



## **Association for Diagnostics & Laboratory Medicine Inc. Bylaws**

### **Article I: Name and Incorporation**

The name of the Association is the Association for Diagnostics & Laboratory Medicine Inc. hereafter referred to as the Association or "ADLM". Pursuant to the original certificate of incorporation, this Association shall conform to the provisions of the Not-for-Profit Corporation Law of the State of New York.

### **Article II: Purpose**

The purpose for which the Association is formed is to further the public interest by encouraging the study, advancing the science, and improving the practice of clinical chemistry and laboratory medicine.

### **Article III: Membership**

#### **Section 3.1 – Eligibility**

Membership in the Association shall be available to all individuals who are active and/or interested in the field of clinical chemistry and laboratory medicine. Members of the Association shall conduct themselves in accordance with the Association's Code of Ethics.

#### **Section 3.2 – Establishment of Membership**

Membership in the Association shall become effective when a completed application has been accepted by the Association and the designated dues payment has been received.

#### **Section 3.3 – Types of Membership**

The types of membership in the Association shall be Professional, Professional Affiliate, Transitional, Trainee, Transitional, Express, Emeritus, and Honorary.

##### **Section 3.3.1 – Professional Member**

Individuals who have earned a baccalaureate or higher degree in science or medicine or the academic equivalent of the above and are engaged in professional activities commonly associated with the practice of clinical chemistry and laboratory medicine may be admitted as Professional Members. The Professional Member shall have the right to vote, to make nominations, to hold elected office, and to chair, serve and vote on committees, and other privileges as determined by the Board of Directors.

##### **Section 3.3.2 – Professional Affiliate Member**

Individuals who have an interest in the field of clinical chemistry and laboratory medicine may be admitted as Professional Affiliate Members. The Professional Affiliate Member shall not have the right to vote, to make nominations, to hold elected office, nor to chair committees, but may be entitled to other privileges as determined by the Board of Directors.

### **Section 3.3.3 – Trainee Member**

Individuals who are engaged in formal full time undergraduate, graduate, or post-graduate study may be admitted as Trainee Members. "Full time" is to represent any combination of course work, teaching and/or research assistantships, or fellowships that the respective institution considers a full-time load. The Trainee Member shall not have the right to vote, to make nominations, to hold elected office or to chair committees, but may be entitled to other privileges as determined by the Board of Directors.

### **Section 3.3.4 – Transitional Member**

Trainee Members and individuals seeking first-time membership who have completed formal undergraduate, graduate, or post-graduate study may be admitted as Transitional Members for a period of two years. The Transitional Member shall have the right to vote, to make nominations, to hold elected office, and to chair, serve and vote on committees, and other privileges as determined by the Board of Directors.

### **Section 3.3.5 – Express Member**

Individuals who practice laboratory medicine in an emerging economy country or individuals from any country who hold a laboratory-related position in the health care industry are eligible for Express Membership. The Express member shall not have the right to vote, to make nominations, to hold elected office, nor to chair or sit on committees, but may be entitled to other privileges as determined by the Board of Directors.

### **Section 3.3.6 – Emeritus Member**

Individuals 65 years or older who have been Professional Members in good standing for a period of twenty or more years, and who are retired from the active practice of clinical chemistry and laboratory medicine may, upon written request to the Association, become Emeritus Members. The Emeritus Member shall retain all the rights of a Professional Member except the right to hold elected office and is exempt from the payment of dues but may be entitled to other privileges as determined by the Board of Directors.

### **Section 3.3.7 – Honorary Member**

Individuals who have attained distinction by their contributions to clinical chemistry and laboratory medicine may be named Honorary Members of the Association by the Board of Directors. The Honorary Member shall not have the right to vote nor hold elected office in the Association nor be required to pay dues but may be entitled to other privileges as determined by the Board of Directors.

## **Section 3.4 – Termination of Membership**

### **Section 3.4.1 – Resignation**

A member may at any time, in writing, resign from the Association.

### **Section 3.4.2 – Action of the Board of Directors**

The Board of Directors may suspend or expel any member for cause after giving such member the opportunity to have a hearing. Membership may be terminated by action of the Board of Directors as a result of violation of the Code of Ethics, non-conformity with the Bylaws, or conduct unbecoming a member.

### **Section 3.4.3 – Non-Payment of Dues**

Nonpayment of dues will result in loss of membership.

### **Section 3.4.4 – Reinstatement**

Reinstatement shall be through the usual procedure required for qualification to any class of new membership.

## **Article IV: Board of Directors, Officers, and Committees**

### **Section – 4.1 Board of Directors**

The Board of Directors shall consist of the officers of the Association and six (6) members elected from and by the voting members of the association, two (2) each year in rotation, each to serve a term of three (3) years. Members so elected to the Board of Directors shall be ineligible for re-election in that capacity to the Board for an interval of at least one (1) year after the end of their term. The President shall serve as Chair of the Board of Directors.

The Chair of the Academy of Diagnostics & Laboratory Medicine and the Chair of the Clinical Laboratory Scientists Council shall serve on the Board of Directors as *ex officio* members with vote.

The Chief Executive Officer (CEO) shall serve as an *ex officio* member of the Board of Directors without vote.

#### **Section 4.1.1 – Powers, Duties, and Functions**

Responsibility and authority for the management and control of the properties, funds, and activities of the Association shall be vested in a Board of Directors as the Governing Board of the Association. The Board also:

- (a) Shall have authority and responsibility for establishing objectives and assigning responsibility for the programs and activities of the Association.
- (b) Shall have authority to initiate, formulate, and adopt statements of official policy for the Association.
- (c) May require reports from any Association officer, chair, or liaison.
- (d) Shall render reports to the membership at the annual meeting.
- (e) Shall have authority to establish, alter, or amend, as required, rules, policies, and procedures governing the proceedings and meetings of the Board of Directors that are not inconsistent with the Articles of Incorporation and the Bylaws.
- (f) Shall have authority to establish, dissolve, and determine the size and responsibilities of all Board and other commissions, committees, workgroups, and taskforces other than committees specified by the Bylaws.
- (g) Shall have authority and responsibility for other duties and functions customarily incumbent upon the governing board of a corporation or enumerated in the Certificate of Incorporation or in the Bylaws or imposed by law.
- (h) Shall have authority to select the Chief Executive Officer.
- (i) Shall have the authority to determine annual membership dues.

## **Section 4.2 – Officers**

The officers of this Association, elected by the members, shall be the President, the President-elect, the Secretary, the Treasurer, and the Immediate Past President. The appointment, reappointment or dismissal of the CEO shall be at the discretion of the Board of Directors.

### **Section 4.2.1 – Duties**

The powers and duties of the officers of the Association shall be those specified in the Bylaws or by the Board of Directors to the extent not provided for in the Bylaws.

- (a) The President shall serve as presiding officer of all regular and special meetings of the Association members, Board of Directors, and Executive Committee; shall make any required committee appointments not made by the President-elect in the course of annual appointments, subject to approval by the Board; shall serve as a member of the Finance Committee, *ex officio* without vote; and shall perform such other duties as are assigned by these Bylaws or by the Board of Directors.
- (b) The President-elect shall make all required committee appointments annually to maintain full membership on committees, subject to approval by the Board. The President-elect shall assume the duties of the President in the temporary absence of the President and shall perform such other duties as assigned by these Bylaws and by the Board of Directors. The President-elect shall automatically succeed to the presidency for the next term.
- (c) The Secretary shall oversee the proper recording of the proceedings of the annual Business Meeting of Association members and the Board, shall announce the nominations of officers and directors to the membership, and shall perform such other duties as are assigned by these Bylaws or by the Board of Directors.
- (d) The Treasurer shall serve as the Chair of the Finance Committee and shall perform such other duties as are assigned by these Bylaws and by the Board of Directors.
- (e) The Immediate Past President shall serve as a member of the Nominating Committee, *ex officio* without vote, and shall perform such other duties as are assigned by these Bylaws or by the Board of Directors.
- (f) The CEO shall manage the operations of the Association, consistent with the Strategic Plan under the general direction of the Board and reporting to the President. The CEO shall perform such other duties as assigned by these Bylaws or by the Board of Directors.

### **4.2.2 – Elected Term**

Each officer shall hold office for the elected term. The President-elect shall serve for one (1) year and be designated as President for the following year and be the Immediate Past President the following year; the Secretary and the Treasurer shall each serve for three years. The Secretary and the Treasurer cannot serve two (2) consecutive terms. The terms of the Secretary and Treasurer shall not coincide; in such event, the next term of the Secretary shall be three (3) years and of the Treasurer two (2) years, and thereafter three (3) years.

## **Section 4.3 – Removal from Office**

Officers and members of the Board of Directors can be removed from office in accordance with the State of New York law.

#### **Section 4.4 – Meetings**

Regular meetings of the Board of Directors shall be held at least two times during each year at such time and place as determined by the President or by a majority of the members of the Board of Directors. A quorum of the Board of Directors for any meeting shall be a majority of the members thereof.

#### **Section 4.5 – Indemnification of Board of Directors and Officers**

This Association shall indemnify any expenses, including but not limited to, counsel fees, judgments paid, and amounts paid in settlement (before and after legal proceedings are commenced) as approved by the Court, actually and reasonably incurred in connection with the defense of any claim, action, suit, or proceeding whether civil, criminal, administrative, or otherwise in nature, where involvement occurred by reason of being or have relation to matters as to which such director or officer shall be adjudged in any action suit or proceeding to be liable for negligence or misconduct in the performance of a duty to the Association pursuant to the laws of incorporation. A conviction or judgment, whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, in a criminal action, suit, or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of duty to the Association, if such director or officer acted in good faith believing such action to be in the best interests of the Association.

#### **Section 4.6 – Committees**

##### **Section 4.6.1 – Executive Committee**

The Board of Directors shall have an Executive Committee consisting of the officers of the Association. The President shall serve as Chair of this Committee and the Chief Executive Officer shall function, without vote, as its Secretary. A quorum of the Executive Committee shall consist of a majority of its members, and its formal actions shall require a majority vote unless otherwise provided in the Bylaws.

The Executive Committee shall be empowered to act for and on behalf of the Board of Directors between meetings of the Board, except as otherwise provided in the Bylaws or prohibited by law. Actions taken by the Executive Committee shall be reported to the full Board of Directors as soon as practicable, shall be subject to review by the Board, and shall be recorded in the minutes of the Board of Directors.

##### **Section 4.6.2 – Finance Committee**

The Finance Committee shall consist of six (6) Association members appointed by the President-elect, two (2) each year, each serving a three (3) year term. Members may serve two (2) consecutive terms. The Treasurer of the Association will serve as Chair of the Committee. The President serves as a member, *ex officio* without vote.

The Finance Committee shall monitor all financial activities, provide guidance as required, make recommendations to the Board of Directors on selection of the outside auditor, and perform such other duties as determined by the Board of Directors.

##### **Section 4.6.3 – Nominating Committee**

The Nominating Committee shall be constituted as defined and perform the duties enumerated in Article VI of these bylaws.

##### **Section 4.6.4 – Other Committees**

The Board of Directors may establish or dissolve such additional committees, and has sole authority to appoint the members of such committees, as are necessary or desirable to pursue the Association's strategic goals and objectives within the limits of applicable law.

## **Article V: Business Meeting of the Association Members**

### **Section 5.1 – Meeting**

The Annual Business Meeting of the Association Members shall be held at a time and place determined by the Board of Directors. Special Business Meetings of the Association Members may be called by the Board or on petition signed by at least 25% of the Professional Members. The Board may determine to hold any meeting of members partially or solely by means of electronic communication in accordance with applicable law. Each person participating electronically by authorized means shall be deemed present "in person."

The presiding officer at Business Meetings of Association Members shall be the President of the Association. In the absence of the President, the following shall serve as presiding officer in the order stated: President-elect, Immediate Past President, Secretary, Treasurer, a member of the Board of Directors.

### **Section 5.2 – Notice of Business Meeting**

Notice of Annual or Special Business Meetings of the Association Members will be given in writing and delivered by electronic mail or other means permitted by law not less than 10 days nor more than 50 days before the date of the meeting to each member entitled to vote thereat.

### **Section 5.3 – Quorum**

A quorum for the transaction of business at any meeting of the Association Members shall be one hundred (100) or more Professional Members in good standing, in person or by proxy. The Professional Members present may adjourn the meeting despite the presence of a quorum.

### **Section 5.4 Proxy Representation.**

Every Professional Member may authorize another Professional Member to act by proxy in all matters in which a Professional Member is entitled to participate at any meeting of the Association Members. Every proxy shall be revocable at the pleasure of the Professional Member executing it, except as otherwise provided by law.

### **Section 5.5 – Order of Meeting**

The conduct of all meetings of the Association shall be governed by the rules contained in the latest edition of Robert's Rules of Order in all cases to which they are applicable, provided that they are not inconsistent with the Bylaws or applicable law.

### **Section 5.6 - Minutes**

The Association shall keep minutes of the proceedings of the Membership. The Board may approve minutes of the proceedings of the Membership.

### **Section 5.7 – Action Without a Meeting**

Any action or approval that may or must be taken at a meeting of Association Members may only be taken without a meeting in the manner permitted by law.

## **Article VI: Nominations and Elections**

Annually, there shall be the election of a President-elect, a sufficient number of directors to maintain a total of six (6) non-officer directors, and a sufficient number of members to maintain a total of nine (9) Nominating Committee members. Every third year there shall be an election for a Secretary. Every third year there shall be an election for a Treasurer.

### **Section 6.1 – Nominating Committee**

The Nominating Committee shall consist of nine (9) elected Professional Members of the Association and the Immediate Past President, who shall serve as a member, *ex officio* without vote. Three members will be elected each year, each to serve a three-year term.

### **Section 6.2 – Nominations**

#### **Section 6.2.1 - Nominations by the Nominating Committee**

The Nominating Committee shall transmit to the Association Secretary annually a list of one or more qualified persons nominated for each open position in the Association to be filled by vote of Association members in accordance with the Bylaws. The Association Secretary shall announce these nominations to the membership not later than two (2) months prior to the elections.

#### **Section 6.2.2 - Nominations by Petition**

Members of the Association may, by petition, nominate qualified persons for election to open positions as officers of the Association and for election to other positions to be filled by vote of AACC members in accordance with the Bylaws. A nominating petition shall contain the signatures of at least two and one half (2.5) percent of the voting membership of AACC and shall be transmitted, not later than one (1) month after the announcement of nominations, to the Association Secretary, who shall determine the validity and sufficiency of the petition. To be valid, the signature of a member on a nominating petition may not appear on behalf of more than one (1) candidate for the same office or position.

### **Section 6.3 – Elections**

The Association shall annually present to the voting members of the Association a ballot showing vacancies to be filled and the names of person(s) nominated by the Nominating Committee, and by petition, if any.

For each office or position on the ballot for which one (1) nominee is presented, the nominee shall be declared elected upon receiving a simple majority of “yes” responses among valid votes cast. For position(s) on the ballot for which more nominees are presented than exist open positions, the nominee(s) receiving the largest number of valid votes cast shall be declared elected. In the event of a tie vote for any office or position, the Board of Directors shall, by secret ballot, conduct a run-off election among the tied candidates. The person thus receiving the largest number of valid votes cast by the Board of Directors shall be declared elected.

#### **Section 6.3.1 – Commencement of Term**

The newly elected officers, Board members, and Nominating Committee members shall assume their responsibilities on August 1 of the calendar year of their election.

### **Section 6.4 – Vacancies**

In the event of a vacancy in the office of President, the President-elect shall succeed to the presidency for the remainder of the unexpired term and for the following term. In the event

of a vacancy in the office of President-elect, the vacancy will be filled by appointment by the Board of Directors for the term of President-elect only. A new President and President-elect will be elected in the next general election. In the event of a vacancy in the offices of Secretary or Treasurer, the Board of Directors shall appoint a qualified person to fill the unexpired term. In the event of a vacancy in the office of Immediate Past President, the duties and functions shall be carried out by the most recent Past President able to serve.

## **Article VII: Association Sections and Local Sections**

### **Section 7.1 – Association Sections**

Sections of the Association may be formed subject to the approval of the Board of Directors upon application in writing by not fewer than 15 voting members of the Association who reside in a defined geographical area. The area of each Association Section shall be officially delineated by the Board of Directors. Association Sections shall be internal units of the Association and shall abide by Association Bylaws and policies.

#### **Section 7.1.1 – Membership**

Membership in any category in the Association is a prerequisite for membership in an Association Section.

#### **Section 7.1.2 Local Autonomy**

Each Association Section shall have local autonomy in all matters not defined, limited, or reserved by the Association in its Bylaws or policies.

### **Section 7.2 – Local Sections**

Local Sections\*<sup>1</sup> formed as separate corporate entities may dissolve and reconstitute as Association Sections. Sums remaining in the treasury of a thusly dissolved and reconstituted Section will be preserved for that Association Section's programs, after the payment of all debts accrued prior to dissolution. Upon dissolution of a Local Section that does not reconstitute as an Association Section, in accordance with a compulsory clause to that effect in its Bylaws, sums remaining in its treasury after the payment of all debts shall revert to the Association.

#### **Section 7.2.1 – Membership**

Membership in any category in the Association is a prerequisite for membership in a Local Section.

#### **Section 7.2.2 – Local Autonomy**

Each Local Section shall have local autonomy in all matters not defined, limited, or reserved by the Association in its Bylaws or policies.

## **Article VIII: Amendments to the Bylaws**

### **Section 8.1**

Amendments to these Bylaws, in whole or in part, shall be proposed by the Board of Directors or by at least 100 voting members of the Association.

### **Section 8.2**

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<sup>1</sup> Local Sections are defined as those formed prior to July 2016.

Upon receipt of a duly proposed amendment or revision, the Association Secretary shall, within forty-five (45) days, present the ballot to each voting member of the Association present at a meeting of the Association Members. A proposed amendment or revision shall become effective immediately, upon receiving a two-thirds affirmative vote of all valid ballots cast at a meeting of the Association Members. The Board may also adopt amendments to these Bylaws by the affirmative vote of two-thirds of the Directors then in office, provided that any bylaw adopted by the Board may be amended or repealed by the Members.

#### **Article IX: Dissolution of the Organization**

In the event of lawful dissolution of the Association, following the payment or provision for payment of all debts and obligations of the Association, its assets shall be distributed to similar not-for-profit organizations to be selected by the Board of Directors, and in such manner required by applicable law.

**Approved by the ADLM Membership:**

**June 1, 2022**

**April 21, 2023**

**March 3, 2025**