

**BYLAWS**  
of  
THE TEXAS SECTION  
OF THE  
AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY  
(Local Section of the American Association for Clinical Chemistry, Inc.)

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## **ARTICLE I. AREA AND OFFICES**

SECTION 1. Area. The geographical area of the Corporation includes the states of Arkansas, Oklahoma, and Texas, and that portion of the state of Louisiana west of the Mississippi River.

SECTION 2. Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris, State of Texas. The Corporation may have such other offices, either inside or outside of the State of Texas, as the Board of Directors may determine or as the Corporation may require.

SECTION 3. Registered Office and Agent. The Corporation shall have and continuously maintain in the state of Texas a registered office, and a registered agent whose address is identical to that of such registered office. Paige Besch will be the registered agent of the Corporation until changed by the board of directors. The name of the registered agent and the address of the registered office may be changed from time to time by the board of directors.

## **ARTICLE II. MEMBERS**

SECTION 1. Class of Members. The Corporation shall have one or more classes of members, and each membership class shall be designated as voting or nonvoting, as determined by resolution of the board of directors.

SECTION 2. Designation of Members. Upon acceptance for membership in the American Association for Clinical Chemistry, Inc. (hereinafter, "AACC"), individuals

shall become members of the Corporation by submitting to the Corporation a request for such membership and proof of membership in the AACC.

SECTION 3. Voting Rights. Voting members shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 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 in Article XI of these bylaws.

SECTION 5. 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 6. Reinstatement. Upon written request signed by a former member 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 upon terms determined by the board of directors.

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

### **ARTICLE III. MEETINGS OF MEMBERS**

SECTION 1. Annual Meeting. An annual meeting of members shall be held on the day and at the hour each year, beginning with the year 1993, as determined by the board of directors to transact such business as may come before the meeting. Election of officers can be performed by mail, electronic mail (e-mail) or at the annual meeting as determined by the board of directors. If the day fixed for the annual meeting is a legal holiday in the state of Texas, such meeting shall be held on the next business day.

SECTION 2. Special Meetings. Special meetings of members may be called by the Chairperson, board of directors, or not less than one-tenth of members having voting rights.

SECTION 3. Place of Meeting. The board of directors may designate any place, inside or outside the state of Texas, 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 Texas; but if all members meet at any time and place, either inside or outside the state of Texas, 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 4. Notice of Meetings. Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or electronic mail to each member entitled to vote at such meeting, not less than then nor more than sixty 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. If mailed, notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on the records of the Corporation, postage prepaid.

SECTION 5. Quorum. A minimum of ten voting members that shall include at least four elected officers 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.

SECTION 6. Proxies. At any meeting of members, a member entitled to vote may vote by written proxy, executed by the member or his duly authorized attorney-in-fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 7. 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 of such matter unless a greater proportion is required by law or by these bylaws.

#### **ARTICLE IV. BOARD OF DIRECTORS**

SECTION 1. General Powers. The Corporation shall be governed by its board of directors.

SECTION 2. Number, Tenure, and Qualifications. The board of directors shall consist of the Chairperson, the Chairperson-Elect, the Secretary, and the Treasurer, as well as the Immediate Past-Chairperson, the Delegate, and the Legislative Liaison. (Thus, the number of directors shall be six or seven depending upon whether the offices of Secretary and Treasurer are held by one person.) Each director shall hold office for 2 years and until his successor is elected and qualified.

SECTION 3. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately before, during or 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 Texas, for holding additional regular meetings of the board without notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the board of directors may be called by or at request of the Chairperson 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 Texas, for holding any such special meeting.

SECTION 5. Notice. Notice of any special meeting of the board of directors shall be given in writing at least ten days in advance, delivered personally, by mail or electronic mail 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, addressed to the director's address as it appears on the records of the Corporation, postage paid. Any director may provide a written waiver of notice of any meeting. 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 to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. 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 is 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.

SECTION 7. Manner of Acting. The act of a majority of directors present physically or acting by written proxy, 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. The Chairperson shall vote only as necessary to break a tie in voting.

SECTION 8. 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 filled by affirmative vote of a majority of remaining directors, without regard to whether they constitute 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 predecessor.

SECTION 9. 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.



## **ARTICLE V. OFFICERS**

SECTION 1. Number; Qualifications; Authority. The officers of the Corporation, who must be members of the Corporation, shall be a Chairperson, Chairperson-Elect, a Secretary, a Treasurer, and such other officers as may be elected in accordance with this Article. Such officers shall have the authority and perform the duties assigned by the board of directors. No two or more offices may be held by the same person, except the offices of Secretary and Treasurer.

### SECTION 2. Election and Term of Office.

- A. The first officers of the Corporation shall be elected by the board of directors. Thereafter, the members shall elect the Corporation's officers annually by mail, e-mail or at the annual meeting as determined by the board of directors. Each officer shall hold office until his successor is elected and qualified.
- B. Nominees shall be those selected by the Nominating Committee.. All nominees must have agreed to serve before the election.
- C. Election shall be by secret ballot. The Secretary shall distribute an official ballot to the voting membership by September 15 of each year. The Ballot shall show the vacancies to be filled and the nominees for each vacancy. There shall be at least one (1) nominee for each vacancy. In addition, each ballot shall provide for write-in votes.
- D. Paper ballots shall be returned to the Secretary in the official ballot envelope within fifteen (15) days of mailing if the election is conducted by mail, or returned electronically within fifteen days (15) if the election is conducted by

electronic mail. The Ballots shall be opened and counted by the Chairperson of the Nominating Committee or the Secretary. The Secretary shall notify the National Executive Office of the AACC of the results of the election prior to November 1 of the next year.

- E. The nominee receiving a majority of votes for each office or for Delegates shall be elected. In the event that no candidate for a particular office receives a majority of votes, another election for that position shall be held among the two candidates receiving the largest number of votes.

SECTION 3. Removal. Any officer elected by the members may be removed by the members whenever in their judgement 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.

SECTION 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, except that in the event of a vacancy in the office of Chair person, the Chairperson-Elect, shall become Chairperson.

SECTION 5. Chairperson. The Chairperson shall be the chief executive officer and shall preside at the meetings of members and of the board of directors. The Chairperson shall preside at meeting of members and of the board of directors. The Chairperson may sign, with the Secretary or any other officer 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 signing and execution is expressly delegated by the board of directors, these bylaws, or statue to another officer or

agent of the Corporation. The Chairperson shall perform all duties incident to the office of Chairperson and other duties prescribed by the board of directors. The Chairperson shall not be eligible for re-election to the office of Chairperson until one year has elapsed following the term of office.

SECTION 6. Chairperson-Elect. In the even 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, the board of directors, these bylaws, or statute.

SECTION 7. Treasurer. The Treasurer shall have custody of and responsibility for all funds and securities of the Corporation, received 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. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as assigned by the Chairperson or the board of directors. 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 may order.

SECTION 8. Secretary. The Secretary shall see that all notices are given as required by these bylaws or by statute; 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; notify the AACC of election results; and keep a register of the address of each member as furnished

by such member. The Secretary shall also keep minutes of all meetings of the members and of the board of directors. The Secretary shall submit all such minutes for approval at the next-subsequent meeting. The Secretary shall maintain permanent records of all such minutes and transmit them to the succeeding Secretary. The Secretary shall perform all duties incident to the office of Secretary and such other duties as assigned by the Chairperson or the board of directors.

## **ARTICLE VI. DELEGATE, LEGISLATIVE LIAISON**

SECTION 1. Delegate. The Delegate shall act as the Corporation's representation to the National Council of the AACC. The Delegate shall perform all other duties incident to the office of Delegate and such other duties as assigned by the Chairperson or the board of directors. The first Delegate shall be appointed by the board of directors. Thereafter, the Delegate shall be elected for a three-year term according to procedure specified in Article V of the Bylaws.

SECTION 2. Legislative Liaison. The Legislative Liaison shall keep apprised of all federal, state, and local legislative activity which might affect the Corporation and shall report all such activity to the appropriate person(s) within the Corporation. The Legislative Liaison shall perform all other duties incident to the office of Legislative Liaison and such other duties as assigned by the Chairperson or the board of directors. The first Legislative Liaison shall be appointed by the board of directors. Thereafter, the Legislative Liaison shall be elected for a three-year term according to procedure specified in Article V of the Bylaws.

## **ARTICLE VII. COMMITTEES**

### **SECTION 1. Standing Committees.**

- A. Nominating Committee. The Nominating Committee shall consist of the immediate Past-Chairperson and two (2) members appointed by the present Chairperson. In the absence of the Past-Chairperson, the present Chairperson shall appoint the entire Nominating Committee. The Nominating Committee shall nominate a slate of at least one (1) candidate plus provision for a write-in vote for each elected office except Chairperson of the Corporation (unless that office has become vacant as the result of a vacancy in the office of Chairperson-Elect) and for the positions of Delegate and Legislative Liaison. The Nominating Committee shall perform all duties incident to a Nominating Committee and such other duties as assigned by the Chairperson of the Corporation or the board of directors.
- B. Program Committee. The Program Committee shall consist of the Chairperson-Elect and such members as appointed by the Chairperson-Elect. The Program Committee shall prepare and implement the scientific programs of the Corporation. The Program Committee shall perform all duties incident to a Program Committee and such other duties as assigned by the Chairperson of the Corporation or board of directors.
- C. Membership Committee. The Membership Committee shall consist of one member who shall be appointed by the Chairperson-Elect and shall be called the Membership Secretary. The Membership Secretary shall maintain membership roles, receive applications for new memberships, and be

responsible for correspondence between the Corporation and the members thereof. The Membership Secretary shall solicit non-members to join the Corporation and shall encourage existing members to participate in member activities. The Membership Secretary shall perform all duties incident to a Membership Secretary and such other duties as assigned by the Chairperson of the Corporation or board of directors.

SECTION 2. 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 exercise authority of the board of directors. However, no committee shall exercise the authority of the board of directors to amend, alter, or repeal bylaws; to elect, appoint, or remove a committee member, a director, or an officer; to amend or restate Articles of Incorporation; to adopt a plan of merger or consolidation with another corporation; to authorize an 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 any responsibility imposed by law.

SECTION 3. 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 the Chairperson's judgement such removal serves the best interests of the Corporation.

SECTION 4. Term of Office. Each committee member shall continue as such until such member's 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.

SECTION 5. Chairperson. One member of each committee shall be appointed Chairperson by the person(s) authorized to appoint Committee members.

SECTION 6. Vacancies. Vacancies in committee membership may be filled by appointments made as provided for original appointments.

SECTION 7. Quorum. Unless otherwise provided by resolution of the board of directors designating a committee, a 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.

SECTION 8. Rules. Each committee may adopt rules for its government not inconsistent with these bylaws or with rules adopted by the board of directors.

## **ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

SECTION 1. Contracts. The board of directors may authorize any officer or agent 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 maybe general or confined to specific instances.

SECTION 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 or agent in such manner as determined by resolution of the board of directors. Absent such resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairperson or Chairperson-Elect.

SECTION 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.

SECTION 4. 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**

SECTION 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 principle 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 or 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 2. Sending Reports to AACC. The Corporation shall submit to the 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 X. 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 XI. DUES**

SECTION 1. Annual Dues. The board of directors may determine the amount of annual dues, if any, payable to the Corporation by members of each class.

SECTION 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 becomes a member, for the remainder of the year.

SECTION 3. Default and Termination of Membership. When any member of any class 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 II of these bylaws.

## **ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given by law or under the provisions of 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 XIII. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a majority of directors present at a regular or special meeting, upon giving at least thirty days' written notice of intent to alter, amend, or repeal, or adopt new bylaws.

## **ARTICLE XIV. CONFLICTS WITH AAACC BYLAWS**

If conflicts arise between these bylaws and AACC's bylaws, AACC's bylaws shall govern.

*Beverly C. Handy, M.D., M.S.*

Beverly C. Handy, M.D., M.S.  
Chair  
Texas Section, AACC

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