

BYLAWS of THE AMERICAN ASSOCIATION FOR DIAGNOSTICS & LABORATORY MEDICINE
GREATER CHICAGOLAND SECTION, INC.

ARTICLE I: NAME, POLICIES AND FISCAL YEAR

1. The name of the organization shall be Association for Diagnostics & Laboratory Medicine (ADLM) Greater Chicagoland Section, Inc., hereinafter referred to as the Greater Chicagoland Section.
2. The Greater Chicagoland Chicago section is a local section of the Association for Diagnostics & Laboratory Medicine (ADLM), Inc., hereinafter referred to as the Association.
3. The Greater Chicagoland section agrees to be bound by the constitution and bylaws of the Association and lawful acts of its House of Delegates and Board of Directors.
4. The objectives of the Greater Chicagoland Section shall be to further the public interest by encouraging the study, advancing the science, and improving the practice of clinical chemistry and laboratory medicine in accordance with the aims of the Association.
5. The fiscal year of the Greater Chicagoland Section shall correspond to the calendar year.
6. In the event of the dissolution of the Greater Chicagoland Section, funds remaining after payment of all debts shall revert to the Association.

ARTICLE II. OFFICES

1. The principal office of the Greater Chicagoland Section corporation shall be in the state of Illinois. The Greater Chicagoland Section may have other offices, either inside or outside the state of Illinois, as the Board of Directors may determine or as the Greater Chicagoland Section may require.
2. The Greater Chicagoland Section shall have and continuously maintain in the state of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Illinois, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE III: MEMBERSHIP

1. Membership in the Association is a prerequisite for membership in the Greater Chicagoland Section. The qualifications for each type of membership shall be those of the Association. Only members and emeritus members may vote in elections of the Association or the Greater Chicagoland Section or on matters submitted to a vote of the members.
2. Any person holding membership of any classification in the Association must comply with the bylaws of the Association and the Greater Chicagoland Section.
3. Any person holding membership of any classification in the Association found to be non-compliant with the Association, the Greater Chicagoland Section bylaws, or the Non-for-Profit Charter as issued by the state of Illinois under the Greater Chicagoland Section's Articles of Incorporation, shall be subject to discipline by the Association in the manner

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prescribed by the Association bylaws.

4. The membership of the Greater Chicagoland Chicago Section shall include all persons in good standing in the Association residing in the area designated by the Association. The present area includes Illinois, Wisconsin, and parts of Indiana and Michigan as defined by postal zip codes available from the Association.
5. Applications for membership from persons in the above area shall be reviewed by the Association Membership Committee.
6. Members of the Board of Directors of the Greater Chicagoland Chicago Section, hereinafter referred to as the Board of Directors, may vote in the business affairs of the Greater Chicagoland Chicago Section.

ARTICLE IV: MEETINGS OF MEMBERS

1. A general membership meeting shall be held annually, the date and place to be determined by the Board of Directors.
2. A general membership meeting notice shall be distributed electronically or otherwise to the entire membership at least ten (10) days before each meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.
3. A business meeting may be held at any of the general membership meetings.
4. Other general membership meetings of the Greater Chicagoland Section shall be held at such times and places as determined by the Board of Directors.
5. All meetings shall be governed by Robert's Rules of Order when applicable.

ARTICLE V: BOARD OF DIRECTORS

1. The members of the Board of Directors shall consist of a Chair, Chair-Elect, Corresponding Secretary, Recording Secretary, and Treasurer.
2. The Executive Committee shall consist of all of the Board of Directors, the last available Past Chair, delegates to the Association, the Chair of the Nominating Committee, and Chairs of any standing committees, as applicable.
3. Only members and emeritus members of the Association are eligible to serve as officers and committee Chairs of the Greater Chicagoland Section.
4. Officers and delegates are elected annually or biannually. The Chair-Elect shall assume the office of the Chair the following term, and a new Chair-Elect shall be elected annually. The Corresponding Secretary and Treasurer shall be elected for terms of two years in alternating years, and the Recording Secretary will be elected annually. All elections will be carried out pursuant to the provisions of Article XIII of these bylaws.
5. The elected officers and members of the Executive Committee shall assume office on the first (1st) day of January following their election and shall remain in office until the thirty-first (31st) day of December that year or until their successors have been elected, whichever is the latest to occur.

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6. The Greater Chicagoland Section shall be governed by its Board of Directors. The Board of Directors shall be responsible for the properties and the business affairs of the Greater Chicagoland Section.
7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately before or after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either inside or outside the State of Illinois, for holding additional regular meetings of the Executive Committee without other notice than the resolution.
8. Special Meetings. Special meetings of the Board of Directors may be called by or upon request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, inside or outside the State of Illinois, for holding a special meeting.
9. Notice. Notice of any special meeting of the Board of Directors shall be distributed to each Director using standard means of communication, electronically or otherwise, at least five (5) days in advance. Such notice shall be deemed delivered according to the postmark if mailed or by the confirmed delivery from the telefax machine for a telefax. A Director may waive notice of a regular or special meeting in writing by their attendance at the meeting (physically or via teleconference), except when attending solely to object to the meeting's legality. The business or purpose of any regular or special Board meeting need not be specified in the notice unless required by law or these bylaws.
10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at the meeting (physically or via teleconference), a majority of those present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies. In no case shall quorum consist of less than three of the five members of the Board of Directors.
11. Manner of Acting. The act of majority of Directors present physically or via teleconference at a meeting at which a quorum exists shall be the act of the Board of Directors, unless a greater number is required by law or these bylaws.
12. Removal. Any member of the Board of Directors may be removed, with or without cause, by the affirmative vote of two thirds of the members present and voting, either in person or by proxy. No Director shall be removed at a meeting of members entitled to vote unless written notice of such meeting is delivered at least 21 days in advance to all members entitled to vote listing the purpose of the meeting and the name of the Director(s) sought to be removed.
13. Vacancies. Any vacancy on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be temporarily filled by affirmative vote of a majority of remaining Directors through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor or until the next annual election of the members, whichever occurs first.

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14. Compensation. Directors shall not receive payment for services as Directors or any other payment in any other capacity from the corporation except that a Director may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the Greater Chicagoland Section upon submitting-adequate documentation in support of such expenses.
15. Informal Action by Directors. Any action required or permitted by law or these bylaws to occur at a meeting of Directors may be taken without a meeting if all Directors agree and there is written documentation of the outcome for the action.

ARTICLE VI: OFFICERS

1. Officers. The officers of the Corporation shall be Chair, Chair-Elect, Corresponding Secretary, Recording Secretary, and Treasurer.

ARTICLE VII: FINANCES

1. The Board of Directors shall be responsible for the monitoring of all financial activities of the Greater Chicagoland Section.
2. The Treasurer shall select a depository where all funds of the Greater Chicagoland Section shall be deposited to the credit of the Section.
3. The Treasurer shall be responsible for ensuring that the utilization of the Greater Chicagoland Section resources are in accordance with Association bylaws and the Greater Chicagoland Section Articles of Incorporation. The Treasurer shall submit to the Association annually a copy of the Greater Chicagoland Section annual financial statements for the previous year and a copy of the annual report filed with the state of Illinois to maintain good corporate status.
4. The Chair shall appoint an Auditing Committee of two Members two months before the end of the term of the Treasurer. This Committee shall audit the books, attest to their correctness, and convey them to the new Treasurer.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Greater Chicagoland Section, in addition to officers authorized by these bylaws, to execute a contract or other instrument in the name of and on behalf of the Greater Chicagoland Section. Such authority may be general or confined to specific instances.
2. Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the Greater Chicagoland Section's name, shall be signed by the Greater Chicagoland Section's officer(s) or agent(s) in such manner as determined by resolution of the Board of Directors. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Chair-Elect.
3. Gifts. The Board of Directors may accept on behalf of the Greater Chicagoland Section any contribution, gift, bequest or devise for the general purpose or for any special

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purpose of the Greater Chicagoland Section.

ARTICLE IX: BOOKS AND RECORDS

1. Keeping Books and Records. The Greater Chicagoland Section shall keep correct and complete accounting books and minutes of meeting of members, Board of Directors, and Committees having any authority of the Board of Directors; and shall keep at its registered or principal office a record of names and addresses of members entitled to vote. Such books and records may be inspected electronically by any member, their agent or attorney, for any proper purpose at any reasonable time, upon written request stating the purpose to the Greater Chicagoland Section at least ten days before the desired inspection.
2. Sending Reports to the Association. The Greater Chicagoland Section shall submit to the Association each year a copy of its annual financial statements for the previous year, prepared in accordance with generally accepted accounting principles, and a copy of the annual report filed with the State of Illinois to maintain its good corporate standing in the State of Illinois.

ARTICLE X: FISCAL YEAR

1. The fiscal year of the corporation shall begin on the first (1st) day of January and end on the last (31st) day of December each year.

ARTICLE XI: DUES

(RESERVED)

ARTICLE XII: COMMITTEES

1. The Standing committees may consist of Program and Awards committees as necessary.
2. The Program Committee shall be chaired by the Chair-Elect. The program shall be approved by the Board-of Directors.
3. The Awards Committee shall select the awardees and administer the awards as outlined in the awards program.
4. Other committees (e.g., Membership or Publications) may be created by the Board of Directors and the Chair shall be appointed by the Board of Directors.
5. The Board of Directors, by resolution of a majority of Directors in office, may appoint one or more committees, which shall have authority of the Board of Directors. Although, no committee shall have authority of the Board of Directors to amend, alter or repeal bylaws; to elect, appoint or remove a committee member, a Director or officer; to amend or restate Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize sale, lease, distribution, exchange or mortgage of all or substantially all of the Greater Chicagoland Section's property or assets; to authorize voluntary dissolution of the Greater Chicagoland Section or revoke proceedings therefor; or to amend, alter or repeal a resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committees. The

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designation of committee authority shall not relieve the Board of Directors, or an individual Director, of responsibility imposed upon it or them by law.

6. Term of Office. Each committee member shall continue as such until December 31st of that year or until a successor is appointed, unless the committee is first terminated, or such member is removed from such committee or ceases to qualify as a member thereof.
7. Chair. The Board of Directors shall appoint the committee Chair and the Chair shall select the committee members.
8. All committee Chairs shall report to the Executive Committee on a regular basis and no committees shall take any action without the express prior approval of the Board of Directors.
9. Vacancies. Vacancies in committee Chairs or membership may be filled by appointments by the Board of Directors.

ARTICLE XIII: ELECTIONS

1. Nominating Committee. The Nominating committee shall be elected at the annual elections. It shall consist of five members of the Chicago section elected from a slate of seven nominated by the previous Nominating Committee. The person receiving the greatest number of votes shall be Chair or as decided by that Nominating Committee. Not more than three persons nominated for this committee may be incumbents. Officers may not be members of this committee.
2. The Nominating Committee shall propose one or more names for each office to be filled, and seven names for the next Nominating Committee. Members may make suggestions for consideration. A petition signed by 10% or more of the voting members will place a person on the ballot provided they meet the qualifications of the office and that the petition is received before the fifteenth (15th) day of October. All candidates must agree to serve before their names can be put on a ballot. Space must be provided for write-in votes.
3. Ballots shall be sent to all voting members no later than October 15th. The ballots must be returned to a member of the Executive Committee on or before November 15th. The results shall be announced before the next fiscal year. The Association shall be informed of the results on or before November 15th.
4. The elections shall be conducted electronically in a manner to ensure secrecy.
5. Vacancies in elected offices, other than Chair-Elect, shall be filled by the Board of Directors. Should the Chair-Elect position need a replacement, a person may be appointed as Program Chair. The positions of Chair and Chair-Elect must be decided by ballot at the next election.

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ARTICLE XIV: AMENDMENTS

1. Amendments to these bylaws may be proposed by a majority of the Executive Committee or by a petition signed by at least 10% of the voting members.
2. The Corresponding Secretary, or another member of the Executive Committee, shall distribute proposed amendments to the voting members. The ballots must be returned to a member of the Executive Committee in a timely manner. An amendment will become effective immediately if two-thirds of the ballots cast are affirmative.
3. In case the bylaws of the Association are amended or modified so that a given article or bylaw of the Greater Chicagoland Section is no longer consistent with the Association bylaws, the Greater Chicagoland Section Board of Directors is empowered to act and amend the Greater Chicagoland Section bylaws to conform with the Association bylaws. Approval of the Greater Chicagoland Section membership shall not be required for amendments to bring Greater Chicagoland Section bylaws into conformity with Association bylaws.

ARTICLE XV: WAIVER OF NOTICE

1. Whenever any notice is required to be given under the provisions of the Illinois Non-for-Profit Corporation Act, the Articles of Incorporation, or these bylaws, a waiver signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

ARTICLE XVI: EFFECTIVE DATE

1. These bylaws become effective following their adoption.

USEFUL REFERENCES:

1. Illinois General Assembly "General Not For Profit Corporation Act of 1986"
<https://www.ilga.gov/legislation/ilcs/ilcs5.asp?ActID=2280>

Revised by the ADLM Greater Chicagoland Section Executive Committee:

December 17, 2024

Approved by the ADLM Greater Chicagoland Section Membership:

July 01, 2025