membership meeting each year, a sufficient number of delegates and alternates, as specified in the NSH by-laws, shall be elected to represent NCSH. The Executive Committee will be the first designated delegates and alternates. If the Executive Committee is unable to serve, the Active Members, as defined in Article II, Section I – Membership Classification, that meet the specified criteria for NSH may be appointed from the eligible attendees to serve.

Section 2 – Financial Support

The membership shall designate the amount of financial support available to the President and delegates attending the NSH meeting based on the General Funding Policy. See the General Funding Policy in the Appendices.

Section 3 –Duties

The appointed delegates to the NSH House of Delegates shall communicate with the members of NCSH to access the views of the membership on items appearing on the House Agenda, shall attend any state, Region III and House meetings during the convention week, and in general strive to be a conduit for communication between NCSH and the NSH.

ARTICLE VI – AMENDMENTS

All by-laws of NCSH shall be subject to amendment or repeal and the new by-laws may be made, by the affirmative vote of two-thirds of the members attending a meeting, whether regular or special.

ARTICLE VII – COMMUNICATIONS

The official communications from NCSH shall be sent by email, if the members have a valid email address. If no valid email address is given, communications shall be sent by First Class mail. These communications shall include, but not limited to, Newsletter, ballots, meeting notifications, society updates and notice of elections.

ARTICLE VIII – DISSOLUTION

The net income of NCSH shall be used only for educational, charitable or other non-profit purposes and shall not benefit any of its officers, members or other private individual. In the

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event that this organization is dissolved or otherwise terminates its operation, its assets shall be distributed for educational or other non-profit purposes only.

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