

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

TABLE OF CONTENTS

<u>ARTICLE 1: OFFICES</u>	<u>2</u>
<u>ARTICLE 2: PURPOSES</u>	<u>2</u>
<u>ARTICLE 3: MEMBERS</u>	<u>3</u>
<u>ARTICLE 4: DIRECTORS</u>	<u>7</u>
<u>ARTICLE 5: OFFICERS</u>	<u>11</u>
<u>ARTICLE 6: COMMITTEES</u>	<u>15</u>
<u>ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS</u>	<u>17</u>
<u>ARTICLE 8: CORPORATE RECORDS, REPORTS AND SEAL</u>	<u>18</u>
<u>ARTICLE 9: AMENDMENT OR REPEAL OF BYLAWS</u>	<u>19</u>
<u>ARTICLE 10: AMENDMENT OF ARTICLES</u>	<u>19</u>
<u>ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS</u>	<u>20</u>
<u>ARTICLE 12: INDEMNIFICATION AND INSURANCE</u>	<u>21</u>
<u>Revision and Approval History</u>	<u>22</u>

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

ARTICLE 1: OFFICES

- 1.1 **Principal Office.** The principal office of the Corporation for the transaction of its business shall be located in the City and County of San Francisco, California or at such other place as may from time to time be designated by the Board of Directors of this Corporation (the “Board), as set forth in these Bylaws. The county of the Corporation’s principal office can be changed only by amendment of these Bylaws in accordance with Article 9 and not otherwise. The Board may, however, change the principal office from one location to another within the named country, and such changes of address shall not be deemed an amendment of these Bylaws.
- 1.2 **Additional Offices.** The Corporation may also have offices at such other places within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.
-

ARTICLE 2: PURPOSES

- 2.1 **Objectives and Purposes.** The specific purposes for which this Corporation is organized are to advance the education of and promote the scientific knowledge of individuals in the clinical chemistry field in a manner which is exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”), to engage in any other exempt activities which are approved by the members of the Corporation, and to further undertake all activated associated therewith.
- 2.2 **Minimum Number of Educational Meetings.** The Corporation shall convene no less than four educational meeting per year
- 2.3 **Parent Organization: Territory.** The Corporation is a local section chartered by the AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY, INC., a national exempt organization (the “National Organization”). The Corporation shall operate in the following territory: (i) all of the northern California region north of the counties of Fresno and San Luis Obispo counties (the southern-most California counties of the territory to include Monterey, Can Benito, Merced, Madera and Mono counties, (ii) all counties of Nevada, other than Clark Country, Nevada and (iii) all of the State of Hawaii.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- 2.4 **Governance of National Organization.** The Corporation shall be governed by and subject to the Constitution and Bylaws of the National Organization, and no part of the Corporation's Articles of Incorporation or these Bylaws shall be interpreted so as to be in conflict with the Constitution and Bylaws of the National Organization. In the event of any conflict, the Constitution and Bylaws of the National Organization shall prevail.
- 2.5 **Funding.** The Corporation may seek contributions, bequests, gifts and grant funds to provide necessary capital for funding its activities.
- 2.6 **Clubs.** The formation of local clinical chemistry clubs is encouraged to enable local groups of members, in Honolulu for instance, to meet and share ideas on a regular basis.
-

ARTICLE 3: MEMBERS

- 3.1 **Members: (including Emeritus; Honorary; Affiliate; Student).** This Corporation shall have "members" within the meaning of section 5056 of the California Corporation Code. The members of the Corporation shall be open to all members in good standing of any category of the National Organization named in Section 2 above.
- 3.2 **Term of Membership, Removal or Resignation.** Each person who qualifies as a member of the Corporation shall remain a member for so long as the member continues to satisfy the requirements of membership set forth in Section 3.1 above and for so long as the member pays the dues, if any, required by the Board of Directors pursuant to Section 3.3 below. A member may be removed upon the vote of the Board of Directors for failure to satisfy the requirements of membership. A member may resign his or her membership by a writing delivered to the Board. Any member who resigns his or her membership may re-apply for and obtain a new membership at any time, upon satisfaction of the requirements of membership set forth in Section 3.1.
- 3.3 **Dues.** The Board of Directors, its sole discretion, may require the payment of the annual dues in such amounts as the Board of Directors may establish from time to time. The decision of the Board of Directors as to imposition of annual dues, or the amount of such annual dues, may be overturned or amended upon the vote of a majority of the members. The Board of Directors shall determine the rules for payment of annual dues, including without limitation the due date for annual dues and the proration of annual dues for a member who joins or withdraws from membership during the Corporation's fiscal year.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- 3.4 **Rights of Members.** The members shall have all rights granted to members under the California Nonprofit Corporations Law, including without limitation the rights of members set for the in Sections 5000-6815, inclusive.
- 3.5 **Place of Meetings.** Meetings of the members shall be held at the principal office of the Corporation unless otherwise determined by the Chair or at such place within or without the State of California which has been designated from time to time by resolution of the Board. Any meeting, annual, regular or special may be held by conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. As used herein, the term “meetings of the members” shall not include educational meetings, seminars programs or forums held by the Corporation in the performance of its expect functions, but shall mean only meetings held for the purpose of the governance of the Corporation.
- 3.6 **Regular and annual Meetings and Election of Officers.** An Annual Meeting of the members shall be held at the first Educational Meeting of the calendar year as designated by the Chairs, pursuant to Section 4.8 below. Regular Meetings of the members shall be held at such times as the Chair shall designate. Successor officers of the Corporation shall be elected by the members by secret ballot pursuant to Section 5.2 or, if specifically called and directed by the Board of Directors for good cause, at the Annual Meeting. Cumulative voting for the election of officers shall not be permitted. The candidates receiving the highest number of votes for each office to be elected shall be elected to such office. Each member shall cast one vote, with voting being by ballot only
- 3.7 **Special Meetings.** Special meeting of the members may be called by the Chair, the Secretary, any Director or by the written request of at least ten (10) percent of the members, by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.
- 3.8 **Notice of meetings.** Meetings of the members shall be held upon four (4) days notice by first-class mail or equivalent delivery service or forty-eight (48) hours notice delivered personally or by telephone, telegraph, facsimile or electronic mail. The notice shall be deemed to be delivered on its deposit in the mails or delivery service, on its recording by phone mail, on its delivery to the telegraph company, or its transmission by facsimile or electronic mail. Such notices shall be addressed to each member at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent members if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to members absent from the original meeting if the

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

- 3.9 **Contents of Notice.** Notice of meetings shall specify the place, day and hour of the meeting. The purpose of the Annual or regular meetings need not be specified in the notice, except as required by law. The purpose of the meeting and the business to be transacted at a Special Meeting shall be specified in the notice of any special meeting, in accordance with the California Nonprofit Corporations Law, but such notice shall not prevent the members from acting upon matters not specified in the notice.
- 3.10 **Waiver of Notice and Consent to Holding Meetings.** The transactions of any meeting of the members, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each member not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting
- 3.11 **Quorum For Meetings.** A quorum shall consist of five (5) percent of the members based on the number of active members as of the previous June 1st. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the members at any meeting at which a quorum, as herein after defined, is not present, and the only motion which the members shall entertain at such meeting is a motion to adjourn, though business matters may be discussed and recommendations adopted for submission to the members at the next meeting at which a quorum is present. When a meeting is adjourned for lack of a quorum, notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting shall be given as provided in Section 3.8 above. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.
- 3.12 **Majority Action as Members Action.** Every act or decision done or made by a majority of members present at a meeting duly held at which a quorum is present is the act of the members, unless the Articles of Incorporation or Bylaws of this Corporation, or provision of the California Nonprofit Corporation Law require a greater percentage or different voting rules for approval of a matter by the members. Unless specifically required by the Articles of Incorporation or Bylaws of this

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

Corporation, or provision of the California Nonprofit Corporation Law, it is specifically confirmed that the quorum requirement for any act or decision shall be as set forth above 2.11

- 3.13 **Conduct of Meetings.** Meetings of the members shall be presided over by the Chair, or in his or her absence, the Chair-Elect, or, if no such person has been elected by the members or, in the absence of each of these persons, by a chairperson chosen by a majority of the members present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, or such other rules as a majority of the members may designate, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of the law.
- 3.14 **Action by Written Consent Without Meeting.** Any action required or permitted to be taken by the members under any provides on of law may be taken without a meeting, if a majority of the members shall individually or collectively consent in writing to such action. For the purposes of this Section only, a "majority of the members" shall mean a majority of the members responding in writing to such action, provided that written request for the proposed action is given to all members of the Corporation and at least ten (10) percent of the members respond to such request for the action by written consent, whether positively or negatively. For the purposes of this section only "writing" may include facsimile (fax) if the members signature is shown; electronic mail; or "hard copy". In addition, for the purposes of this section only, a "majority of the members" shall not include any member who is also an "interested Director: as defined in Section 5233 of the California Corporation Code. Such written consent or consents shall be filed with the minutes of the proceedings of the members and shall have the same force and effect as the majority vote of the members. Any certificate or other documents filed under any provisions of law which relates to action so taken shall state that the action was taken by written consent of a majority of the members without a meeting and that the Bylaws of this Corporation authorize the members to so act, and such statement shall be prima facie evidence of such authority.
- 3.15 **Action by Proxy.** Any members may designate an agent to exercise the member's voting rights, or to take any other action permitted to members under these bylaws or the California Nonprofit Corporation Law, by power of attorney or proxy.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

Any such power of attorney or proxy shall be subject to the provisions of Section 5613 of the California Corporation Code.

- 3.16 **Associate Members.** Nothing in this Article shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as “members” even though such persons are not members as defined in Section 5056 of the California Corporation Code or Section 3.1 above. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in Section 5332 of the California Corporation Code, and no such reference shall constitute any one a member of this Corporation, or otherwise confer any of the rights of members.
- 3.17 **Non-Liability of Members.** No member of the Corporation shall be personally liable for the debts, liabilities or other obligations of the Corporation.
-

ARTICLE 4: DIRECTORS

4.1 **Number. The Corporation shall have at least (6) Directors.**

4.2 **Powers.**

4.2.a **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and the rights of the members, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

4.2.b **Specific Powers.** Without prejudice to the general powers set forth above in Section 4.2.a above, but subject to the same limitations, the Directors shall have the power to:

- (i) Appoint and remove all the Corporations’ agents and employees (other than the Corporation’s officers who are elected by the members), prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation and require from them security for faithful performance of their duties.
- (ii) Change the address of the principal business office in California from one location to another, subject to the restrictions set forth in Article I above, cause the Corporation to be qualified to conduct its activities in any state, territory, independency or country, within or

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

outside California, and designate any place within or outside California for holding any meeting.

- (iii) Adopt and use a corporate seal and alter the form of the seal.
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposed in the Corporation's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
- (v) Unless otherwise determined by a court of competent jurisdiction, determine the organization or organizations to which the assets of the Corporation shall be distributed upon dissolution, subject to the limitations set for the in the Corporation's Articles of Incorporation.

4.3 **Duties.** It shall be the duty of the Directors to:

4.3.a **Perform All Duties.** Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these bylaws.

4.3.b **Employ and discharge Employees.** Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees.

4.3.c **Supervise Officers and Employees.** Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

4.3.d **Meet as Required.** Meet at such times and places as required by these Bylaws.

4.3.e **Register Information.** Register their addresses with the Secretary of the Corporation and notify the Secretary of the Corporation of such addresses so that notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

4.4 **Terms of Office: Qualification of Directors.** Each Director shall hold office until the next annual meeting for election of the Board as specified in these Bylaws, or until his or her successor is elected and qualified. The Directors shall be those persons elected by the members of the Corporation, or who are otherwise authorized under these Bylaws, to fill the following offices: a Chair, a Chair-Elect, an

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

Immediate Past Chair, a Secretary, a chief financial officer who shall be designated the Treasurer, and a Delegate to the National Organization. As many as two additional directors, non-voting members-at-large, may be elected each year for a one year term.

- 4.5 **Compensation.** Directors shall serve without compensation
- 4.6 **Conflict of Interest.** A Director shall excuse himself or herself from any vote upon any matter in which that Director has a financial conflict of interest. The foregoing, however, shall not affect the right of any Director to:
- (i) Make donations to this Corporation; or
 - (ii) Vote to approve the reimbursement of expenses for or fix the reasonable compensation of any Director or officer, including him or herself, in accordance with the provisions of Section 5235 of the California Corporation Code.
- 4.7 **Place of Meetings.** Meetings shall be held at the principal office of the Corporation unless otherwise determined by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the board. Any meeting, annual, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.
- 4.8 **Regular and Annual Meetings.** The Annual Meeting of the Board shall be held in conjunction with the first Educational Meeting of the calendar year as designated by the Chair. At least one Regular Meeting shall be held on a date designated by the Chair.
- 4.9 **Notice of Meetings.** Meeting of the Board shall be held upon four (4) days' notice by first-class mail or equivalent delivery service or forty-eight (48) hours notice delivered personally or by telephone, telegraph, facsimile or electronic mail. The notice shall be deemed to be delivered on its deposit in the mails or delivery service, on its recording by phone mail, on its deliver to the telegraph company, or its transmission by facsimile or electronic mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation.
- 4.10 **Contents of Notice.** Notice of meetings shall specify the agenda, place, day and hour of the meeting. Such notice shall not prevent the Board from acting upon matters not specified in the agenda.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- 4.11 **Quorum For Meetings.** A quorum shall consist of a majority of Directors then in office. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the board shall entertain recommendations adopted for submission to the Board at the next meeting at which a quorum is present. When a meeting adjourned for lack of a quorum, notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting shall be given as provided in Section 4.10 of this Article. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation by Bylaws of this Corporation.
- 4.12 **Majority Action as Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.
- 4.13 **Conduct of Meetings.** Meetings of the board shall be presided over by the Chair, or in his or her absence, the Chair-Elect, or, if no such person has been elected by the board or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act a Secretary of all meeting of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order.
- 4.14 **Act by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the board under any provision of law may be taken without a meeting, if all Directors shall individually or collectively consent via writing or electronic mail to such action. For the purposes of this section only, "all Directors" shall not include any "interested Directors" as defined in Section 5233 of the California Corporation Code. Such written consent or consents shall be filed with the minutes of the proceeding of the board and shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other documents filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- 4.15 **Vacancies and Removal.** Vacancies on the Board shall exist (1) on the death, resignation or removal of a Director, and (2) whenever the number of authorized Directors is increased. Directors may be removed, with or without cause, by a majority of the members of the Corporation. Any Director may resign effective upon giving written notice to the Chair, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the Board may be filled by the majority of Directors then in office, whether or not less than a quorum. A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board or until his or her death, resignation or removal from office.
- 4.16 **Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
-

ARTICLE 5: OFFICERS

- 5.1 **Number of Officers.** The officers of the Corporation shall be a Chair, a Chair-Elect, the Immediate Past Chair, a Secretary and a chief financial officer who shall be designated the Treasurer, and a Delegate to the National Organization. The Corporation may also have, as determined by the Board, one or more Assistant Secretaries, Assistant Treasurers, or other officers. As many as two non-voting Members-at-Large may be elected each year for a one year term. Any number of offices may be held by the same person except that neither Secretary nor the Treasurer may serve as the Chair.
- 5.2 **Qualification, Nomination, Election, Term of Office, Succession.** Only a member may serve as an officer of this Corporation. Except as otherwise provided below, officers shall be elected by the members of the Corporation by secret ballot, in the manner described in this Section 5.2.
- (i) **Nominations.** Nominees for office shall be those selected by the Nominating Committee or those nominated from the floor by members at any meeting. All nominees must have agreed to serve in such office before election.
 - (ii) **Election.** Election of officers shall be by secret ballot. The Secretary of the Corporation shall provide to the members by October 10 of each year a ballot showing the offices to be filled and the nominees for each office. In addition, the ballot shall contain a space for each office for write-in votes. The deadline for voting shall be November 10 of such year. The nominees receiving a plurality of valid votes for each office shall be elected to such

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

office. In the event that the highest vote-receiving nominees receive an equal number of votes, another election for that office shall be held, subject to such conditions as the Board of Directors, in its discretion shall establish. In the event that an officer is not elected by January 1 of the following year, the officer in that office on December 31 of that year shall continue to serve until relieved by the duly elected officer.

The Secretary and/or the Chair shall report the results of the election to the National Organization by the deadline designated by the National Organization.

- (iii) **Terms of Office and Successors.** The Chair shall not be directly elected by the members, but instead the Chair-Elect shall assume the office of Chair upon expiration of the then-current Chair's term. In addition, the Immediate Past Chair shall not be directly elected by the members, but instead the then-current Chair shall assume the office of Immediate Past Chair upon expiration of the then-current Chair's term. Except as otherwise provided below, each officer shall hold office for a term of one year or until the next election of officer by the members, unless such officer resigns or is removed or is otherwise disqualified to serve, or until each officer shall commence on January 1 of the year and shall terminate on December 31 of such year except as otherwise provided in the Bylaws for the Delegates (whose terms last three years). The term of the Delegates under Section 5.10 below shall be for a term of three years. Each officer of the corporation, other than the chair and Chair-Elect, shall be permitted to succeed himself or herself in office, if so re-elected by the members. The Chair and Chair-Elect shall not be eligible for re-election to those offices unless one year has elapsed since the expiration of such officer's last term in such office. In the event that the office of the chair becomes vacant, the Chair-Elect shall become Chair for the remainder of the term and shall also assume the office of Chair for the next term.

5.3 **Subordinate Officers.** The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

5.4 **Removal and Resignation.** Any officer may be removed, either with or without cause, by a majority of the members of the Corporation voting at a meeting at which a quorum is present. Any officer may resign at any time by giving written or electronic notice to the Chair, the Secretary, or the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board relating to the employment of any officer of the Corporation.

5.5 **Vacancies**. Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer may be filled by the Board or may be referred to the members of the Corporation for a special election. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by their Chair until such time as the Board or their members of the Corporation, as the case may be, shall fill the vacancy.

5.6 **Duties of the Chair**. The Chair shall serve as the chief executive officer of the Corporation. The Chair shall appoint the chairs of all committees, other than the Program committee, provided that such appointments shall be confirmed by the board. The Chair shall serve as an ex officio member of each committee, other than the Nominating Committee and the Awards Committee. The Chair shall preside as chair at meetings of the members and the Board and be responsible as general manager for the daily conduct of the affairs of this Corporation in a manner, subject to the direction of the Board and consistent with the policies and directives of the Board, and shall have such other duties as may be prescribed by the Board. The Chair may serve as the alternative Delegates for the corporation, pursuant to Section 5.10.

5.7 **Duties of the Chair-Elect**. The Chair-Elect shall serve for a term of one year and shall be designated as the Chair in the succeeding year. The Chair-Elect shall perform the duties of the Chair in his or her absence. The Chair-Elect shall further serve as the chair of the Program Committee.

5.8 **Duties of the Secretary**. The Secretary shall:

- (i) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered from time to time.
- (ii) Keep at the principal office of the Corporation or such other place as the Board may determine, a book of minutes of all meetings of the Directors and members, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- (iii) See that all notices to members, ballots and election results are duly given to the members and to the National organization Secretary and Executive Director, as the case may be, in accordance with the provisions of these Bylaws or the rules of the National Organization, or as required by law.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- (iv) Be custodian of the records and of the seal of the Corporation, if any, and see that the seal, if any, is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.
- (v) Exhibit at all reasonable times to any number, Director or officer of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the members or Directors of the Corporation.
- (vi) Prepare, or cause to be prepared, the minutes of meeting of the Board of Directors and the members of the Corporation and to submit such minutes for approval.
- (vii) Carry out such correspondence of the Corporation as shall be delegated by the Chair.
- (viii) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

5.9 **Duties of Treasurer.** Subject to the provision of Article 8 of these Bylaws, the Treasurer shall:

- (i) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board.
- (ii) Receive, and give receipt for monies due and payable to the corporation from any source whatsoever.
- (iii) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- (iv) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- (v) Exhibit at all reasonable times the books of account and financial records to any member, Director or officer of the Corporation, or his or her agent or attorney, on request thereof.
- (vi) Render to the members or Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- (vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in the Annual Report to the National Organization and any additional required reports.
- (viii) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

5.10 **Delegates.** The Delegate shall represent the Corporation at meetings of the National Organization. The Chair of the Corporation shall serve as first alternate Delegate and the Program Chair shall serve as the second Alternate Delegate. Each Delegate shall serve for a term of three years. In the event of a vacancy in the office of a Delegate, the alternate Delegates shall assume the office of the Delegate until the next regularly scheduled election of officers, at which time the vacancy shall be filled.

ARTICLE 6: COMMITTEES

6.1 **Standing Committees.** The Corporation shall have the following standing committees:

- (i) **Executive Committee.** The Executive Committee consists of the officers of the Corporation pursuant to Article 5, the chairs of all other committees established by the Bylaws and any additional committee chairs appointed pursuant to Section 6.2
- (ii) **Membership Committee.** The Membership Committee shall have the power to evaluate and make recommendations for candidates for membership in accordance with Section 3.1 above. The Membership Committee shall consist

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

of a membership chair, to be appointed by the Chair, and such other members of the Corporation as the membership chair shall appoint.

- (iii) **Nominating Committee.** The Nominating Committee shall review candidates and make nominations to the board of Directors or to an office of the Corporation as vacancies occur. The Nominating Committee shall consist of three members, one of which shall be the Chair-Elect and the remaining two shall be members of the Corporation who are elected to the Nominating Committee by the members of the Corporation. The elected member who receives the most votes shall serve as chair of the Nominating Committee. Members of the Nominating Committee shall serve for a term of one (1) year, and members of the Nominating Committee shall not serve more than two consecutive terms. The Nominating Committee shall submit the slate of nominees for elections by the members by secret ballot at the same time and the same manner as for the election of officers in accordance with the procedures described in Section 5.2 above. In making nominations for the Nominating Committee for election by members of the Corporation, the Nominating Committee shall present a slate of at least two names, and no more than one nominated person on such slate may be a current member of the Nominating Committee. The Nominating Committee may not directly nominate one of its members for any office, however nomination of a Nominating Committee member for any office may occur by any other member via written or electronic communication or by any other member from the floor during any meeting of the members or Directors.

- (iv) **Program Committee.** The Program Committee shall consist of the Chair-Elect and up to two (2) members selected by the Chair-Elect. The Program Committee shall plan, schedule and make necessary arrangements for the scientific and business portions of the Corporation's meetings. The Program Committee shall have the authority to establish and charge registration fees to pay for the costs of meetings and to incur reasonable costs and expenses in connection with such meetings.

- (v) **Awards Committee.** The Awards Committee shall consist of the Awards chair and any members appointed by the Awards chair. The Awards chair shall be appointed by the Chair. The Awards Committee shall make such annual presentations and awards as it shall determine, in its discretion.

- (vi) **Continuing Education and ACCENT Program Committee.** The Continuing Education and ACCENT Program Committee shall consist of the committee chair and up to three members appointed by the committee chair. The Continuing Education and ACCENT chair shall be appointed by the Corporation's Chair. The Continuing Education and ACCENT program

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

Committee shall coordinate all ACCENT programs, prepare and maintain all necessary paperwork in connection with the ACCENT programs, advise the Corporation's members on ACCENT rules and continuing education credit requirements, and confirm and ensure that the Corporation's members receive earned credits for continuing education.

- (vii) **Board's Power to Create Committees.** The Board of Directors shall have the right to establish additional committees to perform one or more of the functions of the Board of Directors or the Corporation, or to otherwise carry out the exempt purpose of the Corporation. The number of members of any such committee and the scope of its duties shall be determining by the board of Directors.

6.2 **Governing Rules of Committees.** The governing rules of the board of Directors, including rules regarding the calling of meetings, shall apply to each such committee.

ARTICLE 7: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- 7.1 **Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confirmed to specific instances. Unless so authorized by the resolution of the Board or by the provisions of Section 7.2 below, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- 7.2 **Checks and Notes.** Except as otherwise determined by resolution of the Board, or as required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by either the Treasurer or the Chair of the Corporation.
- 7.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.
- 7.4. **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the educational, charitable or public purposes of this Corporation.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

ARTICLE 8: CORPORATE RECORDS, REPORTS AND SEAL

8.1 Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

- (i) Minutes of all meetings of members, Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (ii) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- (iii) A copy of the Corporation's Articles of Incorporation and bylaws as amended from time to time, which shall be open to inspection by the members and Directors of the Corporation at all reasonable times during office hours.

8.2 Corporate Seal. The Board may adopt, use and alter a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

8.3 Inspection Rights. Every member and Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

8.4 Right to Copy and Make Extras. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

8.5 Annual Report. The Board may, in its discretion, cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all members and Directors of the Corporation, which report is recommended to contain the following information appropriate details:

- (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- (iii) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

If the Board does not furnish an annual report to the members, the board shall make such information available to any member requesting such information.

- 8.6 **Fiscal Year**. The fiscal year of the Corporation shall coincide with the fiscal year of the National Organization, beginning on January 1 of each year and ending on December 31.
-

ARTICLE 9: AMENDMENT OR REPEAL OF BYLAWS

- 9.1 **Amendment or Repeal of the Bylaws by the Members**. These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval or two-thirds of the members voting on such matter (provided that a quorum of the members votes on such members of any class of members if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affect another class of members. An official meeting of the Corporation shall be convened to consider any proposed change to the Bylaws. Written or electronic notice of proposed changes to the bylaws shall be made available to the members not less than thirty days, nor more than sixty days, prior to the meeting at which these changes are to be considered. Any change to the bylaws requires that affirmative ballots be mailed to all members following the meeting at which he changes are considered.

- 9.2 **Amendment or Repeal of the Bylaws by the Board**. These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board; provided that any such amendment or repeal shall require approval by a majority of the members of any class of members if such action will materially and adversely affect the rights of such class as to voting or transfer in a manner different than the effect which such action has on the rights of the another class of members.
-

ARTICLE 10: AMENDMENT OF ARTICLES

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

- 10.1 **Amendment of Articles by the Members.** The Articles of Incorporation may be amended by approval of the members; provided that any such amendment shall require approval by a majority of the members of any class of members if such action will materially and adversely affect the rights of that class as to voting or transfer in a manner different than the effect which such action has on the rights of another class of members.
- 10.2 **Amendment of Articles By the Board.** Subject to any provision of the California Nonprofit Corporation Law and the rights of the members set forth in Section 10.1 above, any amendment of the Articles of Incorporation may be adopted by approval of the Board.
- 10.3 **Certain Amendments.** Notwithstanding Section 10.1 and 10.2 above, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has files a “Statement by a Domestic Nonprofit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS
AND ASSETS**

In the event that the activities of the Corporation are terminated, all funds and assets remaining after the payment of all debts of the Corporation, shall be delivered to the National organization. No member, Director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or profit from the operations of the Corporation and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

ARTICLE 12: INDEMNIFICATION AND INSURANCE

- 12.1 **Indemnification by Corporation of Directors, officers, Employees and Other Agents.** To the extent that a person, who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person is threatened by any such claim, but is not made a party to any action, or if such person is made a party to an action and either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred, in connection with such proceedings shall be provided by this Corporation, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Corporation Code. To the fullest extent permitted by law, the Corporation shall advance reasonable expenses incurred for the defines of such person prior to the final disposition of any such claim or proceeding, provided that such person agrees to repay such advances if it is ultimately determined that such person in not entitled to indemnification under Section 5238 of the California Corporation Code (and provided that such person can provide reasonable assurance of the likelihood that indemnification will be proper or of such person's ability to repay such amount).
- 12.2 **Insurance for Corporate Agents.** To the extent permitted by law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability asserted against or incurred by the agent in such capacity or arising our to the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Corporation Code.

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

***** See next page *****

Bylaws
Of
Northern California Section of the
American Association for Clinical Chemistry, INC

Revision 08.09.2007:

Adopted by the Board of Directors on the 15 day of August 2007.

Judy Stone, Immediate Past Chair
Name & Title of officer signing