

**BYLAWS
OF THE
MICHIGAN SECTION OF
THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY**

Article I. OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be at such place within the State of Michigan as the Executive Committee may determine from time to time.

Section 1.02 Other Offices. The Executive Committee may establish other offices in or outside the State of Michigan. The geographical area for the Michigan Section shall be the area corresponding to the boundaries for Zip Codes 434, 435, 467, 468, and 480 to 497 inclusive or as specified by the bylaws of the American Association for Clinical Chemistry, Incorporated, herein after referred to as “the Association.”

Article II. MEMBERS

Section 2.01 Class of Members. The Corporation shall have one or more classes of members and each membership class shall be designated as voting or non-voting, as determined by resolution of the Executive Committee.

Section 2.02 Eligibility for Membership. To be eligible for membership in the Corporation, an individual must satisfy the following requirements: Request and receive membership to the American Association for Clinical Chemistry, Inc. (hereinafter, “AACC”).

Section 2.03 Termination of Membership. Membership may be terminated or suspended by the Executive Committee on the occurrence of any of the following events:

- a) affirmative vote of two-thirds of the entire Executive Committee, with cause, after a fair hearing;
- b) failure to pay dues within 90 days after written notice of payment due;
- c) failure to satisfy the requirements of 2.02 of this Article.

Section 2.04 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges then accrued and unpaid.

Section 2.05 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Executive Committee may, by a vote of two-thirds at any regularly-constituted meeting, reinstate such former member to membership upon terms determined by the Executive Committee.

Section 2.06 Transfer of Membership. Membership in the Corporation is transferable or assignable by contacting the National AACC office

Article III. MEETINGS OF MEMBERS

Section 3.01 Section Meetings. The Section shall convene for no less than two meetings per annum. The Spring meeting shall take place between February 1 and May 20. The Fall meeting shall take place in between September 1 and November 15. The exact time and place shall be determined by the Executive Committee. At all meetings where questions of parliamentary procedure arise, Robert's Rules of Order Newly Revised shall prevail.

Section 3.02 Place of Meetings. The Executive Committee may designate any place, inside or outside the State of Michigan, for any meeting. If all members meet at any time and place, either inside or outside the State of Michigan, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3.03 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally or by electronic communication (e-mail) or regular mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the current membership records of the American Association for Clinical Chemistry. Alternatively, notice may be published in the Corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

Section 3.04 Record Dates. The Executive Committee may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than

60 days nor less than 10 days before the date of the meeting, nor more than 60 days before any other action.

Section 3.05 Informal Action by Members. Any action required by law to be taken at a meeting of members, or which may be taken at a meeting of members, may be taken without a meeting if a written consent setting forth in the action so taken is signed by all members entitled to vote on the subject matter thereof.

Section 3.06 Quorum. Unless a greater or lesser quorum is required by statute, members present in person and holding one twentieth of the votes which may be cast at any meeting shall constitute a quorum at the meeting. A quorum cannot be constituted in whole or in part through written proxies. If a quorum is not physically present at any meeting of the members, a majority of members physically present may adjourn the meeting without notice.

Section 3.07 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative, and shall not be valid after the expiration of eleven months. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by statute.

Section 3.08 Voting. Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of officers, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Officers shall be elected by a plurality of votes cast at any election.

Section 3.09 Manner of Acting. A majority of votes entitled to be cast on a matter to be voted upon by Members present or represented by proxy, at any regularly constituted meeting, shall be necessary for adoption thereof unless a greater proportion is required by law or by the bylaws.

Section 3.10 Voting by Mail. Where Officers are to be elected by members, such election may be conducted by mail in such manner as the Executive Committee determines.

Article IV. EXECUTIVE COMMITTEE

Section 4.01 General Powers. The business, property, and affairs of the Corporation shall be governed by the Executive Committee. Executive committee members must be members of the Corporation.

Section 4.02 Number. There shall be not less than five Officers on the Executive Committee.

- Section 4.03** Tenure. Executive committee members shall be elected at each annual membership meeting to hold office for the upcoming calendar year, and until the Executive committee member's successor is elected and qualified, or until the Executive committee member's death, resignation or removal.
- Section 4.04** Resignation. An executive committee member may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective upon receipt or at a later time designated in the notice. A successor shall be appointed as provided in Article 4.06 of the bylaws.
- Section 4.05** Removal. Any Executive Committee member may be removed with or without cause by a majority vote of the members entitled to vote at an election of Executive Committee members.
- Section 4.06** Executive Committee Vacancies. A vacancy on the Executive Committee may be filled with a person selected by the affirmative vote of a majority of remaining Executive Committee members, though less than a quorum of the Executive Committee, unless filled by proper action of the members. Each person so elected shall be an Executive Committee member for a term of office equaling the unexpired term of their predecessor.
- Section 4.07** Regular Meetings. At least one meeting of the Executive Committee shall be held prior to the Spring meeting of members. The Executive Committee may provide by resolution the time and place, either inside or outside the State of Michigan, for holding additional regular meetings of the Executive Committee without other notice than such resolution.
- Section 4.08** Special Meetings. Special meetings of the Executive Committee may be called by the Chair or any two Executive Committee members at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Executive Committee member in writing at least ten days before the meeting.
- Section 4.09** Statement of Purpose. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice for that meeting.
- Section 4.10** Waiver of Notice. The attendance of a member at an Executive Committee meeting shall constitute a waiver of notice of the meeting, except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Executive Committee member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 4.11 Meeting by Telephone or Similar Equipment. An Executive Committee member may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Article constitutes presence in person at the meeting.

Section 4.12 Quorum. If a majority of the Executive Committee members is physically present, this shall constitute a quorum for the transaction of any business at any meeting of the Executive Committee. Actions voted on by a majority of Executive Committee members present at a meeting where a quorum is present shall constitute authorized actions of the Executive Committee. If less than a majority of the Executive Committee members are physically present at said meeting, a majority of the Executive Committee members physically present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies.

Section 4.13 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Executive Committee authorization may be taken without a meeting if, before or after the action, all Executive Committee members consent to the action in writing. Written consents shall be filed with the minutes of the Executive Committee's proceeding.

Section 4.14 Compensation. Executive Committee members shall not receive payment for services as Executive Committee members, or any other payment in any other capacity, from the Corporation, except that an Executive Committee member may receive reimbursement for reasonable out-of-pocket expenses incurred on behalf of the corporation upon submitting adequate documentation in support of such expenses.

Article V. OFFICERS

Section 5.01 Number. The offices of the Corporation shall be a Chair, Chair-Elect, Chair-Past, Secretary, Treasurer, Nominations, Membership, and such other offices as elected in accordance with this Article. The Executive Committee may elect or appoint such other officers, including one or more Assistant Secretaries and Assistant Treasurers as desirable, such officers to have authority and perform duties set forth by the members. Two or more offices may be held by the same person, except Chair and Secretary, and such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Executive Committee to be executed, acknowledged or verified by two or more officers.

Section 5.02 Terms of Office. Each elected officer shall serve for a term of one (1) year. The term of office shall start January 1 and terminate December 31, except as noted herein Articles 5.03 and 5.10. Each officer shall be

permitted to succeed himself, except for the Chair, Chair-Elect and Chair-Past. These three officers shall not be eligible for re-election to Chair-Elect until one year has elapsed following the last term of office. In the event that the office of the Chair becomes vacant, the Chair-Elect shall automatically become the Chair for the remainder of the term, and shall then serve his/her own term as Chair. In the event that the office of Chair-Elect becomes vacant by other than the Chair-Elect becoming Chair (as noted in this Article), the Nomination's chair shall provide a list of possible candidates. The selection shall be made at the next regularly scheduled meeting by a poll of voting Members, provided a quorum is in attendance. In the event no quorum is obtained, the Executive Committee shall vote on possible candidates as specified by the Nomination's chair, provided a quorum of the Executive Committee is present. If a vacancy occurs in any other office or committee chair, the Chair shall appoint a successor for the remainder of the term. The term of office of all committee appointees shall be one year unless otherwise specified by these bylaws.

Section 5.03 Election of Officers.

- 5.03.01 Election shall be by e-mail ballot, or by electronic voting platform provided by the National AACC office. The Secretary shall distribute to the membership by November 15 of each year a suitable ballot showing the offices to be filled and the nominees for each office. In addition, each office shall have provision for write-in votes.
- 5.03.02 Nominees shall be those selected by the Nominations chair, as well as those submitted to the Nominations chair or those nominated from the floor by the membership at the annual Fall meeting.
- 5.03.03 All nominees must have agreed before the election to serve if elected.
- 5.03.04 Election voting totals shall be collected by the Secretary, and jointly tabulated by the Secretary and Chair-Elect.
- 5.03.05 The deadline for the receipt of ballots by the National Office shall be December 1. The National Office Secretary shall be informed of the results by December 15.
- 5.03.06 The nominee for each office receiving a plurality of valid votes shall be elected. In the event of a tie, the selection shall be made at the next regularly scheduled meeting by a poll of voting members, provided a quorum is in attendance. In the event that an officer is not elected by January 1, the officer in that office on December 31 shall continue to serve until relieved by the duly elected officer.
- 5.03.07 Resignation of officers, with exception of the Chair, shall be submitted in writing to the Chair. The resignation of the Chair

shall be submitted, in writing, to the Executive Committee, and upon acceptance, the Chair-Elect shall assume the office of Chair. Notification of any resignation shall be made to the membership by the Executive Committee.

Section 5.04 Removal of Officers. In the event that an elected officer does not perform his designated duties to the satisfaction of the membership, the Executive Committee shall have the power to call a meeting of the Executive Committee to deal with the replacement of this officer by a more capable or willing individual.

Section 5.05 Chair. The Chair shall be the chief executive officer of the Corporation, and shall have authority over the general control and management of the business and affairs of the Corporation. The Chair, with the Secretary or any other officer authorized by the Executive Committee, may sign all corporate documents and agreements on behalf of the Corporation, except in cases where signing and execution is expressly delegated by the Executive Committee, these bylaws, or statute to another officer or agent of the Corporation. The Chair shall see that all actions taken by the Executive Committee are executed, and shall perform all other duties incident to the office. This is subject, however to the Chair's right and the right of the Executive Committee to delegate any specific power to any other officer of the Corporation. Other duties shall be as follows: appoint the chair of all ad hoc committees; be an ex-officio member of each committee, excluding Nominations.

Section 5.06 Chair-Elect. The Chair-Elect shall serve for one year in effect as Vice-Chair, and be designated as Chair for the following year. Duties include: presiding at meetings in absence of the Chair; acting for the Chair in case of absence or disability;

Section 5.07 Chair-Past. The Chair-Past shall serve on the Executive Committee for one year after term as Chair. The Chair-Past will fulfill duties as assigned and aid in transfer of duties to the new Chair.

Section 5.08 Secretary. The Secretary shall be responsible for providing notice to each Member or Executive Committee member as required by law, the Articles of Incorporation, or the bylaws; be the custodian of Corporate records; keep a register of the names and addresses of each member and Officer; assist with notifying National AACC office of the ballot and notify members of election results; keep minutes of all meetings of the members and the Executive Committee, submit all such minutes for approval at the next subsequent meeting, maintain permanent records of all such minutes, and transmit them to the succeeding Secretary; and perform all duties incident to the office and other duties assigned by the Chair or the Executive Committee.

Section 5.09 Treasurer. If required by the Executive Committee, the Treasurer shall give a bond for faithful discharge of duties in such sum and with such

sureties as the Executive Committee orders. The Treasurer shall have charge and custody over corporate funds and securities; keep accurate books and records of Corporate receipts and disbursements, and present a financial statement at official meetings; deposit all monies and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Executive Committee; complete all required Corporate filings; and perform all duties incident to the office and other duties assigned by the Chair or the Executive Committee.

Article VI. STANDING COMMITTEE – Executive Committee

Section 6.01 The Executive Committee shall plan all educational programs for the year, aid the membership chair to encourage growth of the section and expansion of educational scientific programs to a broader audience, and aid the Nominations Chair in selection of suitable candidates for section offices.

Section 6.02 Other Committees. Committees without authority of the Executive Committee may be appointed by a resolution of a majority of Executive Committee members present physically or acting by written proxy, at a meeting at which a Quorum exists. Except as provided in such resolution, members of each such committee shall be members of the Corporation, and the Chair shall appoint the members thereof. Any member thereof may be removed by the Chair whenever in his/her judgment such removal serves the best interests of the Corporation.

Article VII. CORPORATE DOCUMENT PROCEDURE

Section 7.01 Contracts. The Executive Committee may authorize any Officer(s) or Agent(s) of the Corporation, in addition to Officers authorized by these bylaws, to execute a contract or other instrument in the name of an on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 7.02 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 the resolution of the Executive Committee. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Chair-Elect.

Section 7.03 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Executive Committee selects.

Section 7.04 Gifts. The Executive Committee 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 VIII. BOOKS AND RECORDS

Section 8.01 Keeping Books and Records. The Corporation shall keep correct and complete accounting books and records and minutes of meetings of members, Executive Committee and committees having any authority of the Executive Committee; 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 office by any member, his agent or attorney, for any proper purpose at any reasonable time, upon written request, stating the purpose thereof, to the Corporation at least ten days before the desired inspection.

Section 8.02 Sending Report to AACC. The Corporation shall submit to AACC December 15 of each year a copy of its annual financial statements prepared in accordance with generally accepted accounting principles for the previous year and a copy of the annual report filed with its state of incorporation to maintain its good corporate standing in that state.

Article IX. DUES

Section 9.01 Annual Dues. The National Executive Committee may determine the amount of annual dues, if any, payable to the Corporation by members of each class.

Section 9.02 Payment of Dues. Dues, if any, shall be payable in advance on the first day of January of each year. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to membership, for the remainder of the year.

Section 9.03 Default and Termination of Membership. When any member of any class defaults in payment of dues for six months from the beginning of the period for which such dues became payable, their membership in the Corporation may thereupon be terminated by the Executive Committee as provided in Article II of these bylaws.

Article X. FISCAL MATTERS

Section 10.01 Fiscal Year. 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.

Section 10.02 Section Termination. In the event that the activities of the Section are terminated, all funds remaining after the payment of all debts shall be forwarded to the Association. In no event shall any funds of the Section

inure to the monetary benefit of any member of the Section during the life of the Section or after its termination.

Article XI. AMENDMENTS

These bylaws may be amended by mail vote or by voice vote at a Section business meeting. Proposed amendment(s) shall become effective at the time specified; upon receiving a two-thirds affirmative vote of all ballots cast. Written notice of proposed changes in this document must be available to all members not less than 30 days nor more than 60 days prior to the meeting where these changes are to be considered.

Article XII. CONFLICTS WITH AACC BYLAWS

If conflicts arise between these bylaws and those of the AACC, the bylaws of the AACC shall govern.

Adopted by the Executive Committee on the _____ day of 2019.

Chair

Secretary