

**BYLAWS OF THE
MISSOURI ORGANIZATION FOR CLINICAL LABORATORY SCIENCE (MoCLS)**

AMENDED APRIL 6, 2011

ARTICLE I -- NAME AND OFFICES

- A. Name. The name of this corporation is the MISSOURI ORGANIZATION FOR CLINICAL LABORATORY SCIENCE, Hereinafter referred to as the "Society".
- B. Records. The Executive Secretary and/or Treasurer of the Society shall be the official repository for the records, properties, bonds, charters, files and all other legal documents and properties of the Society, including the corporate seal

ARTICLE II -- PURPOSE AND CODE OF ETHICS

- A. Purpose. The purposes for which the Society is formed are:
- To promote higher standards in clinical laboratory methods and research.
- To create mutual understanding and cooperation between clinical laboratory scientists, physicians and all others who are engaged in the interests of individual or public health, both within and without the State of Missouri.
- To encourage and foster professional discussion and dissemination of information among members of the profession of Clinical Laboratory Science.
- To cooperate with all medical, hospital and community efforts in the prevention of the spread of disease and the promotion of individual and public health of the community.
- To promote higher standards for the profession of Clinical Laboratory Science through educational and scientific methods.
- In general, to do anything and everything necessary and proper to the conduct of an association of this nature, and for the purpose of attaining or furthering any of its objectives to do any and all other acts and things, and to exercise any and all other power which now or hereafter may be authorized by law.
- B. Principles and goals.
1. The principles of the Society are:

Clinical Laboratory Science is the application of physical, chemical and biological principles to the performance of laboratory procedures. Clinical laboratory Science encompasses research, development, teaching, supervision, and performance of these procedures and services. Clinical Laboratory Science is an independent profession which participates in and contributes to health services.
 2. The goals of the Society are:

To assure patients, their physicians and those persons concerned with health and research the highest quality laboratory service that modern science affords. To expand and improve its services; to encourage intelligent and capable individuals to enter the educational path that leads to service in this profession; to establish and maintain high standards for the profession and for the services performed by its practitioners; to provide a forum for

discussion of matters pertaining to the programs of continuing education, research and development; to represent the profession of Clinical laboratory Science, to safeguard its standards, and to protect the professional interests of its members; to evaluate constantly the role and function of Clinical Laboratory Science; to interest candidates in choosing Clinical Laboratory Science as a career and to assist them in their evaluation of the requirements, opportunities, and activities of the profession of Clinical Laboratory Science.

C. Code of Ethics.

Being fully cognizant of my responsibilities in the practice of Clinical Laboratory Science, I affirm my willingness to discharge my duties with accuracy, thoughtfulness, and care. Realizing that the knowledge obtained concerning patients in the course of my work must be treated as confidential, I hold inviolate the confidence placed in me by patient and physicians. Recognizing that my integrity and that of my profession must be pledged to the absolute reliability of my work, I will conduct myself at all times in a manner appropriate to the dignity of my profession.

ARTICLE III -- AFFILIATION

This Society is a constituent society of the AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE, hereinafter referred to as ASCLS, and shall at no time in any matter adopt any policy contrary to the policies of said Society, except as may be required to abide by the laws of the State of Missouri.

ARTICLE IV -- MEMBERSHIP

- A. Membership. Membership in this Society is open to all persons interested in the clinical laboratory sciences and shall consist of the following classes: professional, collaborative, emeritus, student and honorary.
- B. Membership Classes. The general qualifications for each class of membership are as follows:
1. Professional shall be open to all persons certified or engaged in the education process and/or the practice of the clinical laboratory sciences, including those with an active interest supporting the purposes and goals of this Society;
 2. Collaborative membership shall be open to all persons who currently hold membership in any other health-related national organization;
 3. Emeritus membership shall be open to any member who has retired from gainful employment;
 4. Student membership shall be open to all persons enrolled in a program of clinical laboratory studies;
 5. Honorary membership shall be an individual elected to membership by the ASCLS in recognition of outstanding service or contribution to the field of clinical laboratory science.
- C. Rights and Privileges. Professional and emeritus members are entitled to all rights and privileges to include voting, holding office and serve on any board or committee of this Society. Formerly professional members enrolled as full time graduate students and holding student membership will not forfeit continuity of professional membership privileges upon resuming professional membership. Collaborative and honorary members are entitled to all the rights and privileges of this Society with the exception of holding an elective or appointive position and voting. All other rights, benefits, and privileges of this Society are extended to all members. Any member may serve as consultant or advisor to any committee.

- D. Dues. Annual dues for membership in this Society shall be based on the class of membership for which the applicant is eligible. The amount of dues for each class and the procedures for paying dues shall be determined by the Board of Directors. No more than a ten (10) percent increase may be initiated in any given year without the approval of a majority of the accredited members present at the annual meeting of this Society.
- E. Expulsion of Members. A member may be expelled for conduct detrimental to this Society. Expulsion will require a two-thirds vote of the voting members present at the annual meeting of this Society.
- F. Reinstatement of Expelled Members. Reinstatement of an expelled member shall require a two-thirds vote of the voting members of the Society who are present at the annual meeting of this society.

ARTICLE V -- DISTRICTS

- A. District Societies. There shall be six (6) District Societies within the state.
- B. Functions. The district shall function to coordinate within geographical boundaries activities which support the principles and further goals of the Society; and to provide for the members of the district greater access to, and utilization of, the resources of the Society.

ARTICLE VI -- MEETINGS

- A. Annual Meeting. There shall be at least one annual meeting of this Society which shall include meetings of the Board of Directors, together with meetings of committees or other bodies of this Society, as may be necessary or appropriate.
- B. Time and Place. The Board of Directors shall determine the time and place of the annual meeting.
- C. Interim Meetings. The Board of Directors or the President may authorize interim meetings of this Society and of the Board of Directors.
- D. Special Meetings. Special meetings may be called by the President if, after polling the Board of Directors, a majority of the Directors agree that the nature of business to be transacted requires immediate action.
- E. Quorum. A quorum for an annual or interim meeting shall be the President or President-elect and the number of professional members in good standing present.

A quorum for a special meeting shall be the President or President-elect and two-thirds (2/3) of the number of professional members present at the last annual meeting of the Society.

ARTICLE VII -- REGIONAL COUNCILS

- A. Region Membership. This Society shall be a member of the Region designated in ASCLS society regulations.

ARTICLE VIII -- OFFICERS

- A. Officers of the Society. The officers of this Society shall be President, President-elect, immediate past President, Secretary and Treasurer. The duties of the officers shall be defined in the Standard Operating Procedures of the Society.
- B. Eligibility. The qualifications to be nominated for the offices of President-Elect, President, Secretary, and Treasurer are defined as follows:
1. A professional or emeritus member of this Society shall be eligible to hold

the offices of President-Elect and President provided they have been a member in good standing for four (4) consecutive years immediately prior to election and have served on the Society Board for at least two (2) years in either an elected or appointed position.

2. A professional or emeritus member of this Society shall be eligible to hold the offices of Secretary and treasurer provided they have been a member in good standing for three (3) consecutive years immediately prior to election and have served on the Society Board for at least two (2) years in either an elected or appointed position.

C. Election. Officers of this Society shall be elected by the voting members following procedures defined in the Standard Operating Procedures of this Society.

D. Term of Office. The term of office of each officer of this Society shall be defined in the Standard Operating Procedures of this Society.

E. Vacancies. A vacancy occurring in any office of this Society shall be filled in the manner defined in the Standard Operating Procedures of the Society.

ARTICLE IX -- BOARD OF DIRECTORS

A. Authority. The Board of Directors shall represent the Society when a regular meeting is not in session.

B. Composition. The Board of Directors shall consist of the President, the President-elect, the Secretary, the Treasurer, the Immediate Past President, two Directors, the Student Director, and the First Year Professional Director. These members shall constitute the voting members of the Board.

C. Student Director. The Student Director shall be appointed by the President to serve a term of one year and, if eligible, shall progress into the position of the First Year Professional Director.

D. Directors-at-Large. Two Directors of the Society shall be elected by the voting members at the annual meeting of this Society following procedures defined in the Standard Operating Procedures of the Society.

1. A Professional or Emeritus member of this Society shall be eligible to serve as a state elected Director provided he/she has been an active or emeritus member at least two consecutive years immediately prior to election.

2. The term of office shall be defined in the Standard Operating Procedures of the Society.

3. A vacancy occurring among the elected Directors shall be filled in the manner defined in the Standard Operating Procedures of the Society.

E. First Year Professional Director (FYP). The First Year Professional Director shall be appointed by the President to serve a term of one year and shall not be eligible for re-election. The Student Director, if eligible, shall move into the position of First Year Director, after completing his/her term.

F. Quorum. The President or the alternate and fifty percent (50%) of the Board of Directors shall constitute a quorum.

G. Vacancies. When any voting member of the Board of Directors is unable to fulfill the duties of their respective position, the Board of Directors shall fill such vacancy as set forth in the Standard Operating Procedures of the Society.

ARTICLE X -- COMMITTEES

- A. Appointed Committees. There shall be standing and administrative committees as defined in the Standard Operating Procedures of the Society.
- B. Elected Committees. The Nominations Committee shall be elected by the voting members of the Society. The immediate past president shall serve as chairman of the Nominations Committee. The qualifications for eligibility, method of election, and duties of the committee shall be defined in the Standard Operating Procedures of the Society.
- C. Ad Hoc Committees. Ad Hoc Committees shall be appointed by the President on the authority given him/her by the Board of Directors or a two-thirds (2/3) vote of the Professional members present at the meeting.

ARTICLE XI -- DELEGATES

- A. Delegates. The delegation of this Society to the ASCLS annual meeting, House of Delegates, shall consist of at least four (4) delegates [two (2) delegates-at-large, one (1) new professional, one (1) student delegate] and one (1) delegate per each 50 professional and emeritus members or major fraction thereof, as stated in the ASCLS Bylaws.
- B. Election of Delegates. The delegates to the ASCLS House of Delegates shall be elected as described in the Standard Operation Procedures of this Society.
- C. Vacancies. A vacancy in the number of authorized delegates shall be filled as stated in the Standard Operating Procedure of this Society.

ARTICLE XII -- STUDENT FORUM

- A. Student Forum. The Student Forum shall consist of student members of the Society and shall be governed by guidelines approved by the Board of Directors. The Student Director shall serve as Chair of the Forum and the First Year Professional Director shall serve as Advisor.

ARTICLE XIII -- SCIENTIFIC ASSEMBLY

- A. Purpose. The Scientific Assembly shall serve the academic, scientific, and professional interests of members of this Society.
- B. Participation. Each member of this Society shall have the option, at the time of renewal of membership, to designate a section or a maximum of three sections of the Scientific Assembly for participation, or to indicate a preference not to participate in any section.

ARTICLE XIV - IMPEACHMENT

- A. Impeachment of Officials. An elected official of this Society may be impeached for gross dereliction of duty, for conduct detrimental to this Society or for malfeasance. Impeachment proceedings shall be defined in the Standard Operating Procedures of the Society. If circumstances have not already removed an impeached person from the position of trust, a vote of the voting members at a meeting to withdraw their confidence shall so remove the official.

ARTICLES XV -- FISCAL AFFAIRS

- A. Fiscal Year. The fiscal year shall be defined in the Society's Standard Operating Procedures.
- B. Sources of Funds. In addition to dues, the Board of Directors may accept, on behalf of the Society, contributions, gifts or bequests for the general purposes or for any special purpose of the Society, and may conduct such fund-raising activities as it determines to be appropriate.
- C. Audit. An annual audit shall be performed by a certified public accountant or by an auditing committee appointed by the President from the membership.
- D. Financial Records. The Treasurer shall keep correct and complete books and records of accounts.

ARTICLE XVI -- PROCEDURES AND BYLAWS AMENDMENTS

- A. Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall govern the business proceedings of this Society except when otherwise specified in the bylaws.
- B. Amendments. The Bylaws of this Society may be amended as follows:
 - 1. A proposed amendment to these Bylaws may be submitted by a professional member of this Society. It shall be submitted in writing to the Chairman of the Bylaws Committee.
 - 2. The Bylaws Committee shall submit the amendment, in context, to the members of this Society no less than two (2) weeks prior to the next annual meeting. At this meeting the proposed amendment shall be presented for consideration.
 - 3. Adoption of amendments to the Bylaws shall require two-thirds (2/3) of the votes cast by Professional and Emeritus members present. A Professional or Emeritus member unable to attend said meeting may give his/her proxy to another voting member on an official form provided by the Secretary of the Society. No more than one proxy shall be held by any one Professional or Emeritus member.
- C. Notification. Within ninety (90) days after adoption of an amendment to the Bylaws, the Bylaws Committee shall report such adoption to the membership.
- D. Revision. An order to present a complete revision of these Bylaws at the next annual meeting shall require a two-thirds (2/3) majority of votes cast by active and emeritus members present. Adoption of a complete revision of these Bylaws shall also require a two-thirds (2/3) majority. A Professional or Emeritus member unable to attend said meeting may give his/her proxy to another voting member on an official form provided by the Secretary of the Society. No more than one proxy shall be held by any one active or emeritus member.
- E. Accordance with ASCLS. The Board of Directors of this Society shall have the authority to initiate amendments in accordance with established procedures when necessary to be consistent with the Bylaws and Standard Operating Procedures of ASCLS.

ARTICLE XVII -- DISSOLUTION

- A. Dissolution. In the event of the dissolution of the Missouri Organization for Clinical Laboratory Science, after the discharge of its debts and the settlement of its affairs, any funds and properties of this Society remaining thereafter will be held in escrow by ASCLS for a maximum of three years. If a constituent society of ASCLS is not reorganized in the State of Missouri by the end of three years, these funds are conveyed to the ASCLS Education and Research Fund.