

BY-LAWS
WISCONSIN SOCIETY OF PATHOLOGISTS, INC.
Amended 10/95

CHAPTER I: CODE OF ETHICS

The professional conduct of the members of the Wisconsin Society of Pathologists shall be governed by the ethical directives and principles adopted by the American Medical or Osteopathic Associations, the applicable Wisconsin and Federal laws, and the appropriate provisions of these By-Laws.

CHAPTER II: MEMBERSHIP

Section 1 - Application for Membership:

(a) Election for membership shall be by a majority of the Board of Directors after review of the application by the Board of Censors, and the approval of the application by the Board of Censors.

(b) Candidates for Active, Associate or Resident Membership shall apply in writing to the Secretary on the Society's approved application form. The Secretary furnishes the applicant the application form. The Secretary shall also furnish a current copy of the By-Laws of the Society. The completed application shall be promptly forwarded by the Secretary to the Chairman of the Board of Censors. The Board of Censors shall review each application individually. The Board of Censors shall act on the application promptly after receipt. At the next meeting of the Board of Directors, the Chairman of the Board of Censors shall present the name of the recommended candidate for vote. A majority vote shall be required for election to membership. If, however, the action of the Board of Censors is unfavorable the application shall be referred directly to the Board of Directors. Said Board shall approve, defer or reject the applicant.

Section 2 - Membership Classification

(a) *ACTIVE*: The candidate shall be a graduate of an approved medical school, or school of osteopathic medicine. The candidate shall be Board Certified in anatomic pathology or clinical pathology by the American Board of Pathology or the American Osteopathic Board of Pathology. Active members as of January 1, 1986 shall be considered Active members upon approval of these By-Laws. Active members may vote, hold office and be appointed to committees.

(b) *RESIDENT MEMBERS*: Those physician graduates of an approved medical school, or school of osteopathy who are residents in training programs certified by the Liaison Committee on Graduate Medical Education may apply for Resident Membership. Resident members may vote, serve on committees and hold office. Resident Membership dues shall be set by the Board of Directors. Resident Membership automatically terminates the year following training in Pathology, or after a total of six (6) years of training, whichever occurs first. The Board of Directors may extend this period in individual cases for good cause. Resident members shall transfer to Active Membership within the designated time or their name shall be deleted from the role.

(c) *HONORARY MEMBERS*: A candidate for Honorary Membership may be proposed to the Board of Directors by an Active Member of the Society. Upon approval of the Board, the name of such candidate shall be published in the official notification at the next special or annual meeting and shall be proposed for vote. Election to Honorary Membership shall require a 2/3 affirmative vote of the members present and voting. Honorary Members shall not pay dues nor hold office. They may vote and serve on committees.

(d) *ASSOCIATE MEMBERS*: M.D. or D.O. Physicians, or non-M.D. scientists in a field allied to Pathology who do not otherwise fulfill the criteria for Active Membership may be recommended by the Board of Directors and approved by a 2/3 affirmative vote of the members present and voting at a special or annual meeting. Associate Members will pay dues as set by the Board of Directors and may serve on committees, but may not vote nor hold office.

CHAPTER III: TENURE OF MEMBERSHIP

(a) Membership shall be automatically renewable from year to year following payment of annual dues

(b) The Board of Directors shall have the right to censure a member for due cause.

(c) The Society shall have the right, by a 2/3 vote of the members present, to censure or expel any member for any due cause. An expelled member shall not be permitted to apply as a new member for a period of at least twelve (12) months from the date of expulsion.

(d) Resignation of a member shall be submitted in writing to the Secretary

CHAPTER IV: MEETINGS OF MEMBERS

Section 1. The Society shall hold an annual meeting in the Fall of each year for the purpose of electing Officers, Censors and representatives to other organizations, the setting of dues and transaction of such other business as may be properly brought before it. The exact date, time and place of such annual meeting shall be fixed by the Board of Directors.

Section 2. Special meetings of the Society may be called by the President or upon the written petition of any fifteen (15) voting members.

Section 3. SCIENTIFIC MEETINGS

(a) The Board of Directors will determine the frequency of place and content of scientific meetings. Such meetings will be held with sufficient frequency to implement the objectives of the Society.

(b) The scientific meetings of the Society shall be open to all physicians, technologists, students and interested allied workers, and shall present to the members the current technology and innovative use of the tools and knowledge that is available to the specialty of pathology.

Section 4. Non-members may attend business meetings by invitation. They may be given the privilege of the floor only at the request of the Society, or invitation of the President

Section 5. Voting by proxy is not allowed.

Section 6. The deliberation of the Society shall be governed by Parliamentary usages contained in the applicable sections of Roberts Rules of Order, newly revised.

Section 7. Twenty (20) Active members shall constitute a quorum for the conduct of business at the Annual or Special Meetings.

CHAPTER V: RELATIONSHIPS TO OTHER ORGANIZATIONS

Section 1. American Society of Clinical Pathologists

(a) The Society shall elect a Counselor and Alternate Counselor of the American Society of Clinical Pathologists for staggered terms of three (3) years each.

(b) The Counselor and Alternate Counselor shall be ex-officio members of the Board of Directors of the Wisconsin Society of Pathologists.

Section 2. College of American Pathologists

(a) In accordance with appropriate provisions of the Constitution and By-Laws of the College of Pathologists, and of its House of Delegates, the President of this Society shall appoint a Nominating Committee composed of three Fellows of the College of American Pathologists residing in Wisconsin and charge them to nominate candidates for the office of Delegate from Wisconsin to the House of Delegates of the College of American Pathologists.

(b) The election of such Delegates from Wisconsin will be conducted by the College of American Pathologists.

(c) The Foreman of the Delegation and the Legislative Keyman, if different, shall be ex-officio members to the Board of Directors of the Wisconsin Society of Pathologists.

Section 3. State Medical Society of Wisconsin

(a) This Society will cooperate with the State Medical Society of Wisconsin and its Section of Pathology.

(b) The Delegate and Alternate Delegate of the Section of Pathology to the House of Delegates of the State Medical Society of Wisconsin shall serve two year terms, and shall be ex-officio members of the Board of Directors of the Wisconsin Society of Pathologists.

CHAPTER VI: OFFICERS AND BOARD OF DIRECTORS

Section 1. President: The President shall serve a one year term, shall preside at all meetings of the Society and shall serve as Chairman of the Board of Directors. He/she shall appoint the members and designate the Chairman of all standing and special committees, unless otherwise provided.

With the approval of the Board he/she shall designate all official Delegates and representatives to other groups unless otherwise provided for in these By-Laws and shall perform all other duties required by custom and Parliamentary procedure.

Section 2. President Elect: The President Elect shall be elected at the annual meeting of the year preceding the year in which the term of the President expires. In the absence or incapacity of both the President and Vice President, the President Elect or Past President shall discharge the functions of the President.

Section 3. Vice President: The Vice President shall be elected for a one year term. In the absence or incapacity of the President, the Vice President shall perform all of the duties of the President.

Section 4. Secretary: The Secretary shall be elected for a one year term, and shall keep a current record of the Society and of the Board of Directors. He/she shall have actual custody and care of Documents and Minutes of this Society. He/she shall prepare and maintain a current Roster of the Membership and supply a true copy of same to the Treasurer. He shall prepare and distribute official notification of all meetings of the society, and shall periodically prepare and distribute to the Membership communications outlining significant actions of the Board of Directors. He/she may be elected for two additional one year terms.

Section 5. Treasurer: The Treasurer shall be elected for a one year term, and have custody of all funds of the Society. At each meeting of the Board of Directors he/she shall account for all receipts and disbursements, and report the current financial status of the Society. He/she shall serve without bond. He/she can be re-elected for two additional one year terms.

Section 6. CAP Delegate: The Delegates from Wisconsin to the College of American Pathologists shall serve as Official Representatives of this Society in the House of Delegates of the College of American Pathologists. They shall truly represent the best interests of the Society, and of the practice of pathology in the deliberations of that body, and they shall report all significant actions of the College of American Pathologists to the Board of Directors, and the membership of the Society.

Section 7. ASCP Councilor: The Councilor and/or Alternate Councilor for Wisconsin to the American Society of Clinical Pathologists shall attend all National and Regional Meetings of the Advisory Counsel. They shall report to the membership of the Society at each meeting, or otherwise upon decisions, deliberations, communications and recommendations of the American Society of Clinical Pathologists.

Section 8. Board of Directors: The Board of Directors shall be the policy-making and administrative body of the Society during the interim between the regular, annual or special business meetings, and shall be empowered to enter into contracts and authorize such expenditures as may be necessary to carry on the affairs of the Society. Its actions shall be governed by the Articles of Incorporation and By-Laws and all actions of the Board of Directors shall be subject to review by the members of the Society. The President shall prepare a condensed report of the activities of the Board and the Society to be presented at the Annual Business Meeting. The Board of Directors shall meet in regular session prior to the Annual Meeting of the Society and shall receive reports of all Officers, Committees and Representatives. It shall hold at least one interim meeting and shall convene at other times as may be

appropriate. It may meet on the call of the President, or upon written petition of any three (3) members of the Board. Any six (6) members of the Board shall constitute a quorum for conducting the business of the Society. The date, time and place of all Board meetings shall be set by the President.

Section 9. Executive Secretary: An Executive Secretary may, at the discretion of the Board, be employed to provide Administrative services to the Officers and/or the Board of Directors.

CHAPTER VII: COMMITTEES

Section 1. Board of Censors: The Board of Censors shall receive, consider and enact upon all applications for membership in accordance with these By-Laws. They shall receive and consider judicially and without bias complaints on the conduct of any members, and shall present a report with a recommendation in the matter to the Board of Directors, which in turn shall submit its conclusions and recommendations to the Society at the next Annual or Special Meeting.

The Board of Censors may nominate members for election to Honorary Membership status.

Members of the Board of Censors shall be voting members of the Board of Directors.

Section 2. Standing Committees: Standing Committees shall be appointed by the President and to be composed of not less than three (3) members. The Chairman of the following Standing Committees shall be voting members of the Board of Directors.

(a) Legislative Committee: The Legislative Committee shall keep the Society informed of any contemplated legislation affecting the practice of pathology.

(b) Public Relations Committee: The Public Relations Committee shall be charged with enhancing the professional recognition of the pathologists and the role of pathology and patient care and medical research. It shall initiate and circulate releases from the Society to the Lay Press, Professional and Scientific Publications, radio and television media. It shall assist in the preparation of, and lend publication support to programs and activities of the various committees of the Society. It shall provide liaison with committees of national organizations to promote the above goals.

(c) Scientific Program Committee: The Scientific Program Committee will arrange for the presentation of instructive seminars, lectures or other scientific programs in pathology and related sciences for the membership of the Society. It shall arrange for the preservation of the transactions of such meetings.

(d) Professional Affairs Committee: The Professional Affairs Committee shall concern itself with the professional affairs and relationships within the practice of pathology. The Committee will report its activities to the Board of Directors together with appropriate recommendations.

(e) Nominating Committee: The Nominating Committee shall consist of the three immediate Past Presidents, with the most senior past president serving as chair. This committee shall be charged with the preparation of a slate of nominees for each elective office vacant or to be vacated, and shall present this report at the Annual Meeting.

Section 3. The President shall appoint additional Special Committees as the need may require.

Section 4. Members of Committees shall serve during the tenure of the President who made their appointments, or until their successors are appointed. No more than one-half (1/2) of the membership of Standing Committees may be changed during a single year of presidential tenure.

CHAPTER VIII: FINANCES

Section 1. Finances of the Society shall be provided primarily by membership dues set at each Annual Meeting. Honorary Members are exempt from payment of dues.

Section 2. Special Assessments may only be levied on the recommendation of the Board of Directors. Written notification of the proposed assessment and its purpose shall be provided to the membership at least thirty (30) days before the meeting at which the assessment is to be presented. Majority vote shall be required for approval.

Section 3. The Fiscal Year of the Society shall begin July 1, and end June 30.

Section 4. The Funds of the Society shall be expended by the Treasurer at the direction of the Board of Directors for necessary expenditures.

Section 5. Dues shall become payable at the beginning of the Society's fiscal year. If dues are unpaid at the end of one year from date due, a final dues notice shall be sent with the second year's dues notice. If unpaid after ninety (90) days of the final dues notice, the member shall be dropped.

Section 6. Any member dropped for nonpayment of dues or assessments may be reinstated at the discretion of the Board of Directors upon payment in full of each deficiency.

CHAPTER IX: AMENDMENT

These By-laws may be amended by majority vote of members present and voting at any meeting. Written prior presentation of the proposed amendments shall be received by the membership at least thirty (30) days before the meeting at which the amendments are voted upon.