BYLAWS
OF THE
VAN SLYKE FOUNDATION

ARTICLE I

Organization

Section 1. Purposes and Ownership of Property. The Van Slyke Foundation (the Foundation) is a not-for-profit activity of the American Association for Clinical Chemistry, Inc., (the Association). Its entire properties, assets, and facilities shall be devoted to fund raising and supporting programs to help support students and deserving clinical laboratory scientists worldwide, for which purposes it is organized and established by the American Association for Clinical Chemistry, Inc. No trustee or officer of the Foundation shall have any right to, or share or interest in, any of the property or assets of the Foundation, and no trustee or officer shall be liable for any of the debts, liabilities, or obligations of the Foundation, in the absence of fraud or bad faith.

Section 2. Management. The Foundation shall be managed by its Board of Trustees subject to review and consent by the Association's Board of Directors. The Foundation is subject to and will observe all Association policies, rules and procedures.

Section 3. Bylaws. These bylaws, and any amendments made as described in Article VI, Section 1, shall become effective only after approval by the Association's Board of Directors.

ARTICLE II

Trustees

Section 1. Number and Qualification. The Board of Trustees shall consist of not fewer than 6 or more than 10 persons and may include individuals who are not AACC members.

(a) The Association Treasurer will be an ex-officio member of the Board of Trustees of the Foundation and will serve both as the Treasurer of the Foundation and as the liaison to the Association's Board of Directors.

Section 2. Appointments and Term of Office. The trustees shall be appointed by the AACC President. The ex-officio member of the Board of Trustees shall take office at the same time as he/she assumes his/her Association office. Each appointed trustee shall hold office during the calendar year following his/her appointment, and may be re-appointed annually to serve for

an additional term or terms not to exceed a total of ten consecutive years.

Section 3. Regular Meetings of Trustees. Regular meetings of the Board of Trustees shall be held at such places and times as the Chair of the Board of Trustees may decide.

Section 4. Quorum and Manner of Acting. Except as otherwise provided by law or these Bylaws, a majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees, and a majority of such quorum shall decide any question that may come before the meeting. Each trustee shall have one vote.

Section 5. Executive Committee. The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, consisting of three or more members. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The Executive Committee shall have all authority of the Board of Trustees, except it shall have no authority as to the following matters:

(a) The amendment or repeal of these Bylaws, or the adoption of new Bylaws.

(b) The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

All actions of the Executive Committee must be ratified at the next meeting of the Board of Trustees. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provisions otherwise provide.

Section 6. Other Committees. The Board of Trustees may designate from among its members additional committees, each of which shall consist of three or more Trustees and shall have such authority as provided in the resolution designating the committee, except such authority shall not exceed the authority conferred on the Executive Committee.

Section 7. Board and Committee Action Without a Meeting. The Board of Trustees, the Executive Committee and any other committee of the Board may take any required or permitted action without a meeting if all members of the Board, Executive Committee or such other committee, as the case may be, consent in writing to a resolution authorizing the action and file such resolution and written consent with the relevant minutes of the Board, the Executive Committee or such other committee, as appropriate.

ARTICLE III

Officers

Section 1. Officers Enumerated. The officers of the Foundation and of its Board of Trustees shall be a Chair, appointed by the AACC President, and a Treasurer.

Section 2. The Chair. The Chair shall preside at all meetings of the Board of Trustees and shall have the general powers and duties of supervision and management that usually pertain to that office and shall perform such other duties as may be properly required by the Board of Trustees.

Section 3. The Treasurer. The Treasurer of the Foundation shall be the Association Treasurer and shall be responsible for overseeing the management and administration of all monies contributed to or received by the Foundation, shall see that an accurate record of all receipts and disbursements is made, and shall perform such other duties as usually pertain to the office or as are required of the Treasurer by the Board of Trustees.

ARTICLE IV

Finances

Section 1. Finances. The funds of the Foundation shall be deposited in the name of the American Association for Clinical Chemistry, Inc. with such bank or banks, trust company or trust companies, or other financial institutions as the AACC Board of Directors may from time to time designate.

Section 2. Fund Management. From funds available, the Board of Trustees may authorize payment of costs for approved research grants, education projects, and for career development activities, and for the expenses of administration and fund raising.

(a) The Treasurer will monitor all financial activities of the Van Slyke Foundation funds.

(b) All monies received for the Van Slyke Foundation funds will be deposited with other funds of the Association and accounted for in restricted fund accounts.

(c) Monies deposited in the funds, and their earnings, will be used only for purposes consistent with the mission of the Foundation and for its administrative costs.

(d) The Van Slyke Foundation Board of Trustees will prepare an annual income and expense budget for review by the Association's Finance Committee and approval by the Association's Board of Directors. The Board of Trustees will include in the budget the number and amount of research and program grants to be made in that year.

(e) The Association's Awards Committee will administer the solicitation, application review, evaluation, and grant awarding processes in accordance with the rules and procedures established by it.

(f) Allocation of funds for education programs and other purposes will be recommended by the Board of Trustees and implemented with the approval of the Board of Directors of the Association.

ARTICLE V

Miscellaneous

Section 1. Investments. To the extent permitted by law and these Bylaws, the Association may invest its Van Slyke Foundation funds in such investments as the AACC Board of Directors shall, from time to time, authorize, subject to the constitution, bylaws and policies of the Association.

Section 2. Indemnification of Trustees and Officers. To the full extent authorized by law, the Association shall indemnify any persons made, or threatened to be made, a party to any civil or criminal action or proceeding by reason of the fact that they, their testator or intestate, is or was a trustee or officer of this Foundation.

Section 3. Compensation and Expenses. Trustees and officers may not receive compensation for personal services rendered to the Foundation. The Foundation is not authorized to hire salaried employees. The reasonable expenses of all persons engaged in the service of the Foundation may be paid or reimbursed.

Section 4. Office and Books. The office of the Foundation shall be located with the office of the American Association for Clinical Chemistry, Inc. as its Board of Directors may determine. There shall be kept at the office of the Foundation (1) correct and complete books and records of account including names of all donors and contributors, (2) minutes of the Proceedings of the Board of Trustees and of any committees thereof that keep minutes (3) a current list of the trustees and officers of the Foundation and their addresses, and (4) a copy of these Bylaws.

ARTICLE VI

Amendments

Section 1. Amendments. These Bylaws may be amended, in whole or in part, only by the

affirmative written vote of two-thirds (2/3) of the entire Board of Trustees at an occasion separate from that at which the amendments were introduced, and will become effective upon approval by the Association's Board of Directors.

Bylaws sent to the VSS Board of Trustees January 27, 2005.
Bylaws approved by the Board of Trustees April 2005

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