BY-LAWS
OF
NORTHEAST SECTION OF THE AMERICAN ASSOCIATION
FOR CLINICAL CHEMISTRY

ARTICLE I

Section 1. Membership. Membership in the Association is a prerequisite for membership in this Section. The membership shall consist of qualified individuals who reside or work within the area defined as the Northeast Section of the Association or who request to be a member of the Northeast Section.

Section 2. Annual Meeting. The annual meeting of the members shall be held in November. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the members, Directors or the President in the notice of meeting. A special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the President or by the Directors and shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more members entitled to vote thereat. In case none of the officers is able and willing to call a special meeting, three or more members may petition the Supreme Judicial or Superior Court of the Commonwealth of Massachusetts to authorize one or more members to call a meeting by giving such notice as is required by law.

Section 4. Place of Meetings. All meetings of members shall be held at the principal office of the corporation unless a different place is specified in the notice of the meeting.

Section 5. Notices. A written notice, stating the place, day and hour of all meetings of members shall be given by the Clerk or Assistant Clerk (or the person or persons calling the meeting), at least seven days before the meeting, to each member entitled to vote and to each member who, by law, the Articles of Organization, or these By-Laws, is entitled to such notice, by leaving notice with him at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at his address as it appears upon the books of the corporation. If the meeting is called otherwise than by the Clerk, the notice may be a copy of the call of the meeting. Such notice given by the Clerk shall constitute a call of the meeting by him. Notices of all meetings of members may state the purposes for which the meetings are called. No notice need be given to any member if a written
waiver of notice, executed before or after the meeting by the
member or his attorney, is filed with the records of the meeting.

Section 6. Quorum. Unless the Articles of Organization
otherwise provide, at any meeting of members a quorum for the
transaction of business shall consist of ten (10) or more
individuals appearing in person and/or proxies if there are less
than twenty (20) members, by those representing twenty (20%)
percent of the members of the corporation entitled to vote,
provided that less than such quorum shall have power to adjourn the
meeting from time to time.

Section 7. Voting and Proxies. Each member entitled to vote
at a meeting shall have one vote. Members may vote either in
person or by written proxy dated not more than six months before
the meeting named therein. Proxies shall be filed with the Clerk
before being voted at any meeting or any adjournment thereof.
Except as otherwise limited therein, proxies shall entitle the
persons named therein to vote at the meeting specified therein and
at any adjourned session of such meeting but shall not be valid
after final adjournment of the meeting. A proxy purporting to be
executed by or on behalf of a member shall be deemed valid unless
challenged at or prior to its exercise and the burden of proving
invalidity shall rest on the challenger.

Section 8. Action at a Meeting. Action of the members on any
matter properly brought before a meeting shall require, and may be
effected by, the affirmative vote of a majority of the members
present or represented and voting on such matter, provided that
such majority shall be at least a majority of the members required
to constitute a quorum for action on such matter; except where a
different vote is required by law, the Articles of Organization or
these By-Laws. Any election by members shall be determined by a
plurality of the votes cast by the members entitled to vote at the
election. No ballot shall be required for such election unless
requested by a member present or represented at the meeting and
entitled to vote in the election.

Section 9. Action Without Meeting by Written Consent. Any
action by members may be taken without a meeting if all members
entitled to vote on the matter consent to the action by a writing
filed with the records of the meetings of members. Such consent
shall be treated for all purposes as a vote at a meeting so long as
at least fifteen (15%) percent of the total membership responds and
the responses are received by the Corporation within thirty (30)
days of the date the notice is mailed.
ARTICLE II

Directors

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the members of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-Laws or in the Articles of Organization, the number of Directors that shall constitute the whole Board of Directors shall be fixed, and the Directors elected, by the members at the annual meeting. Only members in good standing of the American Association for Clinical Chemistry (hereinafter "Association"), shall hold elected office.

Section 3. Vacancies. Any vacancy at any time, existing in the Board of Directors may be filled by the Board of Directors at any meeting. The members having voting power may, at a special meeting called at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Directors.

Section 4. Enlargement of the Board of Directors. The number of the Board of Directors may be increased or decreased, and one or more additional Directors may be elected at any meeting of the members.

Section 5. Tenure. Except as provided otherwise by law, by the Articles of Organization and by these By-Laws; one-third (1/3rd) of the Directors shall be elected and hold office until the next annual meeting and thereafter until their successors are duly elected, qualified and take office, one-third (1/3rd) of the Directors shall be elected and hold office for two terms; i.e. until the second annual meeting following his or her election and thereafter until their successors are duly elected, qualified and take office, and one-third (1/3rd) of the Directors shall be elected and hold office for three terms; i.e. until the third annual meeting following his or her election and thereafter until their successors are duly elected, qualified and take office. Pursuant to Section 13(e) of Article III, the Secretary shall designate on all election ballots each office to be filled, the term of each office or directorship, and whether the office combines a directorship and any other office.

Section 6. Resignation. Any Director may resign by delivering his written resignation to the corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be
effective at some other time or upon the happening of some other event.

Section 7. Removal. A Director may be removed from office (a) with or without cause by vote of a majority of the members entitled to vote in the election of Directors, or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 8. Annual Meeting. Immediately after each annual meeting of members, or the special meeting to be held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, a meeting of the Directors shall be held without notice. If a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 9. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and at places so fixed. Provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of members, or the special meeting held in lieu thereof. If a resolution is adopted fixing the times or place or places for regular meetings and any Director is absent, no regular meeting shall be held pursuant to such resolution until either each Director who was absent has approved the resolution in writing or by telegram, or seven days have elapsed after a copy of the resolution certified by the Clerk has been mailed, postage prepaid, addressed to each such Director who was absent at his last known home or business address.

Section 10. Special Meetings. Special meetings of the Directors may be called by the President, by the Clerk, by the Secretary, by any two Directors, or by one Director in the event that there is only one Director, and shall be held at the place designated in the notice or call thereof.

Section 11. Notices. Notices of any special meetings of the Directors shall be given to each Director by the Clerk or Secretary (a) by mailing to him or her, postage prepaid, and addressed to him or her at his or her address as registered on the books of the corporation, or if not so registered at his or her last known home or business address, a written notice of such meeting at least four days before the meeting, or (b) by delivering such notice by hand or by telegram, telex or telex to him or her at least forty-eight hours before the meeting at such address, notice of such meeting, or (c) by giving notice to such Director in person or by
telephone at least forty-eight hours in advance of the meeting. Such notice, if the meeting is called otherwise than by the Clerk or Secretary, may be a copy of the call of the meeting; and if the meeting is not so otherwise called, such notice given by the Clerk or Secretary shall constitute a call of the meeting by him. If the Clerk or Secretary refuses or neglects for more than twenty-four hours after receipt of a call to give notice of such special meeting, or if the offices of Clerk and Secretary are vacant, or the Clerk and Secretary are absent from the Commonwealth of Massachusetts or incapacitated, such notice may be given by the officer or one of the Directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or as its commencement the lack of notice to him. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 12. Quorum. At any meeting of the Directors, approximately one-third (1/3rd) of the Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof. Provided, however, that approximately one-third (1/3rd) of the Directors shall not constitute a quorum unless at least one of the following Officers is present: President, Vice-President, Treasurer or Clerk.

Section 13. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-Laws.

Section 14. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by sufficient Directors to constitute a quorum and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 15. Committees. The Directors may, by vote of a majority of the number of Directors then in office, elect from their number an executive or other committees and may, by like vote, delegate some or all of their powers except those which by law, the Articles of Organization or these By-Laws, are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The
Directors shall have the power to fill vacancies, change the membership of, or disband, any such committee.

Section 16. Telephone Conference Meetings. The Directors or members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Officers

Section 1. Enumeration. The officers of the corporation shall be a President (sometimes called the Chairman by the Association), a Treasurer, a Clerk, a Secretary, and such Vice Presidents, Assistant Treasurers, Assistant Clerks/Secretary, Assistant Secretaries and other officers as may from time to time be determined by the members. The President shall act as Chairman of the Board of Directors. Only members in good standing with the Association may be elected to office.

Section 2. Election and Vacancies. The President, a Vice-President, Treasurer, Clerk and Secretary shall be elected annually by the members at the annual meeting of members, or any special meeting held in lieu thereof. The President, a Vice-President, Treasurer, Clerk and Secretary shall, by their election as an Officer, also be Directors. Pursuant to Section 13(e) of Article III, the Secretary shall designate on all election ballots each office which constitutes both a directorship and an office and the term of the directorship applicable. All offices which also constitute a directorship shall be one term directorships. Other officers may be chosen by the Directors at such meeting or at any other meeting. Any vacancy at any time existing in any office may be filled by the Directors at any meeting and such successor in office shall hold for the unexpired term of his predecessor.

Section 3. Qualifications. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any office may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds shall be paid by the corporation.
Section 4. Tenure. Except as otherwise provided by law, by
the Articles of Organization or these By-Laws, each of the
President, a Vice-President, Treasurer, Clerk and Secretary shall
hold office until the next annual meeting of members, or the
special meeting held in lieu thereof, and thereafter until his or
her successor is chosen, qualified and takes office.

Section 5. Resignation. Any officer may resign by delivering
his written resignation to the corporation at its principal office
or to the President or Clerk, and such resignation shall be
effective upon receipt unless it is specified to be effective at
some other time or upon the happening of some other event.

Section 6. Removal. The Directors may remove any officer
appointed by the Directors with or without cause by a vote of a
majority of the entire number of Directors then in office;
provided that an officer may be removed for cause only after
reasonable notice and opportunity to be heard by the Board of
Directors prior to action thereon.

Section 7. President. The President when present shall
preside at all meetings of the members and of the Directors. He
shall be the chief executive officer of the corporation except as
the Board of Directors may otherwise provide. It shall be his duty
and he shall have the power to see that all orders and resolutions
of the Directors are carried into effect. He shall from time to
time report to the Directors all matters within his knowledge which
the interests of the corporation may require to be brought to its
notice. The President shall perform such duties and have such
powers additional to the foregoing as the Directors shall
designate.

Section 8. Vice Presidents. In the absence or disability of
the President, his powers and duties shall be performed by the Vice
President, if only one, or, if more than one, by the one designated
for the purpose by the Directors. Each Vice President shall have
such other powers and perform such other duties as the Directors
shall from time to time designate. The Directors may assign to any
Vice President the title of Executive Vice President, Senior Vice
President and any other title selected by the Directors.

Section 9. Treasurer. The Treasurer shall, subject to the
direction of the Directors, have general charge of the financial
affairs of the corporation and shall cause to be kept accurate
books of accounts. He shall have custody of all funds, securities
and valuable documents of the corporation, except as the Directors
may otherwise provide. He shall promptly render to the President
and to the Directors such statements of his transactions and
accounts as the President and Directors respectively may from time
to time require. The Treasurer shall perform such duties and have
such powers additional to the foregoing as the Directors may
designate.
Section 10. Assistant Treasurers. In the absence or disability of the Treasurer, his powers and duties shall be performed by the Assistant Treasurer, if only one, or, if more than one, by the one designated for the purpose by the Directors. Each Assistant Treasurer shall have such other powers and perform such other duties as the Directors shall from time to time designate.

Section 11. Clerk. The Clerk shall record in books kept for the purpose all votes and proceedings of the members and, if there be no Secretary or Assistant Secretary, of the Directors at their meetings. The Clerk shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Assistant Clerks. In the absence of the Clerk from any meeting of the members or, if there be no Secretary or Assistant Secretary, from any meeting of the Directors, the Assistant Clerk, if one be elected, or, if there be more than one designated for the purpose by the Directors, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall have such other powers and perform such other duties as the Directors may from time to time designate.

Section 13. Secretary and Assistant Secretaries. If a Secretary is elected, he shall keep a record of the meetings of the Directors and in his absence, an Assistant Secretary, if one be elected, or, if there be more than one, the one designated for the purpose by the Directors, otherwise a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. Each Assistant Secretary shall have such other powers and perform such other duties as the Directors may from time to time designate.

(a) The Secretary shall record minutes at all Section and Executive Committee meetings.

(b) The Secretary shall forward to the National Office pertinent information concerning the activities of the Section.

(c) The Secretary shall maintain the records of the Section, including an up-to-date mailing list.

(d) The Secretary shall conduct the correspondence of the Section under the direction of the Chair and the Executive Committee.

(e) The Secretary shall mail out election ballots to all members.

(a) The number of Delegates of this Section shall be determined by the By-Laws of the Association. This Section shall elect Delegates as required.

(b) In the event an elected Delegate is unable to perform any of his or her duties, the President or, in his or her absence, the Treasurer, may appoint an alternate Delegate.

ARTICLE IV

Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof, or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

ARTICLE V

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.
ARTICLE VI

Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts", and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall be the year ending with December 31.

ARTICLE VIII

Interested Members, Directors and Officers

The Directors shall have the power to fix the compensation of all officers and employees, if any, from time to time. No contract or transaction between the corporation and one or more of its members, Directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members or the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for each such purpose, nor shall any member, Director or officer be under any liability to the corporation on account of any such contract or transaction if:

(1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or
(3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction, and if they are members, their votes may be counted for the purpose of a vote by the members approving such contract or transaction.

ARTICLE IX

Indemnification

The corporation shall, to the extent legally permissible, and as provided for by Article IV(a) of the Articles of Incorporation, indemnify any person serving or who has served as a Director, officer, employee or other agent of the corporation, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matters disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

(i) by a majority vote of a quorum consisting of disinterested Directors;

(ii) if such quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
(iii) if there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);

(iv) by a majority vote of the members, which majority may include interested members, Directors and officers; or

(v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article, and (b) an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

If both the corporation and any person to be indemnified are parties to an action, suit or proceeding (other than action or suit by or in the right of the corporation to procure a judgment in its favor), counsel representing the corporation therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the corporation shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the corporation; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the corporation versus fees and disbursements payable by any such indemnified person shall be final and binding upon the corporation and such indemnified person.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than the persons designated in this
Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

As used in this Article, the terms "person", "Director", "officer", "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law.

ARTICLE X

Amendments

These By-Laws may at anytime be amended by vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting. The Directors may also make, amend or repeal these By-Laws, in whole or in part, except with respect to Articles VIII and IX or any other provision thereof which by law, the Articles of Organization, or these By-Laws, requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-Laws. Any By-Law adopted by the Directors may be amended or repealed by the members.