

**PROPOSED REVISIONS TO THE USCAP BYLAWS
REGARDING THE USCAP FOUNDATION
January 22, 2010**

ARTICLE IV – Officers, Council, Executive Committee, **Foundation Board**, Councilors and International Councilors

Amend Section 3 – “Council” to read: “There shall be a Council consisting of the officers, the most immediate past President and nine (9) members elected by the Members of the Academy having voting rights. **A Chair of the USCAP Foundation Board shall be a member *ex officio* of the Council.**”

ARTICLE V – Duties of the Council and the Executive Committee

Amend Section 1 – “Duties of the Council”, to read: “The Council shall be responsible for formulating all policies governing the affairs of the Academy, including the conduct of its business; shall authorize, by general or specific resolutions, the disbursement of the Academy’s funds; **and shall receive reports and recommendations from the USCAP Foundation Board.**”

ARTICLE VI – “Duties of Officers”

Amend by adding between paragraphs three and four, the following: **The Executive Vice-President shall sit on the Foundation Board in an *advisory* capacity and shall supervise the Director of Marketing/Development.**”

Add a new ARTICLE VIII (and renumber all subsequent articles) as follows:

ARTICLE VIII – THE USCAP FOUNDATION

Section 1 – Mission

The USCAP Foundation exists to further the goals of the Academy by broadening the base of support for programs that will benefit the field of pathology.

Section 2 – Foundation Board

(a) Membership.

The USCAP Foundation Board shall consist of a minimum of ten (10) members up to twelve (12) members, at least half of whom shall be regular members in good standing of the Academy.

(b) Appointment.

Members of the USCAP Foundation Board shall be appointed by the USCAP Council, upon the recommendation of the Nominating Committee of the Foundation Board and the Executive Vice President.

(c) Terms.

Board members shall be appointed for a three-year term, staggered so that approximately one-third of the members complete their terms each year. Upon completion of an initial three-year term and upon recommendation of the Nominating Committee of the USCAP Foundation Board, a member may be appointed to a second three-year term. Upon completion of two (2) consecutive three-year terms, a member may not be appointed to another term until at least one year has passed.

(d) Role, Responsibilities and Procedures. The specific roles and responsibilities of the USCAP Foundation and its board members, the frequency of Board meetings, and other policies and procedures of the Foundation shall be clearly articulated, in writing, in the records of the Foundation.