

**BYLAWS OF THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY,
CHICAGO SECTION, INC.**

Version Dated: 08-28-07

Prepared by Shannon Haymond

ARTICLE I. NAME, POLICIES AND FISCAL YEAR

1. The name of the organization shall be American Association for Clinical Chemistry, Chicago Section, Inc., hereinafter referred to as the Chicago Section.
2. The Chicago Section is a local section of the American Association for Clinical Chemistry, Inc., hereinafter referred to as the Association.
3. The Chicago Section agrees to be bound by the Constitution and Bylaws of the Association and lawful acts of its House of Delegates and Board of Directors.
4. The objectives of the Chicago Section shall be the promotion of the interests of Clinical Chemistry in accordance with the aims of the Association.
5. The fiscal year of the Chicago Section shall correspond to the calendar year.
6. In the event of the dissolution of the Chicago Section, funds remaining after payment of all debts shall revert to the Association.

ARTICLE II. OFFICES

1. The principal office of the Corporation shall be in the State of Illinois. The Corporation may have such other offices, either inside or outside the State of Illinois, as the Board of Directors may determine or as the Corporation may require.
2. The Corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. MEMBERSHIP

1. Membership in the Association is a prerequisite for membership in the Chicago Section. The qualifications for each type of membership shall be those of the Association. Only members and emeritus members may vote in elections of the Association or the Chicago Section or on matters submitted to a vote of the members.
2. Any person holding membership of any classification in the Association must comply with the Bylaws of the Association and the Chicago Section.
3. Any person holding membership of any classification in the Association found to be non-compliant with the Association, or the Chicago Section Bylaws or the Non-for-Profit Charter as issued by the State of Illinois under the Chicago Section's Articles of Incorporation, shall be subject to discipline by the Association in the manner prescribed by the Association Bylaws.
4. The membership of the Chicago Section shall include all persons in good standing in the Association residing in the area designated by the Association. The present (1994-1995) area includes Illinois, Wisconsin, and parts of Indiana and Michigan as defined by postal zip codes.
5. Applications for membership from persons in the above area shall be reviewed by the Association Membership Committee.
6. Members of the Board of Directors of the Chicago Section, hence forth referred to as the Board of Directors, may vote in the business affairs of the Chicago Section.

ARTICLE IV. MEETINGS OF MEMBERS

1. A general membership meeting shall be held annually, the date and place to be determined by the Board of Directors.
2. A general membership meeting notice shall be distributed electronically, or by mail, fax, email, or other standard means of communication to the entire membership at least ten

(10) days before each meeting. The purpose or purposes for which the meeting is called, shall be stated in the notice.

3. A business meeting may be held at any of the general membership meetings.
4. Other general membership meetings of the Chicago Section shall be held at such times and places as determined by the Board of Directors.
5. All meetings shall be governed by Robert's Rules of Order.

ARTICLE V. BOARD OF DIRECTORS

1. The members of the Board of Directors shall consist of a Chair, Chair-Elect, Corresponding Secretary, Recording Secretary and Treasurer and shall be the officers of the Executive Committee.
2. The Executive Committee shall consist of all of the Board of Directors, the last available Past Chair, Delegates to the Association, Chairs of the Standing Committees and the Chair of the Nominating Committee. Chairs of additional committees as are appointed by the Board of Directors will also be members of the Executive Committee.
3. Only members and Emeritus Members of the Association are eligible to serve as officers and Committee Chairs of the Chicago Section.
4. The officers and delegates are elected annually or biannually. The Chair-Elect shall assume the office of the Chair the following term, and a new Chair-Elect shall be elected annually pursuant to the provisions of Article XIII of these Bylaws. The Recording Secretary shall be elected annually and the Corresponding Secretary and Treasurer shall be elected for terms of two years in alternate years.
5. The elected officers and members of the Executive Committee shall assume office on the first day of January following their election and shall remain in office until the following thirty-first of December or until their successors have been elected, whichever is the last to occur.

6. The Chicago Section shall be governed by its Board of Directors. The Board of Directors shall be responsible for the properties and the business affairs of the Chicago Section.
7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either inside or outside the State of Illinois, for holding additional regular meetings of the Board without other notice than such resolution.
8. Special Meetings. Special meetings of the Board of Directors may be called by or at request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, inside or outside the State of Illinois, for holding any such special meeting.
9. Notice. Notice of any special meeting of the Board of Directors shall be distributed electronically, or by mail, fax, email, or other standard means of communication at least three days in advance to each Director at the address shown on the Corporation's records. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, postage paid. If notice is given by telefax, such notice shall be deemed delivered when the telefax is sent and delivery confirmed by the telefax equipment. Any Director may provide a written waiver notice of any meeting. Also, attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise specifically required by law or these by-laws.

10. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business, at any meeting of the Board; but if less than a majority of the Directors are present (physically or via teleconference) at said meeting, a majority of the Directors present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies. In no case shall a quorum consist of less than three of the five members of the Board of Directors.
11. **Manner of Acting.** The act of a majority of Directors present physically or acting by written proxy, or via teleconference, at a meeting at which a quorum exists, shall be the act of the Board of Directors, unless a greater number is required by law or by these by-laws.
12. **Removal.** Any member of the Board of Directors may be removed, with or without cause, by the affirmative vote of two-thirds of the members present and voting, either in person or by proxy. No Director shall be removed at a meeting of members entitled to vote unless written notice of such meeting is delivered at least 21 days in advance to all members entitled to vote listing the purpose of the meeting and the name of the Director(s) sought to be removed.
13. **Vacancies.** Any vacancy on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be temporarily filled by affirmative vote of a majority of remaining Directors, through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor, or until the next annual election of the members, which ever shall be the first to occur.
14. **Compensation.** Directors shall not receive payment for services as Directors, or any other payment in any other capacity, from the Corporation, except that a Director may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the Corporation upon submitting adequate documentation in support of such expenses.

15. Informal Action by Directors. Any action required or permitted by law or these by-laws at a meeting of Directors may be taken without a meeting if written consent stating the action so taken is signed by all Directors.

ARTICLE VI. OFFICERS

1. Officers. The officers of the Corporation shall be Chair, Chair-Elect, Corresponding Secretary, Recording Secretary and Treasurer.

ARTICLE VII. FINANCES

1. The Board of Directors shall be responsible for the monitoring of all financial activities of the Chicago Section.
2. The Treasurer shall select a depository where all funds of the Chicago Section shall be deposited to the credit of the Section.
3. The Treasurer shall be responsible for assuring that the utilization of the Chicago Section resources shall be in accordance with the Association Bylaws and the Chicago Section Articles of Incorporation.
4. The Treasurer shall submit to the Association annually, a copy of the Chicago Section annual financial statements for the previous year and a copy of the annual report filed with the State of Illinois to maintain a good corporate status.
5. The Chair shall appoint an Auditing Committee of two Members two months before the end of the term of the Treasurer. This committee shall audit the books, attest to their correctness and convey them to the new Treasurer.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer(s) or agent (s) of the Corporation, in addition to officers authorized by these by-laws, to execute a contract of

other instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by the Corporation's officer(s) or agent(s) in such manner as determined by resolution of the Board of Directors. Absent such resolution, such instruments shall be signed by the Treasurer or and Assistant Treasurer and countersigned by the Chair or Chair-Elect.
3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

1. Keeping Books and Records. The Corporation shall keep correct and complete accounting books and records and minutes of meeting of members, Board of Directors and committees having any authority of the Board of Directors; and shall keep at its registered or principal office a record of names and addresses of members entitled to vote. Such books and records may be inspected at the Corporation's offices by any member, their agent or attorney, for any proper purpose at any reasonable time, upon written request, stating that purpose thereof, to the Corporation at least ten days before the desired inspection.
2. Sending Reports to AACC. The Corporation shall submit to AACC each year a copy of its annual financial statement prepared in accordance with generally accepted accounting principles for the previous year and a copy of the annual report filed with the State of Illinois to maintain its good corporate standing in the State of Illinois.

ARTICLE X. FISCAL YEAR

1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. DUES

(RESERVED)

ARTICLE XII. COMMITTEES

1. The Standing Committees shall consist of Program, Awards, Nominating, Membership, and Publications.
2. The Program Committee shall be chaired by the Chair-Elect. The program shall be approved by the Board of Directors.
3. The Awards Committee shall select the awardees and administer the awards as outlined in the awards program.
4. The Publications Committee shall be responsible for the publication of the Chicago Newsletter. The Editor (or one of the Editors) shall be the Chair of this committee.
5. Other committees may be created by the Board of Directors and the Chair shall be appointed by the Board of Directors.
6. The Board of Directors, by resolution of a majority of Directors in office, may appoint one or more committees, which, to the extent provided in said resolution, shall have authority of the Board of Directors. However, no committee shall have authority of the Board of Directors to amend, alter or repeal by-laws; to elect, appoint or remove a committee member, a Director or officer; to amend or restate Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize sale, lease, distribution, exchange or mortgage of all or substantially all of the Corporation's property or assets; to authorize voluntary dissolution of the Corporation or revoke proceedings

therefore; or to amend, alter or repeal a resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation of committee authority shall not relieve the Board of Directors, or an individual Director, of responsibility imposed upon it or them by law.

7. Term of Office. Each committee member shall continue as such until December 31 or until a successor is appointed, unless the committee is first terminated, or such member is removed from such committee or ceases to qualify as a member thereof.
8. Chair. The Board of Directors shall appoint the Chair to all committees and the Chair shall select the Committee members.
9. All committee Chairs shall report to the Executive Committee on a bi-monthly basis and no committees shall take any action without the express prior approval of the Board of Directors.
10. Vacancies. Vacancies in committee Chairs or membership may be filled by appointments by the Board of Directors.

ARTICLE XIII. ELECTIONS

1. Nominating Committee. The Nominating Committee shall be elected at the annual election. It shall consist of five members of the Chicago Section elected from a slate of seven nominated by the previous Nominating Committee. The person receiving the greatest number of votes shall be Chair. Not more than three persons nominated for this committee may be incumbents. Officers may not be members of this Committee.
2. The Nominating Committee shall propose one or more names for each office to be filled, and seven names for the next Nominating Committee. Members may make suggestions for consideration. A petition signed by 10% or more of the voting members will place a person on the ballot provided they meet the qualifications of the office, and that the petition is received before the first (1st) day of October. All candidates must agree to

serve before their names can be put on the ballot. Space must be provided for write-in votes.

3. Ballots shall be sent to all voting members not later than October 10th. The ballots must be returned to the Secretary on or before November 10th by 5:00 p.m. They shall be counted by the Executive Committee or its designates. The results shall be announced before the next fiscal year. The Executive Vice President of the Association shall be informed of the results on or before November 15th.
4. The elections shall be distributed electronically, or by mail, fax, email, or other standard means of communication in a manner to insure secrecy. For elections distributed by mail, an addressed envelope shall be supplied for the return of the ballot to the Corresponding Secretary. A separate envelope shall be included for the ballot. The voter shall be instructed to sign the out envelope only. Ballots not conforming with the above shall be discarded unopened.
5. Vacancies in elected offices, other than Chair-Elect, shall be filled by the Board of Directors. Should the Chair-Elect position need a replacement, a person may be appointed as Program Chair. The positions of Chair and Chair-Elect must be decided by ballot at the next election.
6. Delegates shall be elected at the regular elections in such numbers as are permitted by the Association. Terms of the office of Delegates shall be arranged to provide maximum rotation. In the balloting for Delegate positions, the candidates receiving the second, third, etc., highest votes shall be designated as House of Delegate alternates. In the case of resignation of a Delegate, the Chair will appoint an alternate to fill the unexpired portion of the term of the resigned Delegate. If a Delegate is unable to attend a House of Delegates meeting, the Chair will appoint an alternate for that Delegate. Alternates will be appointed in order of the number of votes received in the last election.

ARTICLE XIV. AMENDMENTS

1. Amendments to these Bylaws may be proposed by a majority of the Executive Committee, or by a petition signed by at least 10% of the voting members.
2. The Corresponding Secretary shall distribute electronically, or by mail, fax, email, or other standard means of communication proposed amendments to the voting members. The ballots must be returned to the Corresponding Secretary within three weeks of their distribution. An amendment will become effective immediately if two-thirds of the ballots cast are affirmative.
3. In case the Bylaws of the Association are amended or modified so that a given Article or Bylaw of the Chicago Section is no longer consistent with the Association Bylaws, the Chicago Section Board of Directors is empowered to act and amend the Chicago Section Bylaws to conform with the Association Bylaws. Approval of the Chicago Section membership shall not be required for such amendatory action to bring Chicago Section Bylaws into conformity with the Association Bylaws.

ARTICLE XV. WAIVER OF NOTICE

1. Whenever any notice is required to be given under the provisions of the Illinois Non-for-Profit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. SEAL

1. The Board of Directors shall provide a corporate seal, as required by the State of Illinois, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XVII. EFFECTIVE DATE

1. These Bylaws become effective following their adoption.

*Shannon Hammond
Corresponding Secretary
08-28-2007*