

The Association for Molecular Pathology BYLAWS

Revised 1997, 2002, 2006, 2008, 2009, 2010, 2011, 2013, 2019, 2020, 2022, 2023

(Proposed Amendment 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 the member is current with all dues and otherwise meets all ethical standards, policies, and procedures of the Association.

SECTION 2. Membership Categories

- (a) Regular members shall be qualified individuals as defined in SECTION 1. Eligibility who are not designated in any other membership category. 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 organizations, and commercial firms.

SECTION 3. Dues and Annual Meeting Registration Fees

Membership dues and Annual Meeting registration fees shall be determined by the Board of Directors, and may reflect various criteria. The dues year shall be the same as the fiscal year.

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 may establish procedures by which the Association may suspend or revoke the membership of any member for 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 have a Chair and Representatives to the Clinical Practice, Nominating, Program, and Training and Education Committees to be elected from among the regular members.

(b) The Chair shall represent the Subdivision and shall be responsible for the general direction of the affairs of the Subdivision and for presiding over meetings of the Subdivision.. The Chair shall be a member of the Board of Directors.

ARTICLE V. GOVERNANCE

SECTION 1. Board of Directors

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

- (1) determine the strategic direction of the Association
- (2) establish policies consistent with the Association's purposes and in accordance with these Bylaws;
- (3) consider for approval the nominations to various functional groups, *e.g.*, committees and working groups, and representatives to other organizations, except for those elected directly by the membership or designated by these Bylaws;
- (4) determine the position descriptions for the various functional groups, *e.g.*, committees.
- (5) review, revise, and approve the annual operating budget;
- (6) appoint the Editor(s)-in-Chief of the Association's publications and approve the selection of an appropriate publisher for such publications;
- (7) establish or discontinue *ad hoc* committees
- (8) set the dues structure and annual meeting registration fees;
- (9) appoint an Executive Director;
- (10) establish benefits, rights, and privileges of members in accordance with the Bylaws;

(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, Publications Committee Chair, International Affairs Committee Chair, the Chairs of Subdivisions, and up to two additional members. 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 up to two additional Board members, named by the Board. The Executive Director shall be a non-voting *ex officio* member of the Executive Committee.

SECTION 2. Voting Privileges of Directors

Except for the Executive Director, 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 Board member in question shall have the opportunity to defend his or 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 Officers

The officers of the Association shall consist of the President, President-Elect, Past President, Secretary-Treasurer, and Executive Director. The President 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 chair 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 or her obligations. The Secretary-Treasurer shall chair the Finance Committee. The Executive Director shall provide expertise to and assist the Board of Directors in carrying out its responsibilities to the Association.

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 a majority number of 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 present shall carry the vote. Voting may be done by electronic means without prior debate if so ordered by the President; the Board shall ratify its decision during a meeting held when quorum is present. 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, by teleconference, or other electronic means.

SECTION 6. Scientific and Geographic Interest Groups; Chapters and Affiliates

- (a) The Board may create Interest Groups that represent special interests of the membership. Such groups shall promote professional exchange among the members of the Association consistent with the strategic direction 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

Meetings of the Association shall be governed by parliamentary procedure and shall follow the rules of a major authority selected by the Board 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. Elections may held online; ballots may be distributed by mail, facsimile, or by electronic means. Elections shall be held at least three months prior to the end of the fiscal year. Elections will close thirty days after opening. The Nominating Committee shall be responsible for the integrity of the election process, 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 candidate 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 one or more individuals who shall assume the committee responsibilities of the President-Elect until the next election. If the individual(s) appointed are not current Board members, they shall not become Board members. 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, or until the next election when that position would normally be on the ballot.
- (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 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, Publications Committee Chair, Training and Education Committee Chair, and Membership Affairs Committee Chair shall serve for a term of two years. At its discretion, the Board may choose to extend a term of office up to three years.
- (b) The Subdivision Chairs and Representatives shall serve for a term designated by the Board of Directors.
- (c) Chairs and members of committees who are appointed to their positions by the Board of Directors shall serve terms as determined by the Board.
- (d) Terms of office for all positions shall begin at a date to be determined each year by the Board.

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 report to the Board and shall be chaired by an elected member of the Board of Directors or by a Committee member appointed by the Board.

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

SECTION 3. Nominating Committee

The Nominating Committee shall be chaired by the Past-President. The other members of the Committee shall be two members elected by each Subdivision who shall not be voting members of the Board.

SECTION 4. Finance Committee

The Finance Committee shall be comprised of the Secretary-Treasurer as Chair, the President, President-Elect, and Past-President (all *ex officio* and voting), the Executive Director (*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, teleconference, or by other electronic means. The Committee shall be responsible for overseeing the financial affairs of the Association.

SECTION 5. Publications Committee

The Publications Committee shall be chaired by a Board member elected specifically to that position. The Committee membership shall include at least three additional members appointed by the Board who serve terms as determined by the Board.

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 elected by the Subdivision.

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 elected by the Subdivision.

SECTION 8. Professional Relations Committee

The Professional Relations Committee shall be chaired by a regular member who has been appointed by the Board to serve terms as determined by the Board. The Committee membership shall include at least three members appointed by the Board who serve terms as determined by the Board.

SECTION 9. Strategic Opportunities Committee

The Strategic Opportunities Committee shall report to the Board and shall be chaired by the President-Elect. The Committee membership shall include at least two additional Board members and at least three additional non-Board members appointed by the Board who serve terms as determined by the Board.

SECTION 10. Economic Affairs Committee

The Economic Affairs Committee shall be chaired by a regular member who has been appointed by the Board to serve terms as determined by the Board. The Committee membership shall include at least three additional members appointed by the Board who serve terms as determined by the Board.

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 terms as determined by the Board.

SECTION 12. International Affairs Committee

The International Affairs Committee shall be chaired by a non-U.S. resident regular member who has been appointed by the Board to serve terms as determined by the Board. The Committee membership shall include at least three additional non-U.S. resident members appointed by the Board who serve terms as determined by the Board.

SECTION 13. Ad hoc Committees and Committee Members

The Board 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 14. Appointed Chairs and Committee Members Terms of Service

The Board may choose to appoint co-Chairs to appointed Chair positions, though only one may be a member of the Board of Directors. Appointed Committee members and Chairs will serve terms as determined by the Board of Directors.

SECTION 15. 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 concerning removal of that Committee member by notifying the President. The Committee member in question shall have the opportunity to defend his or her performance. In a secret ballot vote, the concurrence of at least two-thirds of all of the 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 Annual Meeting registration fees. The dues year shall be the same as the fiscal year.

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. 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

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 other legal proceeding to which they may be or is made a party by reason of carrying out their delegated duties in the Association; except, however, that there shall be no indemnification in relation to matters in which said person acted in bad faith; engaged in active and deliberate dishonesty; received an improper personal benefit in money, property, or services; or, in the case of any criminal proceeding, had reasonable cause to believe their actions or omissions were unlawful. Further, if a proceeding is by or in the right of the Association, indemnification may not be made for any person who is found by a court to be liable to the Association. The Board of Directors shall make a reasonable, good faith determination consistent with the requirements of this Section as to the eligibility of any person seeking indemnification. 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 approve a time and place for the annual scientific meeting of the Association; such authority may be delegated to the Executive Director. The Association shall hold an annual business meeting to discuss matters of interest to the membership. The annual business meeting shall be announced to the membership at least 30 days prior and may be held by electronic means.

ARTICLE XI. ADMINISTRATIVE STAFF

The Board of Directors is empowered to appoint and compensate an Executive Director/Chief Executive Officer who shall carry out the duties, responsibilities, and authority as outlined in these Bylaws, the Executive Director's job description, Employment Agreement, or other directives of the Board, and shall report to the Board. The Executive Director or the Executive Director's designee shall:

- (1) implement the strategic direction and policies of the Board ;
- (2) be responsible for the day-to-day management of the Association;
- (3) direct an Administrative Office; hire, direct and fire staff; and delegate authority to carry out the mission and aims of the Association;
- (4) serve as a non-voting, *ex officio* member of the Board of Directors and committees of the Association;
- (5) manage meetings of the Board, and the business, annual and other Association meetings;
- (6) have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, Articles of Incorporation, these Bylaws, and other documents;
- (7) advise and assist the Finance Committee on the preparation of the annual budget for approval by the Board of Directors;
- (8) 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.
- (9) 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;
- (10) have the authority to sign in the name of and on behalf of the Association any position statements, contracts or agreements necessary to conduct the activities and business of the Association;
- (11) 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. FIDUCIARY RESPONSIBILITIES AND CONFLICTS OF INTEREST**SECTION 1. Fiduciary Responsibilities**

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 serve the Association with the highest degree of individual duty, loyalty, and care; shall comply with the Association's Fiduciary Responsibility Policy; shall execute necessary agreements as determined by the Board; and shall complete the Association's Conflict of Interest Disclosure Report, 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 chairs, committee members, Editors-in-Chief, and paid staff of the Association with decision making authority shall:

- (a) undertake no enterprise to profit personally from their position with the Association;
- (b) file with the Executive Director a Conflict of Interest Disclosure Report, disclosing all business, financial, and organizational interests and affiliations they or persons with whom they have a close legal relationship (as defined by the Policies and Operating Procedures of the Association) that 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 Board activities and fair and reasonable compensation should they simultaneously serve as Editor-in-Chief of an AMP publication or as Director of, or presenter in, an AMP educational activity.

The Association shall not enter into any contract or transaction with any paid staff member of the Association (other than an Employment Agreement with the Executive Director), 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. ASSOCIATION ACTIVITIES

The Association's activities shall be restricted to those consistent with the Purpose for which it is incorporated and permitted under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent code.

ARTICLE XIV. 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 ninety 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 the integrity of the vote, 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.

If, due to catastrophic circumstances, Bylaw amendments become necessary to properly conduct the affairs of AMP, and a membership vote as provided herein cannot readily be taken, then the Board of Directors (or such number of the Board members available to act regardless of whether a quorum can be achieved) may approve the Bylaw amendments. Such emergency Bylaw amendments will expire no later than at the conclusion of the next regularly scheduled election, though they may be renewed if the conditions set forth in this paragraph remain or return.



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Proposed amendment approved by the Board of Directors on May 9, 2023.