BYLAWS

UNITED STATES AND CANADIAN ACADEMY OF PATHOLOGY, INC.

USCAP

Creating a Better Pathologist

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(As adopted by the membership on October 14, 1986 and amended in 1995, 2006, 2013, 2014, 2015)

ARTICLE I – PURPOSE

The United States and Canadian Academy of Pathology (USCAP) is a non-profit membership organization incorporated in the District of Columbia which is committed to providing pathologists with high quality continuing medical education at the investigative and applied practice levels and to reinforcing and updating members' knowledge of pathology in their area(s) of interest and need with special emphasis on the understanding of pathologic processes.

ARTICLE II – MEMBERSHIP

SECTION 1 – Membership definition and categories

Regular Members – Voting Members

Regular Members are individuals who meet the following criteria:

A physician, scientist or allied health professional who has completed nationally/internationally recognized training in anatomic, clinical, hematologic and/or molecular pathology, or in an equivalent/related field, as approved by the Board; must maintain status of good standing that includes up-to-date payment of dues. Regular Members may vote and participate on committees.

Trainee Members – Voting Members

Trainee Members must be enrolled in a pathology or equivalent professional training program, recognized by the Academy, leading towards qualification for Regular Member status. Trainee Members may vote and participate on committees.

Retired Members – Non-voting Members

Retired Members are individuals who meet the following criteria:

Have been members in good standing of the IAP or/USCAP for a minimum of five (5) years and have retired from gainful employment in the practice of pathology. Retired Members are non-voting members. They may serve as advisors to committees.

Honorary Members - Non-voting Members

USCAP may grant Honorary Membership to individuals who have made major contributions to human health, pathology or the Academy. Honorary Membership is proposed by at least two (2) Regular Members of the Academy and must be approved by the Board of Directors. Honorary Members are non-voting members. They may serve as advisors to committees.

Adjunct Members – Non-voting Members

Adjunct Members are individuals who have an interest in pathology or a related field who do not meet the criteria for any other membership category. Applicants for Adjunct Membership must provide the necessary information and fees. Adjunct Members are non-voting members and cannot participate on committees.

SECTION 2 - Election to Membership in the USCAP

An individual seeking membership will submit an application supported by documentation and information as stipulated by the Board. Membership applications are subject to approval by the Board of Directors. Transition to Retired Membership will be considered by the Board, upon request of a Member who may qualify for such status.

SECTION 3 – Membership Dues

Dues for all categories of membership shall be proposed by the EVP and approved by the Board. The Board may also impose assessments and other mandated fees. Membership in the USCAP will be forfeited by non-payment of Board mandated fees and dues in a timely fashion.

SECTION 4 - Membership in the International Academy of Pathology (IAP)

The USCAP maintains an Affiliation Agreement with the IAP which relates to membership in the IAP for Members of the USCAP. This Affiliation Agreement, not included in these Bylaws, informs USCAP Members of the USCAP/IAP agreements and may be obtained upon request from the corporate office of the USCAP.

ARTICLE III – FUNDS

SECTION 1 - Depositories and Investments

All revenue belonging to the USCAP shall be deposited, invested and managed according to policies adopted by the Board.

ARTICLE IV – OFFICERS

SECTION 1 - Officers

The officers of the USCAP shall be a President, Immediate Past-President, President-Elect, Vice-President, Secretary, and Treasurer. Officers serve one-year terms, beginning on April 1st. No officers, other than the secretary and the treasurer, may serve more than one term in an office, but may be re-elected after having been out of that office for a minimum of three years. The secretary and the treasurer are elected to 3-year terms, renewable at the discretion of the Board.

SECTION 2 - President

The President is the chief elected officer of the USCAP and shall preside over all meetings of the Board, membership of the USCAP, and Executive Committee. The President shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors and shall assume the office of Immediate Past President upon the completion of his or her term.

SECTION 3 – President-Elect

The President-Elect shall, in the absence of the President or in the event of the President's inability or refusal to act, perform the duties of the President and, when so acting, have the powers of, and be subject to the restrictions upon, the President. The President-Elect shall perform such duties as may be prescribed by the Board of Directors or the President and shall assume the office of President upon the completion of the term of his or her predecessor.

SECTION 4 – Vice President

The Vice-President shall perform such duties as may be prescribed by the Board of Directors or the President and shall assume the office of President-Elect upon the completion of the term of his or her predecessor.

SECTION 5 – Immediate Past-President

The Immediate Past-President shall serve as the Chair of the Nominating Committee.

SECTION 6 – Secretary

The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members, assure that appropriate notice is given for all meetings of the Board and Members, and perform such other duties as may be prescribed by the Board or by the President.

SECTION 7 – Treasurer

The Treasurer shall assure that accurate accounts of the receipts and disbursements of the USCAP are maintained, cause financial reports to be provided to the Board, and perform such other duties as may be prescribed by the Board or the President.

SECTION 8 – Executive Vice-President

As a paid staff member of the organization, the Executive Vice-President will have responsibility for all business functions of this organization and will report to the Board through the President. He or she will be an *ex officio*, non-voting member of the board and all committees of this organization with the exception of such committees that may be appointed by the Board to review his or her performance. He or she may also be excused from executive sessions of the Executive Committee or the Board of Directors by majority vote of either unit.

The Executive Vice President shall be responsible for maintaining and safekeeping all USCAP documents and records including ballot results and fiscal accounts. In addition, the Executive Vice-President shall be responsible for the proper receipt and disbursement of funds belonging to the Corporation. The Executive Vice-President is responsible for carrying out the business of the USCAP and for the implementation of all policies and actions adopted by the Board and the Executive Committee and shall hire, fire, and supervise all other paid employees of the organization and its subsidiary units.

The Executive Vice-President's employment terms will be specified in a contractual agreement. The appointment and

the Executive Vice-President's job performance will be reviewed by the Board annually and prior to any subsequent terms. The Executive Vice-President may be terminated for cause as outlined in his or her contractual agreement as offered by the Board.

SECTION 9 - Executive Committee

There shall be an Executive Committee of the Board consisting of the President, President-Elect, Vice-President, Secretary, Treasurer, the Immediate Past President and Executive Vice President. The Executive Vice President will be an *ex officio*, non-voting member.

SECTION 10 - Duties of the Executive Committee

The Executive Committee shall act for the Board, and shall have and may exercise all of the authority, powers and rights of the Board in the interim between regular and special meetings of the Board, except that the Executive Committee shall not have authority to act for the Board with respect to the amendment of these Bylaws, the filling of vacancies in any office, the establishment or modification of the level of compensation of any officer, or the hiring and firing of the Executive Vice-President, though the Executive Committee may make recommendations to the Board on all such matters. All actions taken by the Executive Committee shall be reported at the next meeting of the Board.

ARTICLE V – BOARD

SECTION 1 - Duties of the Board

The business and affairs of the USCAP shall be managed by the Board of Directors except as otherwise required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

SECTION 2 - Board of Directors

The Board shall consist of between thirteen (13) and fifteen (15) directors, which will include the President, President-Elect, Vice-President, Immediate Past-President, Secretary, and Treasurer of the USCAP and eight to ten additional at large members of the USCAP elected by Members of the USCAP. The Executive Vice-President of the USCAP shall be a non-voting *ex officio* member of the Board who may or may not be excused when the Board goes into executive session. At large directors serve terms of three (3) years beginning on April 1, following the adjournment of the annual meeting of Members at which their election is announced, the terms to be staggered, when practicable, in such manner that the terms of no more than three (3) Directors expire each year. At large directors are eligible for two consecutive terms of office subject to re-election.

SECTION 3 - Election of Directors and Officers

A slate of names of candidates for positions as Directors is formulated by the Nominating Committee. The Committee will submit the slate to the Board of Directors for approval, after which it will be sent to the Membership of the USCAP no less than sixty (60) days before the annual meeting. The election results will be determined by plurality of votes by ballot and the results of the election will be ratified by the Secretary before being announced at the Annual Business Meeting. The Vice-President, Secretary and Treasurer are nominated by the Nominating Committee and elected by the Board of Directors.

SECTION 4 – Removal of Officers and Directors

Any officer or director may be removed from office at any time by affirmative vote of two-thirds of all voting Board

members then in office at any regular or special meeting called for that purpose for nonfeasance, malfeasance, or conduct detrimental to the interests of the Academy, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out the Academy's purposes. Any director proposed to be removed shall be entitled to at least ten days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

SECTION 5 - Vacancies

If the office of President shall become vacant, the President-Elect shall assume the duties of President for the remainder of the term and the Vice-President will assume the duties of the President-Elect for the remainder of the term; such service shall not affect these individuals' eligibility to serve for the succeeding year as well. If any office other than that of President or President-Elect shall become vacant, the Board shall fill the office by appointing an individual to fill out the remainder of the term. Officers shall serve until their successors are elected and qualified, generally for one year.

SECTION 6 - Representatives on the IAP Council - "International Councilors"

The USCAP shall be represented on the Council of the IAP by "International Councilors" in the manner provided in the currently applicable Affiliation Agreement. These representatives, at least one of whom shall be an officer of the USCAP, shall be appointed by the USCAP Board from its own members.

ARTICLE VI – COMMITTEES

SECTION 1 – Nominating Committee

There shall be a Nominating Committee, consisting of the three (3) immediate Past-Presidents and two members appointed by the Board from the USCAP membership, each to serve two-year staggered terms. The immediate Past-President of the USCAP shall be the Chair. If any of these individuals cannot serve, the Board may appoint a replacement.

The Nominating Committee may solicit the entire membership for the names of persons who might be qualified and interested in serving in elected positions, but this action is not required. The Nominating Committee will formulate a slate of names and submit it to the Board of Directors for approval.

SECTION 2 - Committees

The Board may appoint standing committees or temporary task forces that may include one or more members of the Board and other members of the USCAP, as are necessary or desirable for the proper administration of the USCAP's affairs or may facilitate the accomplishment or furtherance of the USCAP's goals, objectives or purposes. These committees will not have the power to expend funds of the organization or make policy except as directed and approved by the Board or Executive Committee. Budgets for their operation must be approved by the President, the Treasurer, the Executive Vice-President or other officer or staff person given such authority by the Board. Similarly, committees of the Board may recommend but not enact policy for the organization.

Committee and task force chairs and members are proposed for appointment by the Executive Committee and approved for or removed from these positions by the Board.

ARTICLE VII – MEETINGS

SECTION 1 - Annual Meeting of the Membership

An annual meeting of Members of the USCAP shall be held at a time and place determined by the USCAP Board, unless there are conditions, as determined by the Board, such as war, natural disaster, or financial exigency, which make the holding of such an annual meeting impractical. Cancellation or postponement of annual meetings, however, will not extend the terms of Board members or officers.

The Annual Meeting program for the corporation shall be in two (2) parts:

1. An Educational Meeting, including all scientific and instructional sessions; and,

2. A Business Meeting, presided over by the President and conducted in accordance with Sturgis Standard Code of Parliamentary Procedure. The minutes of the annual business meeting will be published in a newsletter or otherwise made available to the membership.

SECTION 2- Meetings of the Board

The Board shall meet at least twice annually at such times and places as are determined by the Board. These meetings may be in person, by telephone, or by electronic means provided that all members of the Board participating in the meeting are able to hear each other at the same time.

SECTION 3 - Special Meetings

Special meetings of the Membership may be called at the discretion of the President with the consent of a majority of the Board, but shall be called by the President upon the written request of 10% or more of the Members having voting rights, such meetings to be held at a time and place determined by the Board. Written notice stating the purpose(s), place, day and hour of the special meeting shall be sent to each Member not less than thirty (30) days before the date of such meeting.

Special meetings of the Board may be called at any time by the President and shall be called by him/her upon the written request of 20% of the board members in office at the time of the meeting. Written, telephonic or electronic notice stating the place, day and hour of the special meeting shall be transmitted to each Board Member before the date of such meeting.

Special meetings of the Board may be held in person, by telephone or electronic means provided that all members of the Board participating in the meeting are able to hear each other at the same time.

Special meetings of the Executive Committee may be called at any time by the President, or by any three (3) members of the Executive Committee. Such meetings may be held in person, by telephone or electronic means provided that all members of the Committee participating in the meeting are able to hear each other at the same time.

SECTION 4 - Quorum and Voting

Membership Meetings: Thirty (30) members present in person, at least four (4) of whom shall be Board members, constitute a quorum for the transaction of business at any annual or special meeting of the Membership. Only members present in person may vote.

Board Meetings: The majority of Board members in office at the time of the meeting shall constitute a quorum for

the transaction of business at any semi-annual or special meeting of the USCAP Board. Only Board members present in person may vote, with these exceptions: a Board member present by means of conference telephone or similar communication equipment that allows all persons participating in the meeting to hear each other at the same time, shall be deemed present in person and permitted to vote at such meeting. The Secretary shall indicate in the official minutes of the meeting the means by which each qualified Director attended each meeting.

Executive Committee Meetings: The majority of the officers in office at the time of the meeting, at least one of which shall be the President or President-Elect shall constitute a quorum for the transaction of business at any meeting. Members of the Executive Committee may vote under the same requirements stipulated above for Board meetings.

SECTION 5 - Action by the Members Without a Meeting

The Board is empowered to submit matters by mail or electronic ballot to the voting membership for action without a meeting. Approval by ballot pursuant to this section shall be valid only when number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

ARTICLE VIII – EXPULSION AND FORFEITURE OF MEMBERSHIP

The following acts shall constitute violations of organizational standards of conduct

(1) Misrepresenting membership qualifications
(2) Persistent verbal, written, electronic or physical conduct of an offensive nature that disrupts the organization's ability to operate or function
(3) Misuse or unauthorized use of property and/or records
(4) Serious professional misconduct, criminal activities, or flagrant examples of moral turpitude

A Member accused of violating the standards of conduct shall be notified in writing via certified mail ten days prior to a meeting of the Board called to consider the alleged violation. Such notice shall include: the date, time, and place of the meeting of the Board or a committee formed by the Board to investigate and/or prosecute such violations. It will also include the following items: a short and plain statement of the available facts concerning the allegation and a detailed description of the alleged violation, and a plan to provide the accused an opportunity to respond in writing, or in person. The accused may choose to be represented by a person of his or her choosing at the meeting, including legal counsel.

The Board, or the committee appointed for such purpose, will meet in executive session (unless the Member concerned requests an open session), to consider the facts and render a decision. A Member may be expelled by a two-thirds (2/3) vote of Board members present. This meeting may be held in person, by telephone or electronic means as long as all persons participating in the meeting can hear each other at the same time. The President shall notify the Member in writing of the decision of the Board within five (5) days following the meeting. Such notice will be deemed to have been delivered by postmark or postal receipt. An expelled member may apply to the Board for reinstatement no sooner than one year after the date on the notification of expulsion and not more than once per year if denied. The Board may require such restitution as in its wisdom will amend the offense for which the member was expelled.

ARTICLE IX – INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

The USCAP shall, as permitted by D.C. Code §§29-406.51 and 29-406.56, or corresponding provisions of any successor statute, indemnify any present or former officer or Board member or the personal representative thereof, made or threatened to be made a party in any action or proceeding by reason of the fact he/she, his/her testator or intestate, is or was a Board member or officer, is or was serving at the request of the USCAP as a director, officer, employee or agent of, or delegate to, The International Academy of Pathology, Inc., or any other corporation or enterprise or as a fiduciary of any benefit plan (including, without limitation, indemnification with respect to judgments, amounts paid in settlement are reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or the investigation or settlement thereof, or in any appeal therein or therefrom). The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, his testator or intestate, may be entitled.

ARTICLE X – DISSOLUTION OF THE USCAP

Any resolution to dissolve the USCAP must come from the Board and be presented to the Membership for action at any regular or special meeting of the membership. Any dissolution must be done in accordance with the provisions of the District of Columbia code governing the dissolution of Nonprofit Corporations and pertinent regulations in effect at the time of dissolution by the Internal Revenue Service.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by the Members by a two-thirds vote of the Members voting thereon. No amendment shall be submitted to Members for adoption unless it has first been reviewed by the Board, whose recommendation and a statement of the reason(s) thereof together with a copy of the text of the proposed amendment, will accompany the notice of the meeting, provided no less than sixty (60) days before the meeting where a vote is to be taken at a business meeting, or accompany the mail ballot if the proposal is submitted to the Members for approval by mail ballot without a meeting.

The foregoing Bylaws were adopted by a two-thirds majority of qualified voters at the annual meeting of the USCAP on March 24, 2015.