

CALIFORNIA SOCIETY FOR HISTOTECHNOLOGY

ARTICLES OF INCORPORATION

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44

**ARTICLES OF INCORPORATION OF THE
CALIFORNIA SOCIETY FOR HISTOTECHNOLOGY**

I

The name of this Corporation shall be the California Society for Histotechnology.

II

The Corporation's purposes are:

A. The specific and primary purposes are:

1. To maintain high standards in Histopathology laboratories.
2. To encourage skill and efficiency.
3. To support concepts of continuing education.
4. To exchange ideas and experience endeavoring to solve problems of the profession which will lead to a better understanding and appreciation of the field.
5. To establish a center where members may get information or help in solving problems and which could provide a contact point for professional placement andor professional recruitment.
6. To achieve recognition that:
 - a. Histopathology is a specialized discipline within the medical specialty of Pathology.
 - b. The technique of Histopathology utilizes practical applications of basic and fundamental sciences by the use of specialized apparatus, equipment, and methods for the purpose of making histological, histochemical, immunocytochemical, electromicroscopic, and other preparations which may be used to ascertain the presence, progress, and source of disease.

B. The general purposes are:

To engage in all lawful activities and operations permitted to non-profit corporations pursuant to California law. Notwithstanding any other provision contained herein, the Corporation shall exercise only such powers as are in furtherance of the tax exemption purposes of this Corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as it now exists or may hereafter be amended.

III

This Corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.

IV

The county in this State where the principle office for the transaction of the business of this Corporation is located is Los Angeles County.

1
2
3
4
5
V

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAMES	ADDRESSES
Vivian McClure	10 Scott Lane Larkspur, California 94939
Lucille Rossi	709 Solano Avenue Albany, California 94706
Jean Mannagh	1159 Lanark Los Angeles, California 90041
Betty Vincent	3329 Brant Street San Diego, California 92103
Sarah Jones	24261 Spartan Mission Viejo, California 92675

6
7
8
VI

9 The authorized number and qualifications of members of the Corporation, the different classes of
10 membership, if any, rights and privileges of members; and their liabilities to dues and assessments; and
11 the methods of collection thereof shall be as set forth in the Bylaws.

12
13
14
VII

15 This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and
16 is organized solely for non-profit purposes. No part of the net earnings of the Corporation shall inure to
17 the benefit of any member, officer of the Corporation or any private individual (except that reasonable
18 compensation may be paid for services rendered to or for the Corporation affecting one or more of its
19 purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda
20 or otherwise attempt to influence legislation and the Corporation shall not participate in or intervene in
21 (including the publication or distribution of statements) any political campaign on behalf of any
22 candidate for public office.

23
24 Upon the winding up and dissolution of this Corporation, after making all adequate provisions for the
25 payments of all debts and obligations of the Corporation, the remaining assets shall be distributed to a
26 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable,
27 educational, religious, and/or scientific purposes and which has established its tax exemption status
28 under Section 501 (c) (3) of the Internal Revenue Code. If this Corporation holds any assets in trust such
29 assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the
30 County in which this Corporation's principle office is located, upon petition therefore by the Attorney
31 General or by any person concerned in the liquidation.

32
33
34
VIII

35 This Corporation shall not engage in political activities.
36 IN WITNESS WHEREOF, the undersigned being the persons hereinabove named as the first directors,
37 have executed these Articles of Incorporation this 16th day of June, 1978.

CODE OF ETHICS

As Histotechnologists we:

1. Realize our primary duty is to the patient community, and this shall take precedent in case of any conflict and any other commitment.
2. Keep inviolate the trust placed in us by patient and physician, treating as confidential all information obtained.
3. Pledge to uphold, maintain, and strive to improve laws and regulations affecting the public's health with particular emphasis to surgical pathology technology.
4. Endeavor to conduct our professional lives with dignity and integrity, recognizing that the entire profession and the Society will be judged by our action.
5. Stand unified for the academic and cultural advancement and the economic welfare of the Histotechnologist.
6. Accept responsibility for the ethical practices of our fellow members by cooperating with the Society in any efforts to investigation, counsel, or expulsion of violators.
7. Actively encourage interested young people to enter this field.
8. Maintain a vital interest in the curricula in Histotechnology, cooperating with institutions of higher learning in developing programs which meet the needs of the patient community.
9. Assume responsibility in our contact with trainees for their technical training and ethical guidance.

**CALIFORNIA SOCIETY FOR
HISTOTECHNOLOGY**

BYLAWS

TABLE OF CONTENTS

		Page	Line
ARTICLE I	OFFICES		
Section 1	Location		
ARTICLE II	MEMBERSHIP		
Section 1	Classes of Membership		
Section 2	Privileges		
Section 3	Application		
Section 4	Dues		
Section 5	Revocation of Membership		
ARTICLE III	MEMBERSHIP MEETING		
Section 1	Annual Meeting		
Section 2	Special Meetings		
Section 3	Notice of Meeting		
Section 4	Quorum		
Section 5	Voting		
Section 6	Proxies		
ARTICLE IV	DIRECTORS		
Section 1	Criteria		
Section 2	Powers		
Section 3	Numbers		
Section 4	Vacancies		
Section 5	Removal and Resignation of Director		
Section 6	Place of Meetings		
Section 7	Call and Notice of Meetings		
Section 8	Quorum		
Section 9	Waiver of Notice		
Section 10	Action without Meeting		
ARTICLE V	OFFICERS		
Section 1	Officers		
Section 2	Criteria		
Section 3	Term of Office		
Section 4	Removal and Resignation		
Section 5	President		
Section 6	Vice President		
Section 7	Secretary		
Section 8	Treasurer		
Section 9	Immediate Past President		
ARTICLE VI	STATE COMMITTEES		
Section 1	Composition		

Section 2	Bylaws		
Section 3	Legislation		
Section 4	Education		
Section 5	Publicity and Public Relations		
Section 6	Judicial		
Section 7	Membership		
Section 8	Nominations		
Section 9	Convention		
Section 10	Employment Opportunities		
Section 11	Newsletter		
Section 12	Awards		
Section 13	Special Committees		
Section 14	Duties at Termination of Office		
ARTICLE VII	RECORDS		
ARTICLE VIII	SEALS OF THE SOCIETY		
Section 1	State Seal		
Section 2	Chapter Seal		
ARTICLE IX	CHANGE IN BYLASE		
Section 1	Repeal, Amendment, and Adoption		
Section 2	Record of Appeal, Amendment or Adoption		
ARTICLE X	CHAPTERS		
Section 1	Definition		
Section 2	Application		
Section 3	Autonomy		
Section 4	Governing Body		
Section 5	Meetings		
Section 6	Officers		
Section 7	Elections		
Section 8	Term of Office		
Section 9	Resignation		
Section 10	Vacancies		
Section 11	President		
Section 12	Vice President		
Section 13	Secretary		
Section 14	Treasurer		
Section 15	Parliamentarian		
Section 16	Duties of Officers at Termination of Term		
ARTICLE XI	DELEGATES		
Section 1	Delegates to the National Society for Histotechnology		
Section 2	Delegates to Other Organizations		

ARTICLE XII	MATTERS NOT SUBJECT TO PROVISIONS		
Section 1	Robert's Rules of Order to Govern		
Section 2			
Section 3			

1
2
3 **BYLAWS**

4 **ARTICLE I - OFFICES**

5 **Section 1 - Location**

6 The principle office for the transaction of business of the Society is hereby fixed and located at Los Angeles
7 County, California. The Board of Directors is hereby granted full power and authority to change the place of said
8 principle office from one location to another within the State and establish branch offices at any other place,
9 within or without the state.

10
11 **ARTICLE II - MEMBERSHIP**

12 **Section 1 - Classes of Membership**

- 13
- 14 A. Regular Member - Individuals gainfully employed and actively engaged and/or interested in
15 Histotechnology or an allied profession.
 - 16
 - 17 B. Honorary Member - Any individual recognized for outstanding contributions to the field of
18 Histotechnology shall be selected by a majority vote of the Board. Candidates for this honor shall be
19 nominated by their constituent chapter.
 - 20
 - 21 C. Sustaining Member - Groups, companies, or individuals who wish to help support the Society by
22 contributing funds, equipment, materials, or services.
 - 23

24 **Section 2 - Privileges**

25
26 Only Regular members shall be entitled to vote, hold office, or serve on any committee, except as otherwise
27 approved by the Board. Membership is personal and non-transferable.

28
29 **Section 3 - Application**

30
31 Any person eligible for membership may apply in writing on the form provided by the Society, to be forwarded to
32 the State Treasurer. Applicants shall be approved or rejected in accordance with the current requirements as
33 outlined in the Bylaws. All rejected applications are forwarded to the Board for review and final disposition.
34 Membership shall not be denied or abridged on account of race, color, creed, or ethnic background.

35
36 **Section 4 - Dues**

37
38 The fiscal year of the Society shall commence March 1st of each year and end February 28/29th of each year.
39 Members shall, by March 1, pay the State Treasurer dues, in an amount to be set by the Board.

40
41 **Section 5 - Revocation of Membership**

- 42
- 43 A. The Board upon its own motion or upon the request of any member in good standing shall send to the
44 Judicial Committee, for investigation, any matter which would warrant membership revocation.
 - 45
 - 46 B. The Judicial Committee shall notify the accused member, prior to an investigation, giving all salient facts
47 known to the Committee at that time and shall invite the member to submit a written response within

1 fifteen (15) days.

- 2
- 3 C. Failure of the accused member to submit such response within fifteen (15) days shall constitute a waiver
4 of the right to submit any response, be notified of any further proceedings, or to request any review of
5 such proceedings.
- 6
- 7 D. The member must also be notified that a request for an informal hearing may be made before the
8 Committee. Such hearing shall be had at a time and place convenient to the accused member and the
9 Committee and within thirty (30) days of such request.
- 10
- 11 E. Upon completion of its investigation, the Committee shall report to the Board recommending that the
12 matter be dropped or the membership be revoked. A copy of the report shall simultaneously be sent to the
13 accused member by certified mail, return receipt requested.
- 14
- 15 F. If the report recommends that the membership be revoked, the accused member shall have the right to
16 have the matter reviewed by the Board as a whole. The accused member shall exercise this right by
17 notification to the Secretary within fifteen (15) days after receipt of the report. A hearing shall be held
18 within thirty (30) days after the date of such request. The Secretary shall notify the accused member of
19 the time and place of said hearing at least fifteen (15) days in advance of such hearing.
- 20
- 21 G. The notice of the time and place of hearing shall also state the acts or omissions with which the member is
22 charged, a list of specific items, reasons, or subject matters which were considered by the Committee in
23 making such recommendation for revocation. A copy of the Bylaws shall be included with such notice.
- 24
- 25 H. The Board may set reasonable rules for the conduct of the hearing, which must include the right of the
26 accused member to appear in person, to be represented by counsel, to produce witnesses, and to have a
27 record of the hearing by tape recorder or shorthand reporter. Such representation and services shall be at
28 the expense of the member.
- 29
- 30 I. The decision of the Board shall be reported in writing to the accused member and the Committee within
31 fifteen (15) days after such hearing, and shall become effective forthwith.

32

33 **ARTICLE III - MEMBERSHIP MEETING**

34 **Section 1 -Annual Meeting**

35

36 An annual meeting shall be held in conjunction with the Society's Annual Symposium on Histotechnology, the date
37 and time to be set by the Board, at which time the general membership shall ratify a Board of Directors, consider
38 reports on Society affairs, and transact any other business which is within the powers of the members.

39

40 **Section 2 - Special Meetings**

41

42 Special meetings of the members, for any purpose whatsoever, may be called at any time by the State President,
43 the Board, or one or more members holding not less than one-tenth (1/10) of the voting power of the Society.

44

45 **Section 3 - Notice of Meeting**

46

47 Notices of meetings, annual or special, shall be given in writing to members entitled to vote by the State Secretary
48 or by any Director or member. Such notices shall be given by regular mail, charges prepaid, to the members'

1 addresses appearing on the Society's books, or given by members to the Society for the purpose of notice. If a
2 member gives no recent address, notice is duly given if sent by mail addressed to the principle office of the
3 Society. Notice shall be sent no less than fifteen (15) days before a meeting.

4 Notice of any meeting of members shall specify the place, day, and hour of the meeting, and in the case of special
5 meetings, the general nature of the business to be transacted shall also be given for any meeting at which action is
6 to be taken on any of the following proposals: sale, exchange, lease, transfer, or other disposition of all or
7 substantially all the Society's assets; merger, or consolidation with another corporation; amendment of the Articles
8 of Incorporation; and winding up and dissolution of the Society.

9 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the
10 case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it shall not be necessary to
11 give any notice of the time and place of the adjourned meeting or of the business to be transacted at the adjourned
12 meeting other than by announcement at the meeting at which such adjournment is taken.

13
14 **Section 4 - Quorum**

15
16 A majority of the regular members shall constitute a quorum at all meetings for the transaction of business except
17 as otherwise provided by law, the Articles of Incorporation, or by these Bylaws. If, however, such quorum shall
18 not be present or represented by proxy at any such meeting, a majority of the members present or represented by
19 proxy shall have the power to adjourn the meeting from time to time until the requisite number of voting members
20 or proxies shall be present. At such adjourned meeting at which the requisite number of members shall be present
21 or represented, any business may be transacted which might have been transacted at the meeting as originally
22 notified.

23
24 **Section 5 - Voting**

25
26 Only members entitled to vote on the records of the Society on the date fixed for notice of any meeting shall be
27 entitled to vote at such meeting. Every member entitled to vote shall be entitled to one vote.

28
29 **Section 6 - Proxies**

30
31 Any member entitled to vote may do so either in person or by written proxy executed in accordance with the laws
32 of the State of California and filed with the Society Secretary. A proxy shall not be valid after the expiration of
33 eleven (11) months from the date of its execution unless the person executing it specifies therein the length of
34 time for which it is to continue in force, which in no case shall exceed seven (7) years from the date of its
35 execution. Any duly executed proxy shall not be revoked, and shall continue in full force and effect, until an
36 instrument revoking it, or a duly executed proxy bearing a later date, is filed with the Society Secretary.

37
38 **ARTICLE IV - DIRECTORS**

39 **Section 1 - Criteria**

40
41 The person must have been an active member of CSH in good standing for at least two (2) consecutive years
42 immediately prior to election and an active NSH member in good standing for at least one (1) consecutive year
43 immediately prior to election. The person's primary job description should not be that of selling technical supplies
44 or materials to laboratories (histology or otherwise). This in no way should be interpreted to mean that any
45 technologist employed by a commercial firm and whose duties do not entail the sale of materials from each
46 organization shall be deemed ineligible as a Director.

47
48 **Section 2 - Powers**

1
2 Subject to the limitations of the Articles of Incorporation and the laws of the State of California as to action to be
3 authorized or approved by the members, all corporate powers and business affairs of the Society shall be
4 controlled by the Board. The Board is empowered to establish classes of memberships, the amount of dues
5 payable by any such members, to pass finally on all applications for membership and all recommendations for the
6 revocation of membership.
7

8 **Section 3 - Numbers**

9

10 The Board shall consist of one (1) member from each Chapter for every fifty (50) members or portion thereof, as
11 of December one (1) of the previous year. The Directors shall be ratified at the Annual Meeting and hold office
12 until their successors are ratified. The number of Directors having been set forth, in no case shall any Chapter
13 have less than one (1) Director. Accumulative voting for Directors shall be allowed.
14

15 **Section 4 - Vacancies**

16

17 A vacancy in the Board shall exist for any cause which leaves a Chapter without full representation. The Board
18 may declare vacant the office of a Director in either of the following cases:
19

- 20 A. A Director is declared of unsound mind by an order of the Court or finally convicted of a felony.
- 21
- 22 B. If within sixty (60) days after notice of election there is no acceptance of office either in writing or by
23 attending a Board meeting or fulfillment of other qualifying requirements as the Bylaws specify.
24

25 A vacancy in the Board may be filled by a majority of the remaining Directors in the pertinent chapter or by a sole
26 remaining Director. If a chapter has only one Director and that Director resigns, the chapter president may appoint
27 a replacement. Each appointed replacement Director shall hold office until the next election.
28

29 **Section 5 - Removal and Resignation of Directors**

30

31 The entire Board or any individual Director may be removed from office by a majority of members entitled to
32 vote at an election of Directors. If any or all Directors are removed, new Directors may be elected at the same
33 meeting. A Director must reside within the geographical boundaries of his chapter, and automatically resigns if
34 that residence is so changed.
35

36 **Section 6 - Place of Meetings**

37

38 Meetings of the Board shall be held at any place, within or without the State, which has been designated from
39 time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such
40 designation, meetings shall be held at the principle office of the Society. Any meeting shall be valid, wherever
41 held, if held upon written consent of all members of the Board, given either before or after the meeting and filed
42 with the Society Secretary.
43

44 **Section 7 - Call and Notice of Meetings**

45

46 All meetings of the Board shall be called by the President, or if absent, unable, or refuses to act, by the Vice
47 President or any two (2) Directors. Written notice of the time and place of the meetings shall be delivered to each
48 Director, at least seven (7) days before the meeting. If the address of the Director is not shown on Society records

1 and is not readily ascertainable, notice shall be addressed to the Society's principle office. Notice of the time and
2 place of holding an adjourned meeting need not be given to absent Directors if such are fixed at the meeting
3 adjourned.
4

5 **Section 8 - Quorum**

6
7 A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Any
8 act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is
9 present shall be the act of the Board unless the law requires a greater number. In the absence of a quorum, a
10 majority of the Directors present may adjourn from time to time until the time fixed for the next regular meeting
11 of the Board.
12

13 **Section 9 - Waiver of Notice**

14
15 The transactions of any meeting of the Board, however called, noticed, or wherever held, are as valid as though
16 had at a meeting duly held after regular call and notice. If a quorum is present and if either before or after the
17 meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an
18 approval of the minutes thereof, all such waivers, consents, or approvals shall be filed with the corporate records
19 or made a part of the minutes of the meeting.
20

21 **Section 10 - Action without Meeting**

22
23 Any action required or permitted by law to be taken by the Board may be taken without a meeting, if all members
24 of the Board individually or collectively consent in writing to such action. Such written consent or consents shall
25 be filed with the minutes of the proceedings of the Board.
26

27 **ARTICLE V - OFFICERS**

28 **Section 1 - Officers**

29
30 The Society officers shall be a president, a vice president, a secretary, and a treasurer, all elected by the
31 membership of the Society. There may be such other officers as the Board may deem expedient. All elected state
32 officers shall be voting members of the Board.
33

34 **Section 2 - Criteria**

35
36 A person elected to serve as an Officer must have been an active member of CSH in good standing for at least two
37 (2) consecutive years immediately prior to election and an active NSH member in good standing for at least one
38 (1) consecutive year immediately prior to election. The person whose primary job description should not be that
39 of selling of technical supplies or materials to laboratories (histology or otherwise). This in no way should be
40 interpreted to mean that any technologist employed by a commercial firm and whose duties do not entail the sale
41 of materials from each organization shall be deemed ineligible as an officer.
42

43 **Section 3 - Term of Office**

44
45 The term of office shall be for a period of two (2) years or until resignation, removal, or a successor shall be
46 chosen. Any vacancy in any office for any cause shall be filled by the Board.
47

48 **Section 4 - Removal and Resignation**

1
2 Any officer may be removed at any time, with cause, by the Board. Any Officer may resign at any time by giving
3 written notice to the Board, the president, or the Society Secretary. An Officer automatically resigns if residency
4 is changed to out of the State of California.
5 Any such resignation shall take effect at the date of receipt of such notice or at any other time specified therein.
6 The acceptance of a resignation shall not be necessary to make it effective.
7

8 **Section 5 - President**
9

10 The President shall be the chief executive officer of the Society and shall have, subject to the direction and control
11 of the Board, general supervision, direction, and control of the business and affairs of the Society; preside at all
12 meetings of the members and Directors; be a non-voting ex-officio member of all committees, and shall have the
13 general powers and duties of management usually vested in the office of President of a Society, and such other
14 powers and duties as may from time to time be prescribed by the Board or the Bylaws.
15

16 **Section 6 - Vice President**
17

18 In the absence or disability of the President, the Vice President shall perform all the duties of the President, and
19 when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice
20 President shall have such other powers and perform such other duties as may from time to time be prescribed by
21 the Board or the Bylaws.
22

23 **Section 7 - Secretary**
24

25 The Secretary shall cause to be kept at any such place as the Board may order, a book of minutes of all meetings
26 of Directors and members, with the time and place of holding, whether regular or special, and if special, how
27 authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members
28 present or represented at members' meetings and the proceedings thereof. The minutes of each Board meeting
29 shall be mailed to the Board, State Officers, State Chairpeople, and Chapter Presidents within ninety (90) days
30 after a meeting. The Secretary shall cause to be kept a membership list showing members' names and addresses.
31 The above specified information may be kept by any mode which is capable of reproducing the information in
32 clearly legible form for the purpose of member inspection as provided by law or the Bylaws. The Secretary shall
33 cause to be kept the original or a copy of the Bylaws as amended or otherwise altered to date, certified, and open
34 to inspection by the members at all reasonable times during office hours. The Secretary shall be custodian of the
35 State Seal and shall affix such Seal to documents as required. The Secretary shall cause to be given notice of all
36 meetings of members and Directors required by law or the Bylaws and shall have such other powers and perform
37 such other duties as may from time to time be prescribed by the Board or the Bylaws. In the absence or disability
38 of the Secretary, an assistant secretary, appointed by the Board, shall perform all the duties of the Secretary, and
39 when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary. The assistant
40 secretary shall have such other powers and perform such other duties as may from time to time be prescribed by
41 the Board or the Bylaws.
42

43 **Section 8 - Treasurer**
44

45 The Treasurer shall cause to be kept and maintained adequate, correct accounts of the properties and business
46 transactions of the Society, including accounts of its assets, liabilities, receipts, disbursements, gains, losses,
47 capital. The foregoing shall be classified according to source and shown in a separate account. The Treasurer shall
48 cause account books to be kept, open to inspection by any member at any reasonable time. The Treasurer shall

1 deposit monies and other valuables in the name and to the credit of the Society with such depositories as may be
2 designated by the Board; disburse the funds of the Society as may be ordered by the Board; render to the
3 President and Directors, whenever they request it, an account of all transactions as Treasurer and the financial
4 condition of the Society, and have such other powers and perform such other duties as may from time to time be
5 prescribed by the Board or the Bylaws. The Treasurer shall submit a recommended annual operating budget to the
6 board for their approval. The Treasurer shall have the state records of monies professionally audited annually with
7 a report of such presented to the Board after audit.
8

9 **Section 9 - Immediate Past President**

10
11 The Immediate Past President shall be a non-voting member of the Board; be available to the President for advice
12 and help; perform other tasks as may be assigned by the President and/or Board and in the simultaneous absence
13 of both the President and Vice President perform as the President.
14

15 **ARTICLE VI - STATE COMMITTEES**

16 **Section 1 - Composition**

17
18 With the exception of the Nominations and Judicial, Chairpersons shall be appointed by the Board and committee
19 members by Chapter presidents. A committee Chairperson automatically resigns if residency is changed to out of
20 the State of California. Committee chairmen shall be members in good standing.
21

22 **Section 2 - Bylaws**

23
24 It shall be the duty of this committee to review the Bylaws and make recommendations to the Board and
25 membership for amendments to this document in keeping with the growth of the Society.
26

27 **Section 3 - Legislation**

28
29 This committee shall study all matters pertaining to legislation, both State and Federal, affecting the field of
30 Histotechnology and make recommendations to the general membership for approval. The State President shall
31 appear, when necessary, before the State Legislature as representative of the Society. It shall be the duty of this
32 committee to keep the membership currently informed on all legislative activity affecting the field of
33 Histotechnology.
34

35 **Section 4 - Education**

36
37 It shall be the duty of this committee to cause to be provided knowledge and information related to the field of
38 Histotechnology.
39

40 **Section 5 - Publicity and Public Relations**

41
42 It shall be the duty of this committee to devise ways and means of informing the public of the aims and activities
43 of the Society.
44

45 **Section 6 - Judicial**

1 The Chairperson shall be elected by the general membership to serve a two (2) year term. The committee
2 members shall be elected by the Chapters. It shall be the duty of this committee to act upon any and all complaints
3 of the membership.
4

5 **Section 7 - Membership**

6
7 At the discretion of the Board, the Society Secretary may chair this committee. It shall be the duty of this
8 committee to retain and recruit members.
9

10 **Section 8 - Nominations**

11
12 The Chairperson shall be elected by the general membership to serve a two (2) year term. The committee
13 members shall be appointed by the Chapters. The purpose of this committee is to conduct the election of all
14 offices and delegations of the State and Chapters. The State Chairperson shall be responsible for State election
15 ballots to be printed and sent to the Chapters in time for inclusion in Chapter elections.
16

17 **Section 9 - Convention**

18
19 The purpose of this committee is to organize and present the annual State Symposium/Convention. A proposed
20 budget and program is to be submitted to the Board for approval prior to finalization and no more than one
21 hundred and twenty (120) days after the last Symposium/Convention.
22

23 **Section 10 - Employment Opportunities**

24
25 This committee shall maintain a register for prospective employers and employees. A list of both shall be made
26 available upon request; shall identify this service to prospective employers and employees within the State and
27 provide assistance when needed.
28

29 **Section 11 - Newsletter**

30
31 The Society shall publish a Newsletter. It shall be a continuing education tool and means of informing the general
32 membership of all pertinent information which relates to Histotechnology. The Board shall appoint an Editor who
33 shall control all policies, business, and times of publications.
34

35 **Section 12 - Awards**

36
37 This committee shall establish criteria for all Society awards, suggest new awards as appropriate, and conduct the
38 business of selecting recipients of awards.
39

40 **Section 13 - Special Committees**

41
42 Special committees may be formed as deemed necessary by the President and/or Board.
43

44 **Section 14 - Duties at Termination of Office**

45
46 It shall be the duty of each Director, officer, and chairperson of the Society, at the expiration of term, to deliver to
47 the successor in such office, all books, records, and/or property, which, by virtue of the office, shall have been
48 placed in that individual's care or control.

1
2 **ARTICLE VII - RECORDS**
3

4 All books and records of the Society shall be open to the inspection of the members at any reasonable time.
5

6 **ARTICLE VIII -SEALS OF THE SOCIETY**

7 **Section 1 - State Seal**
8

9 The Board shall provide a suitable seal for the Society which shall bear the inscription: California Society for
10 Histotechnology, 1977, California.
11

12 **Section 2 - Chapter Seal**
13

14 The Society Chapter Seal, provided by the Chapter Executive Committee, shall bear the inscription: California
15 Society for Histotechnology, Chapter name, date formed.
16

17 **ARTICLE IX - CHANGE IN BYLAWS**

18 **Section 1 - Repeal, Amendment, and Adoption**
19

20 These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a majority of the Directors
21 present at any regular or special meeting of the Board, provided that at least thirty (30) days written notice is
22 given of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.
23

24 **Section 2 - Record of Repeal, Amendment, or Adoption**
25

26 Any repeal, amendment, or adoption shall be copied in the books of the Bylaws together with a notation of the
27 date of the meeting at which said repeal, amendment, or adoption was filed. Each Chapter shall be notified in
28 writing of any Bylaws changes within ten (10) days by the State Secretary, who shall provide each Chapter with a
29 certified copy of the new Bylaws and a certified copy of the Directors' resolution adopting them.
30

31 **ARTICLE X - CHAPTERS**

32 **Section 1 - Definition**
33

34 The members of the Society shall be organized into local component organizations or "chapters." No member of
35 the Society may simultaneously belong to more than one chapter.
36

37 **Section 2 - Application**
38

39 A minimum of six (6) persons are required to organize a chapter. A written application for permission to organize
40 a chapter must be submitted to the Board for consideration.
41

42 **Section 3 - Autonomy**
43

44 A chapter is autonomous to the point that its actions do not conflict with the objectives and purposes set forth in
45 these Bylaws.
46

47 **Section 4 - Governing Body**
48

1 The governing body of each Chapter shall be the Executive Committee, composed of the elected Chapter officers.

2
3 **Section 5 - Meetings**

4
5 The number, date, and time of meetings shall be determined by each Chapter. Special meetings may be called by
6 the Chapter President or by five members in good standing. The Chapter Secretary shall notify all Chapter
7 members in writing of any meeting.

8
9 **Section 6 - Officers**

10
11 Chapter officers shall be president, a vice president, a secretary, a treasurer, and a parliamentarian; each to be a
12 member in good standing of CSH for one year immediately prior to election. Additional officers may be elected
13 should the Chapter deem them necessary.

14
15 **Section 7 - Elections**

16
17 Chapter officers shall be elected by members in good standing according to Robert's Rules of Order. Chapter
18 elections shall be held simultaneously with any State elections. Chapters may hold elections during the alternate
19 years. All results shall be forwarded to the State President. The call for nominations for chapter officers shall be
20 published in the Chapter newsletter, or other announcement, at least thirty (30) days prior to the close of
21 nominations announced by the State Nominations and Elections Committee chairperson.

22
23 **Section 8 - Term of Office**

24
25 The term of office of any elected officer or committee chairperson shall be up to the Chapter, but may be
26 terminated upon recommendation by the Chapter President and adoption by four-fifths (4/5) vote of the Executive
27 Committee provided that ten (10) days notice in writing of the intention to take such action shall have been given
28 to the person concerned.

29
30 **Section 9 - Resignation**

31
32 Any officer may resign by giving written notice to the Executive Committee, and such resignation shall be
33 effective upon date of its receipt, or at such later time as may therein be specified. The acceptance of such
34 resignation shall not be necessary in order that the same shall become effective.

35
36 **Section 10 - Vacancies**

37
38 A vacancy occurring in any office, by reason of any cause, shall be filled by appointment by the Executive
39 Committee at its next meeting, subject to approval by the Chapter membership when it convenes.

40
41 **Section 11 - President**

42
43 The President shall be the chief executive officer of the Chapter and shall preside at all meetings of the Executive
44 Committee and the Chapter. In accordance with the policy established by the Chapter membership, the President
45 shall, in cooperation with the Executive Committee, exercise general supervision, direction, and control of the
46 administration of Chapter affairs; shall, together with the Secretary or Treasurer, except as otherwise specifically
47 provided, execute all deeds, bonds, and/or contracts in the name of the Chapter. The President shall appoint
48 chairpersons of the Chapter's standing committees, which correspond with the State standing committees, and be

1 an ex-officio member of all committees. The President shall have the general powers and duties of management
2 usually vested in the office of President of an organization, or as may be prescribed by the Bylaws.

3
4 **Section 12 - Vice President**

5
6 The Vice President shall assist the President in the exercise of powers and in the performance of duties; when
7 requested by the President or in the event of the President's absence or disability, the Vice President shall have
8 the duties of the President and have such other duties as may be requested by the President and as may be
9 prescribed by the Bylaws.

10
11 **Section 13 - Secretary**

12
13 The Secretary shall cause to be kept the minutes of all meetings of the Executive Committee and the Chapter
14 assembly; within a reasonable time thereafter upon request cause to be distributed to any member a copy of the
15 minutes of each meeting; shall keep detailed records of all business transacted, with written reports upon written
16 request; shall be custodian of all official reports and records of the Chapter and of the Chapter Seal, and affix such
17 Seal to all documents when required. The Secretary shall, under the direction of the President and the Executive
18 Committee, perform all duties of Secretary as shall be prescribed by the Bylaws.

19
20 **Section 14 - Treasurer**

21
22 The Treasurer shall cause to be collected any money and other such valuables of the Chapter, including all
23 funds due the Society Chapter for its members; shall cause the same to be deposited in a bank designated by
24 the Executive Committee; shall, when properly authorized by the Executive Committee, disburse the funds
25 of the Chapter upon receipt of proper vouchers for such disbursements; shall file, with the designated bank,
26 signature cards authorizing withdrawal of funds upon any two (2) of the following signatures: the President,
27 Vice President, Secretary, and/or the Treasurer; shall, in general, perform all duties of Treasurer, have such
28 other powers and perform such other duties as may be prescribed by the Executive Committee or the Bylaws.
29 Chapter account books shall be submitted to an auditor and audit committee at the expiration of term. The
30 Treasurer shall cause to be rendered to the Chapter President and/or Executive Committee, whenever they so
31 require, accounts of all transactions as Chapter Treasurer, and of the financial condition of the Chapter.

32
33 **Section 15 - Parliamentarian**

34
35 The Parliamentarian shall keep meetings in order according to Robert's Rules of Order.

36
37 **Section 16 - Duties of Officers at Termination of Term**

38
39 It shall be the duty of each officer, at the expiration of term to deliver to the successor in such office, all
40 books, records, and/or property which, by virtue of the office, shall have been placed in that individual's
41 possession or control.

42
43 **ARTICLE XI -DELEGATES**

44 **Section 1 - Delegates to the National Society for Histotechnology**

45
46 Delegates and alternates shall be selected by the Board for a two (2) year term to be concurrent with the
47 National Society Officers or until a successor is chosen. Persons selected must be members in good standing
48 in the State and National Societies for one (1) year. It shall be the duty of each delegate and alternate to

1 attend the House of Delegates meeting at the annual National Convention and coordinate with the State
2 President a report to be published in the first State Newsletter after the Convention. The number of delegates
3 and alternates is set by total National membership within the State. In the case of a vacancy, an appointee by
4 the Board shall attend the House of Delegates.

5
6 **Section 2 - Delegates to Other Organizations**

7
8 Delegates shall be appointed by the Board for a two (2) year term. Persons so chosen must be members in
9 good standing in the State Society for one (1) year. It shall be the duty of each delegate to attend such
10 meetings as are designated by the Board. They shall be responsible for sending a report to the State
11 Newsletter for publication.

12
13 **ARTICLE XII -MATTERS NOT SUBJECT TO SPECIFIC PROVISION**

14 **Section 1 - Robert's Rules of Order to Govern**

15
16 Unless otherwise provided herein, meetings shall be conducted in accordance with the latest revised edition
17 of Robert's Rules of Order.

18
19 **Section 2**

20
21 Whenever any notice is required to be given under the provisions of the general non-profit corporation laws
22 of California or under the provisions of the Articles of Incorporation or the Bylaws, a waiver thereof in
23 writing signed by the person or persons entitled to such notice, whether before or after the time stated therein,
24 shall be deemed equivalent to the giving of such notice.

25
26 **Section 3**

27
28 All notices required to be given in writing shall be sent to the address of the member, as is shown on the Society
29 records, by ordinary mail except in matters involving revocation of membership, the termination of the terms of
30 officers, and special meetings, in which case notice shall be given by certified mail, return receipt requested.

31
32 **Section 4**

33
34 Whenever the context so requires, the singular shall include the plural and the masculine gender shall include the
35 feminine.