

**BYLAWS OF THE
ASSOCIATION FOR DIAGNOSTICS & LABORATORY MEDICINE
NEW YORK UPSTATE SECTION, INCORPORATED**

Article I. Name and Incorporation

The name of the Section is the Association for Diagnostics & Laboratory Medicine New York Upstate Section Incorporated. Pursuant to the original certificate of incorporation, this Section shall conform to the provisions of the Membership Corporation Law of the State of New York. Throughout this document, the name of the section will be referred to as the New York Upstate Section or the Section and the Association for Diagnostics & Laboratory Medicine will be referred as the National Association.

Article II. Purpose

To provide leadership in advancing the practice and profession of diagnostics and clinical laboratory science and for the betterment of health care.

Article III. Geographical Area

The geographical area for the New York Upstate Section shall be all of New York State, except the area designated for Metropolitan New York; and the area of Canada which is east of a line drawn through but not including London and Sudbury, Ontario and west of a line drawn North-South through and including Montreal, Quebec.

Article IV. Membership

1. The rights, privileges and qualifications for membership status shall be identical to those defined in the Bylaws of the National Association.
2. Members of the National Association, in good standing, who reside within the geographical area described in Article III shall comprise the membership of the New York Upstate Section. The Section members shall have voting privileges and/or be eligible to hold elected office where consistent with such rights determined by the National Association.

Article V. Officers

1. The officers of this New York Upstate Section shall be a Chair, Chair-elect, Secretary, Treasurer, and immediate Past-Chair.
2. The Chair shall be the chief executive officer for the New York Upstate Section. He/she shall preside at all official meetings, except as set out in Section 3 below, appoint the chair of all committees except the nominating committee and be an ex-officio member of each committee excluding the nominating committee. This individual shall serve as the Conference Organizing Chair, formerly referred to as the Program Chair. The Chair shall represent the Section at meetings when called upon by the National Association. In the event the Chair is unable to attend, the next highest officer of the section, starting with Chair- elect, shall represent the

section. A record of proceedings from the event shall be provided to the Executive Committee within a reasonable time frame after such event takes place.

3. The Chair-elect shall be the second ranking executive officer, and be designated as Chair for the following year. He/she shall preside at meetings in the absence of the Chair and act for the Chair in case of the Chair's absence or disability, and aid the Chair of the Conference Organizing committee and any other functions delegated by the Chair.
4. The Secretary shall keep minutes of all meetings of the Section at which business is conducted and submit them for approval at subsequent meetings; shall maintain the minutes of meetings as a record and transmit them to the succeeding Secretary; shall maintain an accurate list of the names and addresses of all members; shall keep an accurate list of registrants to Section Meetings; shall prepare and distribute, in consultation with the Chair, the meeting agenda; shall keep record of transactions and legal agreement(s) entered into by the Section; shall carry out such correspondence and other duties of the Section as are delegated by the Chair; shall distribute notices of meetings, ballots and election results to the membership and shall receive and tally election ballots and notify the appropriate representative of the National Association of the results of the election of officers. The Secretary, in conjunction with the Conference Organizing Chair, shall be responsible for making arrangements of the business meetings and member events during the section meetings and conferences and shall be the responsible person to arrange conference registrations either online or onsite.
5. The Treasurer shall receive and disburse all monies authorized by this Section; shall maintain accurate and current records of all credits and debits and balances; shall communicate and work with Section sponsors when available for transitions; shall present a financial statement of receipts, disbursements and current balances at official meetings; shall prepare and submit financial reports to the National Association per its guidelines; shall prepare and submit legally-required tax form(s) to the Internal Revenue Service on behalf of the Section and any applicable state required forms; and shall provide accurate records to be presented for possible audit and to be passed to the succeeding Treasurer.
6. The Past-Chair shall serve as the chair of the Nominating committee and support the function of the Chair.
7. Indemnification of officers of this Section shall be the responsibility of the National Association according to its regulations in effect at the time of the indemnification proceeding.

Article VI. Organization

1. The New York Upstate Section shall be governed by the Bylaws of the Association for Diagnostics & Laboratory Medicine and no part of the Bylaws of the New York Upstate Section shall be in conflict with the Bylaws of the National Association.
2. This Section shall have autonomy in all matters not defined, limited, or reserved by the National Association Bylaws, or by statements of policy officially adopted by standing governance bodies of

the Association.

Article VII. Committees

1. Executive Committee

- a. Composition: The Executive Committee shall consist of the officers (Chair, Chair-elect, Secretary, Treasurer, and immediate Past-Chair). A quorum of the Executive Committee shall consist of a majority of its members, and its formal actions shall require a majority vote by the members present and voting.
- b. Authority: The Executive Committee shall be empowered to act for and on behalf of the New York Upstate Section on matters, which require action between meetings of the Section, except as otherwise provided for in the Bylaws. Actions taken by the Executive Committee shall be reported to the full membership as soon as is practicable, shall be subject to review and ratification by the membership, and shall be recorded in the minutes of the Section meeting following the Executive Committee meeting. Other committees shall be accountable to the Executive Committee.

2. Nominating Committee

- a. Composition: The nominating committee shall consist of the immediate Past-Chair of the Section acting as chair and up to two (2) members. In the absence of the Past-Chair's services, the Chair of the Section will appoint a chair to the Nominating Committee
- b. Duties: The function of this committee shall be to provide a slate of candidates for the elected offices described in Article V and shall recommend candidates for any Section or National Awards. This committee shall report its selections to the Executive Committee in a timely fashion.
- c. The Nominating Committee shall seek input from the membership at meetings of the Section and solicitation by mailed or electronic distribution.

3. The Legislative Committee

- a. Composition: The legislative committee may consist of up to three (3) members.
- b. Duties: The function of this committee shall be to keep informed on legislative actions, laws, and regulations pertaining to clinical chemistry, diagnostics, and laboratory medicine in the geographical area of the Section. Information concerning legislation affecting the practice of clinical chemistry and laboratory medicine shall be reported to the Chair of the Section, and, if desirable, to the appropriate representative of the National Association.

4. Web and Social Media Committee

- a. Composition: The Web and Social Media Committee may consist of up to three (3) section members, and shall include the Secretary and the Artery Ambassador.
- b. Duties: The function of this committee is to facilitate web-based communications for the section; distribute Section news and events; moderate discussions; and promote recruitment of new membership. These include web and social media sites organized by

the Section, the National ADLM, or other relevant organizations.

5. **Conference Organizing Committee**

- a. **Composition:** The Conference Organizing Committee may consist of up to three (3) members appointed by the Chair who shall act as the Conference Organizing Chair.
- b. **Duties:** The Committee shall organize at least two scientific meetings per annum; generally, these meetings will be held in the spring and autumn of each year. The function of this committee shall be to plan, schedule and make necessary arrangements for the scientific and business portions of the Section meetings and to select sites and venues for the Section meetings
- c. **Authority:** The Conference Organizing Committee shall have the authority to establish registration fees per approval of the Executive Committee and to manage funds in payment for meeting expenses.

6. **Actions by Committees**

- Any action required or permitted to be taken by any committee may be taken without a meeting if all members of the committee, as appropriate, consent to the adoption of a resolution authorizing the action and after consultation with the Chair of the Section. Any such action may also be taken by means of telephone calls or similar means and shall be filed with the respective minutes.

7. **Membership, Appointment, and Terms of Office**

Unless otherwise specified in the Bylaws, the following policies and procedures shall apply to all committees.

- a. **Manner of Appointment.** The Chair of a standing or other committee of the Section shall be appointed by the Chair of the Section with the advice, to the extent feasible, of the Executive Committee of the Section. Appointment of additional members of standing and other committees shall be made by the Chair of the Section in the same manner and with the advice of the chair of the committee concerned.
- b. **Terms of Office.** The term of office of all members of standing committees, including the Chair, shall begin on January 1 and end on December 31. Members of standing committees, including the Chair, shall not serve more than two (2) successive full three (3) year terms on any given committee unless there was an agreement between the individual, the nominating committee and all Executive members. Reappointment or selection of the Chair of a standing committee shall be made by the Chair of the Section as described above in Article VII Section 7, at one-year intervals. Reappointment of the Chair of a standing committee shall be made within the above limits of his/her basic term as a standing committee member. The terms of office of all members of ad hoc committees shall be for the duration of existence of the committee or task force specified by the Executive Committee. The Chair of an ad hoc committee shall serve for the duration of existence of such body, if one (1) year or less. The terms of office and eligibility for reappointment of the officers of ad hoc committees of greater than one year, to the extent feasible, will be same as specified above for standing committees with the approval of the Executive Committee. To the maximum extent feasible, the members of all standing committees may be appointed for rotating (overlapping) terms.

8. **Review and Termination**

- a. **Annual Review.** Notwithstanding the foregoing other provisions relating to committees, all appointments of officers and other members thereof shall be subject to annual review by the Executive Committee.
- b. **Termination.** Standing committees of the Section specified in the Bylaws shall be permanent in nature. Ad hoc committees will be subject to annual review by the Executive Committee. They shall cease to exist upon the completion of their respective assigned functions or at the earlier expiration of their duration of existence fixed by the Executive Committee.

Article VIII. Fiscal Matters

1. The fiscal year of the Section shall begin on January 1st and end on December 31st.
2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization); and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.
3. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
4. In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses thereof, be distributed to the National Association, an organization qualified under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and in accordance with New York State law; or for a public purpose.

Article IX. Elections and Vacancies of Office

1. **Elections**
 - a. The Section shall distribute to each member in good standing an election ballot, in accordance with National Association deadlines, the vacancies to be filled and the names of officers-elect put forth by the Nominating Committee. Whenever more than one (1) person has been validly nominated for a given office or position, the rank order of their listing on the ballot shall be determined by lot. Each office shall have a provision for write-in votes.
 - b. Nominees must be members of the Section, and be members eligible to hold elected office consistent with National Association Bylaws. The nominees must have agreed to serve

- before this election.
- c. Section members will receive election ballot information for voting after the slate of officer candidates has been approved by the Nominating Committee. Ballots returned within specified deadline shall be counted by the Secretary. Election results shall be known to Section members in a timely manner after results have been tabulated.
 - d. The nominee who receives a plurality of valid votes for each office shall be declared elected. In the event that no candidate receives a plurality for any office, another election for that office shall be held between those candidates that received the same-highest number of votes. The Executive Committee shall establish conditions for this run-off election.
 - e. The Secretary will inform an appropriate representative of the National Association of the election results by the required deadline, as communicated by the National Association.

2. **Vacancies**

- a. In the event of a vacancy in the office of Chair, the Chair-elect shall succeed to the Chair of the Section for the remainder of the unexpired term and for the following fiscal year. In the event of a vacancy in the office of Secretary or Treasurer, the incumbent Chair shall appoint a qualified person to discharge the duties of that office until January 1 following the next regularly scheduled election, at which election a nominee will be elected to fill the unexpired term, beginning January 1.
- b. In the event of a vacancy in the office of Chair-elect, appointment of a qualified person to fill the vacancy of the Chair-elect shall be made by the executive officers. This term shall include the unexpired term as Chair-elect and to succeed to the office of Chair. The incumbent Chair shall continue in office, if necessary, until his/her successor has been appointed. This section shall not apply when the Chair-elect position becomes vacant due to subsequent succession of Chair-elect to Chair.
- c. Resignations of officers, with the exception of the Chair, shall be submitted, in writing, to the Chair. The resignation of the Chair shall be submitted, in writing, to the Executive Committee and, upon acceptance, the Chair-elect shall assume the office of Chair.

Article X. Terms of Office

1. Each elected officer shall serve for one year. The term of office shall start January 1, and terminate December 31, or until a successor is elected or appointed.
2. Each officer shall be permitted to succeed himself, with the exception of the Chair and the Chair-elect. These two officers shall not be eligible for re-election to either of these officers until one year has elapsed following their last term of office.
3. In the event that the office of the Chair becomes vacant, the Chair-elect shall become Chair for the remainder of the term and will continue to be Chair for the following regular one year term.
4. If a vacancy occurs in any other office, the Chair shall appoint a successor for the remainder of the term. Such an appointee shall be eligible for election to any office at the end of that term.

Article XI. Business Meetings

1. The Section shall convene for no less than two meetings per annum. The Executive Committee will be responsible for scheduling meetings to be held at times and places convenient for the membership. Notice of the holding of the stated meetings of the Section shall be distributed to each member in advance of such meeting by mail, email, posting on the Section website, or other suitable means of communication.
2. At the stated meetings there shall be a business meeting of the membership of the Section at which the presiding officer shall be the Chair or in the absence of this, the next-ranking member of the Executive Committee that is present. The quorum shall consist of all members in attendance at the business meeting. Motions requiring a vote will be decided by simple majority of members, in good standing of this Section, attending the business meeting.
3. The conduct of all business meetings of the Section and its constituent bodies 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 rules of order of the Association or the Section.

Article XII. Amendments and Revision

Bylaws will be reviewed at least every three years by the Executive Committee and amendments proposed as deemed necessary. In addition, bylaws will be reviewed if there is an off-cycle change in the Executive Committee membership.

Amendments to these Bylaws, in whole or in part, may be made as follows:

Upon receipt of proposed amendment and acceptance by the Executive Committee and by a majority of the members attending the business meeting, the Secretary shall distribute a ballot to each Section member in good standing. Voting information and deadline shall be communicated at the time of ballot distribution. Ballots returned within specified deadline shall be counted by the Secretary. Proposed amendments shall become effective at the time specified, upon receiving a two-thirds affirmative vote of all valid ballots cast.

Adopted, October 20, 1983
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