

The Association for Molecular Pathology
BYLAWS - Revised 1997, 2002, 2006, 2008, 2009, 2010, 2011
(Proposed Amendments incorporated into body of text)

Articles

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ARTICLE I. NAME

The Association shall be called the **ASSOCIATION FOR MOLECULAR PATHOLOGY, INC.** ("Association").

ARTICLE II. PURPOSE

The purpose of the Association for Molecular Pathology is to promote clinical practice, basic research, and education in molecular pathology.

ARTICLE III. MEMBERSHIP

SECTION 1. Eligibility

Membership shall be open to qualified individuals sharing the purpose of the Association. The Association shall not discriminate on the basis of criteria unrelated to professional qualifications. The Board of Directors shall establish the process and criteria for membership application and review. The Board of Directors shall have the authority to approve membership applications and may delegate to a Committee or to the Executive Director the ability to approve applications for membership. A member is deemed to be in good standing if s/he is current with all dues and otherwise meets all ethical standards, policies, and procedures of the Association. Any member with delinquent dues or who otherwise fails to meet Association standards shall be declared inactive.

SECTION 2. Membership Categories

(a) Regular members shall be individuals with professional interest in molecular pathology. Only regular members shall have the right to vote, hold office, sponsor new members, and sponsor abstracts for Association meetings. Regular members shall receive whatever benefits are designated by the Board of Directors.

(b) Associate members shall be individuals in training, including students, residents, and fellows. Associate members shall receive benefits designated by the Board of Directors.

(c) The Board of Directors may create additional membership categories and determine the associated benefits.

(d) The Association may have organizational sponsors including academic departments, non-profit associations, and commercial firms.

SECTION 3. Dues and Fees

Membership dues and registration fees shall be determined by the Board of Directors, and may reflect different degrees of professional education within a membership category. The dues year shall be the same as the fiscal year. Sponsorship fees shall be determined by the Board of Directors.

SECTION 4. Forfeiture, Resignation, and Revocation of Membership

Any member in arrears of dues shall forfeit benefits of membership as defined by the Board of Directors and the operating procedures of the Association. A member may resign from membership by submitting a letter to the Executive Director. The Board of Directors shall establish procedures by which the Association may suspend or revoke the membership of any member for unethical or other conduct inconsistent with the standards, policies or procedures of the Association, or otherwise detrimental to the interests of the Association.

ARTICLE IV. SUBDIVISIONS

The Association shall be organized into scientific subdivisions.

SECTION 1. Membership

Members shall identify their scientific interest by affiliating with one or more of the Association's subdivisions.

SECTION 2. Creation of Subdivisions

The Board of Directors may create a Subdivision provided that at least 10% of the regular membership declares a willingness to select this Subdivision. Likewise, the Board of Directors may declare a Subdivision to be inactive if membership falls below 10% of the regular membership.

SECTION 3. Governance of Subdivisions

(a) Each Subdivision shall hold elections at least once a year, through a mechanism designated by the Board of Directors, to choose Subdivision representatives. The number of Subdivision representatives shall be determined by the Board of Directors. Regular members may vote in each Subdivision with which they are affiliated. The nominee who receives the most number of votes from those members voting shall be declared elected to that position. In the event of a tie vote for any Subdivision position, the Board of Directors shall develop a mechanism to select a winner. All elected positions shall be for a term designated by the Board of Directors.

(b) Each Subdivision shall have a Chair and Representatives to the Clinical Practice, Nominating, Program, and Training and Education Committees to be elected from among the regular members. The Chair shall be elected for a 2-year term. The Chair shall represent the Subdivision and shall be responsible for presiding over meetings of the Subdivision and for the general direction of the affairs of the Subdivision. The Chair shall be a member of the Board of Directors.

(c) In any decision requiring a vote, a simple majority of those regular members voting shall carry the vote.

ARTICLE V. GOVERNANCE**SECTION 1. Board of Directors**

The Board of Directors ("the Board") is the Association's primary governing body. The duties of the Board shall be to:

- (1) establish policies and procedures consistent with the Association's purposes and in accordance with the Bylaws;
- (2) consider for approval the nominations to committees and liaisons made by the President except for those elected directly by the membership or designated by these Bylaws;
- (3) review, revise, and approve the annual operating budget;
- (4) set dates and locations for future meetings;
- (5) appoint the Editor(s)-in-Chief of the Association's publications and contract with appropriate parties for such publications;
- (6) establish or discontinue *ad hoc* committees
- (7) set the dues structure and fees;

- (8) appoint an Executive Director;
- (9) establish benefits, rights, and privileges of members in accordance with the Bylaws;
- (10) establish the Operating Procedures of the Association;
- (11) consider proposals for Amendments of the Bylaws;
- (12) address other matters in furtherance of the mission and aims of the Association and as permitted by the Bylaws.

SECTION 2. Executive Committee of the Board

An Executive Committee of the Board shall have the authority to act on behalf of the Board, except as restricted by applicable law, and will ensure implementation of the strategy, direction, and policies established by the Board.

ARTICLE VI. Board of Directors

SECTION 1. Composition of the Board

The members of the Board of Directors (“Directors”) shall be the President, President-Elect, Past-President, Secretary-Treasurer, Program Committee Chair, Clinical Practice Committee Chair, Training and Education Committee Chair, Professional Relations Committee Chair, Economic Affairs Committee Chair, Membership Affairs Committee Chair, and the Chairs of Subdivisions. The Executive Director shall be a non-voting *ex officio* member of the Board.

The Executive Committee shall consist of the President, President-Elect, Past President, Secretary-Treasurer, and an additional Board member, named by the Board.

SECTION 2. Voting Privileges of Directors

All Board members shall have voting privileges. An individual shall not have more than one vote.

SECTION 3. Removal of a Board Member

Should a member of the Board of Directors not meet the responsibilities of the position, any two Board members may call for a special meeting of the Board concerning removal of that Director by notifying the Executive Director. The officer in question shall have the opportunity to defend his/her performance. In a secret ballot vote, the concurrence of at least two-thirds of all of the Board of Directors shall be required to remove the Director from the Board.

SECTION 4. Responsibilities of Directors

The President shall have general direction of the affairs of the Association, shall chair the Board of Directors and the Executive Committee, and shall preside over the annual business meeting of the Association. The Past-President shall chair the Nominating Committee. The President-Elect shall serve as the liaison to the Strategic Opportunities Committee, may be appointed to other Committees as deemed appropriate by the Board and shall assume the responsibilities of the President should the latter be incapable of completing his/her obligations. The Secretary-Treasurer shall chair the Publications Committee and the Finance Committee. The other members of the Board are the chairs of the Standing Committees and Subdivisions of the Association. The Executive Director and the Administrative Office shall assist the Board of Directors.

SECTION 5. Board Meetings

The Board shall meet as directed by the President, but not less than once a year to conduct the business of the Association. Additional meetings may take place and may be held by teleconference or other electronic means. A quorum is eight voting members of the Board, one of whom must be the President, Past President, or President-Elect. In any decision requiring a vote (except as stated in Article VI, Section 3) a simple majority of Board members shall carry the vote. The President may invite other guests to attend Board meetings to address specific issues.

The Executive Committee shall meet at least once per quarter, either face-to-face or by electronic means.

SECTION 6. SCIENTIFIC AND GEOGRAPHIC INTEREST GROUPS; CHAPTERS AND AFFILIATES

(a) The Board may create scientific and geographic Interest Groups that represent special interests of the membership. Such groups shall promote scientific exchange among the members of the Association.

(b) The Board may create non-U.S. chapters and affiliates that include non-members to foster molecular pathology worldwide.

SECTION 7. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE VII. ELECTIONS AND TERMS OF OFFICE**SECTION 1. Elections**

(a) Elections shall be held once a year. All regular members shall be eligible for election to available Board and Committee positions. The Nominating Committee shall develop a slate of candidates, with at least two candidates for each position except as authorized by a majority vote of the Board. Ballots must contain a write-in provision. Ballots may be distributed by mail, facsimile, or by electronic means. The Nominating Committee shall distribute ballots to regular members at least three months prior to the end of the fiscal year. Elections will close thirty days after ballots are distributed. The Nominating Committee shall be responsible for the counting of the ballots, and for informing the membership of the results within one month after the election is closed. The Executive Director and the Administrative Office shall assist the Committee. The nominee who receives the most number of votes from those members voting shall be declared elected to that position. In the event of a tie vote for any position or of a discrepancy or challenge to any election, the Nominating Committee shall resolve the matter by a majority vote.

(b) Should a vacancy occur among the elected members to the Board of Directors, the vacancy shall be filled in the following manner: If the Presidency becomes vacant, the President-Elect shall assume that responsibility immediately and the Board shall appoint an individual who is not currently on the Board to serve as an additional Board member who shall assume the committee responsibilities of the President-Elect until the next election. For a vacancy in any other elected office, the Board shall appoint an individual who is not currently on the Board to serve in that position until the next election when nominees shall be identified for election for the unexpired or new term.

(c) Subdivision Representatives. Each Subdivision shall elect two of its regular members to the Nominating Committee; at least one regular member to the Program Committee; at least one regular member to the Clinical Practice Committee; and at least one regular or associate member to the Training and Education Committee. Representatives to the Nominating Committee may not be voting members of the Board.

(d) An individual may be elected to more than one Committee position in any Subdivision, provided that s/he does not simultaneously serve in the same role in more than one Subdivision.

SECTION 2. Terms of Office

(a) The President, President-Elect, Past-President, Program Committee Chair, and Program Committee Chair-Elect shall serve for a term of one year. The President-Elect shall automatically become President in the next year. The Chair-Elect of the Program Committee shall automatically become Chair of the Program Committee in the next year. The Secretary-Treasurer, Clinical Practice Committee Chair, Training and Education Committee Chair, and Membership Affairs Committee Chair shall serve for a term of two years.

(b) The Chairs of the Economic Affairs, Professional Relations, and Strategic Opportunities Committees are appointed and therefore serve for a term of one year, renewable by the Board.

(c) Terms of office for all positions shall begin at a date to be determined each year by the Board, usually immediately after the annual Business Meeting.

ARTICLE VIII. COMMITTEES**SECTION 1. Standing Committees**

(a) The Association shall maintain Standing Committees identified below which are essential to the operation of the Association and which ensure that the Association achieves its goals and objectives for the membership. Each Standing Committee shall be chaired by an elected member of the Board of Directors or by a Committee member appointed by the Board and may include non-Board members.

(b) The Standing Committees of the Association shall be: Program, Nominating, Finance, Publications, Training and Education, Clinical Practice, Professional Relations, Strategic Opportunities, Economic Affairs, and Membership Affairs.

(c) The Executive Director and the Administrative Office shall assist the Committees.

SECTION 2. Program Committee

The Program Committee shall consist of the Chair, the Chair-Elect, two elected members from each Subdivision, and other members as appointed by the Board. The Program Committee shall develop the scientific program and other Association events occurring at the Annual Meeting according to a budget established by the Board. The Committee shall develop the call for abstracts, review and schedule abstracts, invite speakers, invite potential exhibitors, and identify possible sources of support.

SECTION 3. Nominating Committee

The Nominating Committee shall be chaired by the Past-President. The other members of the Committee shall be two members selected by each Subdivision who shall not be voting members of the Board. The Nominating Committee shall be responsible for carrying out the annual elections as provided in Article VII.

SECTION 4. Finance Committee

The Finance Committee shall report to the Board and shall be comprised of the Secretary-Treasurer as Chair, and the President, President-Elect, and Past-President (all *ex officio* and voting), the Executive Director, and the Director of Finance (all *ex officio* and non-voting) and at least three Regular members determined by the Board to have relevant experience. The Committee shall meet at least twice a year, either face-to-face or by electronic means. The Committee shall be responsible for overseeing the financial affairs of the Association, including developing a budget for the operations of the Association for each fiscal year. The Committee shall recommend to the Board for approval the investment strategy for the Association's assets, the dues for the various membership and sponsorship categories, and the registration fees for meetings and activities.

SECTION 5. Publications Committee

The Publications Committee shall be chaired by the Secretary-Treasurer. The Committee membership shall include the leadership of the various AMP publications, both print and electronic, as well as other members appointed by the Board. The Committee shall be responsible for recommending policies and budgets for the Association's publications, whether by ownership or by affiliation, and whether in print or electronic form. Such publications may include a Newsletter, scientific journals, and special publications such as monographs, proceedings, directories, and any other publications commonly produced by scientific societies.

SECTION 6. Training and Education Committee

The Training and Education Committee shall be chaired by a Board member elected specifically to that position. The Committee membership shall include at least one member from each active Subdivision, as selected by the Subdivision, as well as other members appointed by the Board. The Committee shall be responsible for developing educational materials, including courses, for the benefit of the membership and consistent with the purposes of the Association, recommend the content of training programs in molecular pathology, and shall fulfill other charges as conveyed by the Board.

SECTION 7. Clinical Practice Committee

The Clinical Practice Committee shall be chaired by a Board member specifically elected to that position. The Committee membership shall include at least one member from each active Subdivision, as selected by the Subdivision, as well as other members appointed by the Board. The Committee shall make recommendations about the clinical practice of molecular diagnostics and molecular pathology.

SECTION 8. Professional Relations Committee

The Professional Relations Committee shall be chaired by a Professional Relations Committee member who has been appointed by the Board of Directors a one year term that is renewable by the Board. The Committee membership shall include at least three members appointed by the Board who serve one-year terms renewable by the Board. The Committee shall make recommendations about policy, regulatory, and licensing issues related to the practice of molecular diagnostics and molecular pathology.

SECTION 9. Strategic Opportunities Committee

The Strategic Opportunities Committee shall report to the Board and shall be chaired by a Board member who has been appointed by the Board and who serves a one year term that is renewable by the Board. The Committee membership shall include the President-Elect (serving a one-year term) and at least three additional non-Board members appointed by the Board for staggered three-year terms of office. The Committee's primary responsibility is to assess opportunities and threats external to the Association.

SECTION 10. Economic Affairs Committee

The Economic Affairs Committee shall be chaired by an Economic Affairs Committee member who has been appointed by the Board of Directors and who serves a one year term that is renewable by the Board. The Committee membership shall include at least three additional members appointed by the Board who serve one-year terms renewable by the Board. The Economic Affairs Committee shall educate the membership, payers, relevant agencies, legislators, and the public on economic issues of importance to the field of molecular pathology. It shall also address issues associated with utilization of and coverage for billing codes used in molecular pathology and shall develop and advocate for sound economic policies that promote the provision of high quality molecular pathology services.

SECTION 11. Membership Affairs Committee

The Membership Affairs Committee shall be chaired by a Board member specifically elected to that position. The Committee membership shall include at least three additional members appointed by the Board who serve one-year terms renewable by the Board. The Membership Affairs Committee shall assess member needs and provide recommendations to the Board of Directors and assistance to other committees regarding matters of membership and professional development. The Committee shall help AMP respond to the needs of its membership and facilitate the development of leaders in the field of molecular pathology.

SECTION 12. Ad hoc Committees and Committee Members

The Board of Directors may establish or discontinue *ad hoc* committees as necessary and may appoint any regular member as Chair. The Board may appoint regular or associate members to committees as deemed necessary.

SECTION 13. Appointed Chairs and Committee Members Term of Service

Appointed Committee members and Chairs will serve one-year terms, renewable by the Board of Directors.

SECTION 14. Removal of a Committee Member

Should a member of a Committee not meet the responsibilities of the position, the Committee Chair may address the Board of Directors concerning removal of that Committee member by notifying the President. The Committee member in question shall have the opportunity to defend his/her performance. In a secret ballot vote, the concurrence of at least two-thirds of all of the Board of Directors shall be required to remove the member from the Committee.

ARTICLE IX. FINANCIAL**SECTION 1. Fiscal year**

The fiscal year of the Association shall be the same as the calendar year, beginning January 1.

SECTION 2. Dues and assessments

The Board of Directors shall determine the annual membership dues and sponsorship fees as well as registration fees.

SECTION 3. Audit and Reports

The Secretary-Treasurer shall report on the financial affairs of the Association, including the results of audits as requested by the Board of Directors. The Executive Director and the Administrative Office shall assist the Secretary-Treasurer.

SECTION 4. Distribution of Assets in Event of Dissolution

Should the Association be terminated for any reason, the residual funds shall be assigned to one or more not-for-profit organizations engaged in similar activities and exempt under Internal Revenue Code Section 501(c) (3) or corresponding provisions of any subsequent code.

SECTION 5. Indemnification

By authorization of a majority vote of the Board of Directors, the Association shall indemnify any member or employee against any and all expenses and liabilities actually and necessarily incurred by or imposed in connection with any claim, action, suit or proceeding to which s/he may be or is made a party by reason of carrying out his/her delegated duties in the Association; except, however, that there shall be no indemnification in relation to matters in which said person shall be adjudged guilty of a willful criminal offense, negligence or misconduct in the performance of duty. Indemnification as provided in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of the member or employee. If any part of this Article shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE X. MEETINGS**SECTION 1. Annual Scientific and Business Meetings**

The Board of Directors shall select a time and place for the annual scientific meeting of the Association. The Association's annual business meeting shall be held in conjunction with the scientific meeting to discuss matters of interest to the membership.

ARTICLE XI. ADMINISTRATIVE STAFF

The Board of Directors is empowered to appoint and compensate an Executive Director who shall implement the policies of the Board and report to the Board. The Executive Director shall:

- (1) be responsible for the day-to-day management of the Association;
- (2) direct an Administrative Office, hire staff, and delegate authority to carry out the mission and aims of the Association;
- (3) serve as a non-voting, *ex officio* member of the Board of Directors and committees of the Association;
- (4) manage meetings of the Board of Directors, and business, annual and other meetings as requested by the Board;
- (5) have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, Articles of Incorporation, these Bylaws, and other documents;
- (6) advise and assist the Finance Committee on the preparation of the annual budget for approval by the Board of Directors;
- (7) have the authority to call a meeting of the Board of Directors to deliberate on the matter of removal of a Board member, as delineated in Article VI, Section 3.
- (8) be the official liaison and negotiate with external agencies, organizations, and individuals on behalf of the Association with advice and consent of the Board of Directors or President;
- (9) have the authority to sign in the name of and on behalf of the Association any position statements, contracts or agreements authorized by the Board of Directors;
- (10) have the authority to receive and disburse Association funds and to delegate such authority to other staff in accordance with the Operating Procedures of the Association.

ARTICLE XII. CONFLICT OF INTEREST AND ETHICS**SECTION 1. Fiduciary Responsibility Policy**

All members of the Board of Directors, committee chairs, Editors-in-Chief, committee members, and paid staff of the Association with decision making authority shall comply with the Association's Fiduciary Responsibility Policy and shall complete the Association's Disclosure Statement and Acknowledgement, identifying any potential conflicts of interest that could affect the performance of their activities on behalf of the Association.

SECTION 2. Conflicts of Interest

Members of the Board of Directors, committee members, Editors-in-Chief, and paid staff of the Association with decision making authority shall:

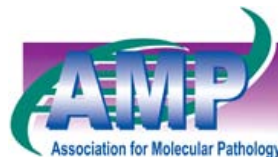
- (a) serve the Association with the highest degree of individual duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Association;
- (b) file with the Executive Director a statement disclosing all business, financial, and organizational interests and affiliations they or persons with a close legal relationship (as defined by the Operating Procedures of the Association) to them have which could be construed as related to the interests of the Association;
- (c) disclose to the Board of Directors and relevant committees all matters in which they have actual or apparent conflicts of interest and shall abstain from votes to determine whether such issues present conflicts of interest with or to the Association.

Members of the Board of Directors shall receive no payment of honoraria or stipend, excepting reimbursement for expenses incurred for performance of Council activities and fair and reasonable compensation should they simultaneously serve as Editor-in-Chief or as Director of, or Lecturer for, educational activities authorized by the Board of Directors.

The Association shall not enter into any contract or transaction with any paid staff member of the Association, committee member, member of the Board of Directors, editor-in-chief of an Association-affiliated journal, or any organization in which any of these individuals has a material financial interest, unless the relevant interest is fully disclosed, and the Board of Directors authorizes the transaction in good faith by a two-thirds vote of all the Board of Directors.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

Amendments or changes to the Bylaws may be proposed by a simple majority of the Board of Directors or by petition to the Secretary-Treasurer by at least 10% of the regular members of the Association. The Board of Directors shall submit such a proposal to a vote of the membership within sixty days. The membership shall have thirty days to respond. A two thirds majority of those voting shall be required to modify the Bylaws provided that at least 10% of the regular members submit a vote. The Secretary-Treasurer shall be responsible for counting the ballots and for notification to the Board of Directors and to the membership of the results. The Executive Director and the Administrative Office shall assist the Secretary-Treasurer.



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Proposed changes approved by Council October 27 and December 22, 2011