

Florida Section AACC

Revised 2008

Bylaws

Article I. Name and Incorporation

The name of the Corporation shall be the Florida Section of the American Association for Clinical Chemistry, Inc. (hereinafter "Corporation"), a Florida Not For Profit Corporation.

Article II. Purposes

The purposes for which this Corporation is formed are as follows:

1. To promote and encourage research for the benefit of the public by improving the quality and reliability of medical testing performed in clinical laboratories.
2. To promote a better understanding of the field of clinical chemistry among the general public.
3. To encourage individuals in the clinical chemistry field to pursue advanced studies and to engage in scientific investigations.
4. To promote scientific knowledge of clinical chemistry through meetings, seminars, discussions, reports and publications.
5. Notwithstanding any other provision of these articles, the purposes for which the Corporation exists are exclusively scientific and educational as defined in Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article III. Prohibited Activities

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted for organizations qualifying under Section 501(c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e) (2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

Article IV. Offices

The principal office of the Corporation is in the State of Florida and shall be consistent with the address on record with the most recent report to the Florida Department of State, Division of Corporations. The Corporation may have other offices, either inside of outside the State of Florida, as the Board of Directors (hereinafter "BOD") may determine or the Corporation requires.

The Corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act. The registered office may be, but does not need to be, the same as the principal office in the State of Florida. The address of the registered office may be changed as deemed appropriate by the Board of Directors.

Article V. Membership

1. Categories of Membership. The Corporation shall have one or more categories of membership, and each category shall be designated as voting or non-voting, as determined by resolution of the Board of Directors.
2. Designation of Members. Individuals shall become members by his/her request submitted to the American Association for Clinical Chemistry, Inc. (hereafter "AACC") and upon acceptance for membership in that organization with the full payment of his/her annual dues to the AACC.
3. Voting Rights. Voting members shall be entitled to one vote on each matter submitted to a vote of the members.

4. Termination of Membership.

a. For Cause: The Board of Directors, by affirmative vote of two thirds of the entire Board, may suspend or expel a member for cause after a fair hearing.

b. For Ineligibility: The Board of Directors, by a majority vote at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

c. For Default in Dues: The Board of Directors, by a majority vote at any regularly constituted meeting, may suspend or expel any member who is in default in payment of dues for the period fixed (one calendar year of the AACC) in these Bylaws.

d. Resignation. Any member may resign by filing 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.

6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by a vote of two-thirds at any regularly constituted meeting, reinstate such former member to membership under terms determined by the Board of Directors and of the AACC bylaws.

7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Article VI. Meetings of Membership

1. Annual Meeting. An annual meeting of membership shall be held at a time and place determined by the Board of Directors, to transact such business as may come before the meeting.

2. Special Meetings. Special meetings of membership may be called by the Chairperson, Board of Directors, or by request of at least one tenth of the active membership.

3. Place of Meeting. The BOD may designate any place, inside or outside the State of Florida, for any annual or special meeting. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Florida; but if all BOD members meet at any time and place, either inside or outside the State of Florida, 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.

4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered by the United States Postal Service or electronic mail (hereinafter, "mail") to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the Chairperson, the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice of the meeting shall be deemed to be delivered when deposited with prepaid postage with the United States Postal Service (USPS) or sent by electronic mail to the member's address as it appears on the records of the Corporation.

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

6. Quorum. Members physically present and holding five percent of the votes which may be cast at any meeting shall constitute a quorum at such 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 members, a majority of members physically present may adjourn the meeting without notice.

7. Proxies. At any meeting of members, no members entitled to vote may vote by written proxy.

8. Manner of Acting. A majority of votes entitled to be cast on a matter to be voted upon by members present, at any regularly-constituted meeting, shall be necessary for adoption thereof unless a greater proportion is required by law or by these Bylaws.

9. Order of Business. The order of business at membership meetings shall be as follows:

- A. Calling the roll of members.
- B. Proof of notice of meeting or waiver of notice submitted.
- C. Reading of minutes of previous meeting.
- D. Reports of officers.
- E. Reports of committees.
- F. Unfinished business
- G. New business

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairperson of the meeting. The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

Article VII. Board of Directors

1. General Powers. The Corporation shall be governed by its Board of Directors. Directors must be members of the Corporation. The Board of Directors shall have the authority to:

- A. hold meetings at times and places as may be deemed proper and necessary;
- B. admit, suspend or expel members;
- C. appoint committees on particular subjects from members of the Board or from the membership of the organization;
- D. audit bills and disburse the funds of the organization;
- E. print and circulate documents and publish articles;
- F. carry on correspondence and communicate with other associations with the same interest;
- G. employ agents;
- H. devise and execute such other measures as it deems proper and expedient to promote the objectives of the organization;
- I. remove any or all of the officers of the organization with due cause prior to the termination date of such office;
- J. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office; and
- K. terminate the contract of any firm, individual or other entity employed by the Corporation to perform any and all nature of services to the Corporation.

2. Number, Tenure and Qualifications. The Board of Directors shall be comprised of the four officers (Article VIII Section 1) of the Florida Section of the AACC and six additional elected members who are not officers of the Corporation. The term of office shall be for two years, after which that person may seek re-election. Each director and officer must be a member in good standing of the American Association for Clinical Chemistry, Inc. A board member cannot be both an officer of the Corporation and a director without an office of the Corporation at the same time. Officers of the Corporation shall be elected in odd years and the directors who are not officers of the Corporation shall be elected in even years.

3. Election. Voting shall be by secret mail or online/electronic ballot for Directors and for those who are not officers of the Corporation. The Secretary shall prepare ballots for the election of officers and the six additional elected members. The Secretary shall e-mail an official e-mail ballot to the AACC National Office for distribution to the voting membership no later than October 15. The Secretary shall also mail by USPS paper ballots to members who do not have an email address on file with the AACC. Thereby, a ballot shall be sent to each member of the Florida Section of the American Association for Clinical Chemistry, Inc. The records of the Secretary shall be conclusive in determining the number entitled to receive such ballot. The names of the candidates for each office on the ballots shall be listed alphabetically. Beginning in 2008, the Secretary shall distribute to the membership by such time each year, so as to obtain election results for transmittal to the AACC by November 15, a suitable ballot showing the offices to be filled and the nominees for each office. Moreover, beginning in 2008, the deadline for receipt of valid ballots by the Secretary shall be at least one week prior to November 15 of the year of the election. Only ballots received by the Secretary prior to midnight on the designated date on that year's ballot shall be counted or tabulated. Immediately thereafter, the Secretary and one other member of the BOD shall canvas and tabulate the ballots received and certify the results of the election. Failure to make a nomination shall result in a vacancy to be filled in accordance with the provisions of Article VII Section 9. The candidate receiving a majority of the votes cast shall be declared elected as Officer of the Corporation and/or Director. In the

event no candidate receives such majority, there shall be a runoff election between the two candidates receiving the highest number of votes. The ballots for the runoff election shall be sent in a similar manner as described above on or before December 1, and the ballots shall be received by the Secretary prior to midnight on December 22. The ballots shall be counted and the results certified as provided for the first election. In the event that only one candidate has been nominated, such candidate shall be declared elected. The National Office of the AACC shall be informed of the results by the Secretary after ballots have been counted on or before November 15 unless there is a runoff for that office. The AACC National Office will be notified before December 31 of the results of the runoff election. Installation of officers will be at the first meeting of the following year, except for the Chairperson who will be installed on the first day of the September that is two years following his/her election as Chairperson Elect. Results of the election shall be furnished to any other interested AACC member upon his/her request.

4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, 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 Florida, for holding additional regular meetings of the Board without other notice than such resolution.

5. Special Meetings. Special meetings of the Board of Directors may be called by or at request of the Chairperson or any of the Directors. The person or persons authorized to call special meetings of the Board may specify any place, inside or outside the State of Florida, for holding any such special meeting.

6. Notice. Notice of any special meeting of the Board of Directors shall be given in writing at least ten days in advance by mail to each Director at the address shown on the Corporation's records. Any Director may provide a written waiver of 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 to be 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 specifically required by law or by these Bylaws.

7. Quorum. A majority of the Board of Directors physically present 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 physically present at said meeting, a majority of the Directors physically present may adjourn the meeting without further notice. A quorum cannot be constituted in whole or in part by written proxies.

8. Manner of Acting. The act of a majority of Directors present physically 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 Bylaws.

9. Vacancies. Any vacancy on the Board of Directors and other office to be filled by reason of an increase in the number of Directors may be filled by affirmative vote of a majority of remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

10. 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.

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

12. Absence. Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may vote to select a substitute director from the membership of the Corporation to serve for the remaining term of the vacated seat.

13. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

14. Removal, Termination of Office. Any one or more of the Directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue herein above.

15. Delineation of Authority. The Board of Directors shall delegate authority to any Executive Committee to conduct the business of the Corporation in accordance with the policies prescribed by the Board of Directors from time to time.

16. Liabilities of Directors. The Directors of the Corporation shall not be personally liable for its debts, liabilities or other obligations.

Article VIII. Officers

1. Officers. The four officers of the Corporation shall be:

1. A Chairperson
2. A Chairperson-Elect
3. A Secretary
4. A Treasurer

Two or more offices may be held by the same person, except Chairperson, and Secretary.

2. Election and Term of Office. (See Article VII, Sections 2 and 3). The installation of the officers of the Corporation, except Chairperson, elected in any particular year shall be held on the first day of January immediately following the date of certification of election results by the Secretary of which such new officers were elected. The installation of the next Chairperson shall be held on the first day of September, two years following the date of certification of election results by the Secretary that that person was elected as Chairperson-Elect.

3. Removal. Any officer elected by the members may be removed by the members whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. Chairperson. The Chairperson shall be the chief executive officer and shall supervise and control all business affairs of the Corporation. He/she shall preside at meetings of members and of the Board of Directors. He/she may sign, with the Secretary or any other officers authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. Except in cases where signed and execution is expressly delegated by the Board of Directors, these Bylaws, or statute to another officer or agent of the Corporation. He/she shall perform all duties incident to the office of Chairperson and other duties prescribed the Board of Directors.

Notwithstanding anything to the contrary herein provided, any contract, check or obligation in excess of the sum of \$1000.00 shall be submitted to a meeting of the Directors of the Corporation and the affirmative action of a majority of such Directors present at such meeting (at which a quorum shall be present) in good standing, shall be deemed the action of the entire Board of Directors of the Corporation.

6. Chairperson-Elect. In the event of the Chairperson's absence, inability or refusal to act, the Chairperson-Elect shall perform the Chairperson's duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Chairperson-Elect shall also perform other duties as assigned by the Chairperson or the Board of Directors.

7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of duties in such sum and with such sureties as the Board of Directors orders. He/she shall have custody of and responsibility for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation, and deposit all moneys in the Corporation's name in such depositories as selected by the Board of Directors. He/she shall perform all duties incident to the office of Treasurer and such other duties as assigned by the Chairperson or the Board of Directors.

8. Secretary. The Secretary shall see that all notices are given as required by these Bylaws or the law; be custodian of corporate records and the Corporation seal, and see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is authorized by these Bylaws; distribute ballots and election results to the members; receive and tally election ballots as provided in these Bylaws; notify AACC of election results; and keep a register of the address of each member as furnished by such member. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors. He/she shall submit all such minutes for approval at the next subsequent meeting and shall maintain permanent records of all such minutes. He/she shall perform all duties incident to the office of Secretary and such other duties as assigned by the Chairperson or the Board of Directors.

9. Additional duties. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the Chairperson from time to time and deliver to their successors all official material not later than ten (10) days following the election and installation of their successors.

10. Compensation. The officers of the Corporation shall receive no compensation for their services.

Article IX. Committees

1. Committees of Directors. The Board of Directors, by resolution of a majority of Directors in office, may appoint one or more committees consisting of two or more Directors, which committees, 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 bylaws; 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 him/her by the Bylaws.

2. Other Committees. Committees without authority of the Board of Directors may be appointed by resolution of a majority of Directors 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 Chairperson shall appoint the members thereof. Any member thereof may be removed by the Chairperson whenever in his/her judgment such removal serves the best interests of the Corporation.

3. Term of Office. Each committee member shall continue as such until the next annual meeting of members of the Corporation and until his/her successor is appointed, unless the committee is first terminated, or such member is removed from such committee or ceases to qualify as member thereof.

4. Chairperson. One member of each committee shall be appointed Chairperson by the person(s) authorized to appoint Committee members.

5. Vacancies. Vacancies in committee membership may be filled by appointments made as provided for original appointments.

6. Quorum. Unless otherwise provided by resolution of the Board of Directors designating a committee, a physically present majority of the whole committee shall constitute a quorum and the act of a majority of members physically present or acting by proxy at a meeting at which a quorum exists shall be the act of the committee.

7. Rules. Each committee may adopt rules for its government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

8. Reports. Each committee created herein by resolution of the Board of Directors shall report its activities to the Board of Directors at annual and special meetings. The committees shall record its deliberations and decisions in a special log to be maintained by the Secretary of the committee.

Article X. 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 bylaws, to execute a contract or 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 and countersigned by the Chairperson or Chairperson-Elect.

3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such depositories as the Board of Directors selects.

4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

Article XI. Books and Records

1. Keeping Books and Records. The Corporation shall keep correct and complete accounting books and records and minutes of meetings 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, his agent or attorney, for any proper purpose at any reasonable time, upon written request, stating the purpose thereof, to the Corporation at least 10 days before the desired inspection.

2. Sending Reports to AACC. The Corporation shall submit to AACC by June 30 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 XII. 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.

Article XIII. Dues

1. Annual Dues. The Board of Directors may determine the amount of annual dues, if any, payable to the Corporation by members of each category.

2. Payment of Dues. Dues, if any, shall be payable in advance on the first day of January 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.

3. Default and Termination of Membership. When any member of any category defaults in payment of dues for six months from the beginning of the fiscal year or, if different, six months from the beginning of the period for which such dues became payable, his membership in the Corporation may thereupon be terminated by the Board of Directors as provided in Article III of these bylaws.

Article XIV. Seal

The Board of Directors shall provide a corporate seal, if required by state law, 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 XV. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act, the Articles of Incorporation, or these bylaws, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVI. Amendments to Bylaws

The Bylaws or the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the members at which a quorum shall be present. Notice of the proposed change shall be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment. The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the members as above set forth, the Board of Directors shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws shall be sent to AACC and given to any member upon request.

Article XVII. Parliamentary Authority

The rules contained in Robert's Rules of Order as Revised shall be used to specify how meetings are to be conducted of the Board of Directors, Officers, Chairperson of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws in effect of the State of Florida.

Article XVIII. Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all assets of the Corporation by transferring them to The American Association for Clinical Chemistry, Inc. ("AACC"), if it then exists and is exempt from federal income tax under Section 501(c)(3) of the Code, otherwise by transferring them exclusively for purposes of the Corporation in such manner, or to such organization(s) as is organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 510(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction of the county or city in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIX. Indemnification

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of shareholders, who were not parties to such action, suit or proceeding, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors or shareholders, expense incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

Article XX. Conflicts with AACC Bylaws

The Florida Section shall be governed by the Constitution and Bylaws of the American Association for Clinical Chemistry (AACC) and no part of the Bylaws of the Florida Section shall be in conflict with the Constitution and Bylaws of the AACC.

Amended by the Board of Directors on the 17 day of January, 2008.



William N. McLellan
Chair: Florida Section AACC 2007-2009