

**BYLAWS AND STANDARD OPERATING PROCEDURES**

**OF THE**

**AMERICAN SOCIETY FOR**

**CLINICAL LABORATORY SCIENCE**

**PENNSYLVANIA**

**MAY 2022**

<b>BYLAWS</b>	<b>STANDARD OPERATING PROCEDURES</b>
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**AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE – PENNSYLVANIA**

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**BYLAWS AND STANDARD OPERATING PROCEDURES  
OF THE  
AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE – PA**

<b>BYLAWS</b>	<b>STANDARD OPERATING PROCEDURES</b>
<p><b>ARTICLE I – NAME AND PURPOSE</b></p> <p>A. The name of this corporation is the American Society for Clinical Laboratory Science – Pennsylvania (ASCLS-PA), a constituent Society of the American Society for Clinical Laboratory Science (ASCLS). This corporation is hereafter referred to as the “Society”.</p>	<p><b>ARTICLE I – NAME AND PURPOSE</b></p> <p>A. Name</p>
<p>B. The purposes of this Society are stated in the Articles of Incorporation. The principles and goals for this Society fulfil those purposes and shall be the same as defined in the Standard Operating Procedures of ASCLS.</p>	<p>B. Principles and Goals of the Society</p> <p>To promote the standards in clinical laboratory methods and research, and in affiliated fields;</p> <p>To enhanced the professional status and image of its members;</p> <p>To create mutual understanding and cooperation among the Society and its members and all others who are engaged in the interests of individual and public health;</p> <p>To be responsible for providing educational programs in the clinical laboratory and related sciences and defining standards of competence at all levels;</p> <p>To be responsible for determining entry level requirements and providing for appropriate credentialing;</p> <p>To represent the interests of the clinical laboratory and affiliated professions and the members of the Society in all government and other forums that affect those interests;</p>

BYLAWS	STANDAR OPERATING PROCEDURES
<p><b>ARTICLE I (Cont'd)</b></p>	<p><b>ARTICLE I (Cont'd)</b></p> <p>To establish and promote ethical standards for the professions represented ; and</p> <p>To provide aid and benefits to all members of said professions.</p>
<p><b>ARTICLE II – AFFILIATION</b></p> <p>This Society is a constituent society of the American Society for Clinical Laboratory Science and shall at no time adopt any policy contrary to the policies of said society, except as may be required by the Commonwealth of Pennsylvania.</p>	<p><b>ARTICLE II – AFFILIATION</b></p>
<p><b>ARTICLE III – DISTRICT SOCIETIES</b></p> <p>A. This Society shall be composed of district societies. The boundaries of a district society shall be clearly defined and recorded by the Board of Directors of ASCLS-PA provided such change has been approved by each district society.</p>	<p><b>ARTICLES III – DISTRICT SOCIETIES</b></p> <p>A. The name of each district society shall contain the words “the American Society of Clinical Science – PA” and shall further define or contain the name of its geographic area.</p>
<p>B. A district society shall be defined as a group of persons holding a valid charter from this Society. Only the Board of Directors of this Society may grant, revoke, or reinstate a charter of a district society.</p> <ol style="list-style-type: none"> <li>1. Three or more persons who are eligible for professional membership in this Society may apply for a grant of charter. Procedure for seeking charter shall be defined in the Society Standard Operating Procedures.</li> <li>2. Revocation of a district society charter shall require two-thirds vote of the voting members at the Annual Business Meeting. A motion for revocation of charter shall ot come before the Annual Business Meeting of this Society until the following conditions have been met:</li> </ol>	<p>B. District Society Charter</p> <ol style="list-style-type: none"> <li>1. Individuals shall seek permission to organize a district society by submitting, on a form prepared by this Society, a petition to the President of this Society. The petition shall be accompanied by an electronic copy of the proposed codes of organization (articles of incorporation, constitution, and bylaws, as applicable) and lists of names and addresses of all charter members and officers. The Bylaws Committee will examine the required documents and submit their recommendation to the Board of Directors for approval</li> <li>2. Revocation of charter.</li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE III (Cont'd)</b></p> <ul style="list-style-type: none"> <li>a. Cause shall be cited. Sufficient cause of initiation revocation procedures shall exist whenever a district society fails to abide by the terms under which charter was granted or whenever a district society adopts or persists in policies or procedures contra to this Society have been discharged. ry to the purpose of the ASCLS or this Society.</li> <li>b. Charges filed against a district society shall be received by the President of this Society who shall disseminate the information to the officer or officers of the District Society and the ASCLS-PA Board of Directors at least sixty (60) days prior to the dates when the Board of Directors may take action.</li> <li>c. The District Society shall have the opportunity for full hearing and defense before the Board of Directors and the right to appeal to the Annual Business Meeting of this Society whose decision shall be final.</li> </ul> <p>3. Reinstatement of a society whose charter has been revoked shall require a majority vote of the Board of Directors of this Society. The procedure for reinstatement shall be defined in the Standard Operating Procedures of this Society.</p>	<p><b>ARTICLE III (Cont'd)</b></p> <ul style="list-style-type: none"> <li>3. A society whose charter has been revoked may apply for reinstatement. Application for reinstatement shall not be considered until all outstanding financial obligations of the society to this Society have been discharged. Application shall be made according to the procedure and requirements in these SOP's for issuance of charter to a new district.</li> </ul>
<p>C. A district society shall be obliged under the charter granted by this Society to regulate its members , policies and procedures of the ASCLS and of this Society shall not be superseded or obstructed. Duties, responsibilities, and privileges of a district society shall be defined in this Society's Standard Operating Procedures.</p>	<p>C. Duties, responsibilities, and privileges of a district society:</p> <ul style="list-style-type: none"> <li>1. Each district society shall sustain its status of affiliation with this Society. <ul style="list-style-type: none"> <li>a. Each district society shall: <ul style="list-style-type: none"> <li>1) Require its members to abide by the Code of Ethics of the ASCLS and of this Society.</li> <li>2) Maintain its constitutional codes, and conduct its affairs and activities in accord with the principles, policies, and procedures of the ASCLS and of this</li> </ul> </li> </ul> </li> </ul>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE III (Cont'd)</b></p>	<p><b>ARTICLE III (Cont'd)</b></p> <p>Society;</p> <ol style="list-style-type: none"> <li>3) Be responsible to this Society when the best interest of this Society and ASCLS are involved.</li> <li>4) Be considered “active” if it hold at least three educational meetings, or the state annual meeting, and one Board of Directors meeting during the course of the ASCLS-PA fiscal year (September 1 – August 31). The Chapter President must submit written reports as requested by the ASCLS-PA President. The Chapter President or appointed alternate must attend at least one ASCLS-PA Board of Directors meeting during the year and the Annual Business Meeting.</li> <li>5) Have two years of documented inability to meet the requirements outlined in the Standard Operating Procedures, Article IV.C.1.a (4) before being considered “inactive”. <ol style="list-style-type: none"> <li>b. This Society shall dissolve the connection with the district society in the event of failure on the part of the district society to meet the requirements of this Society.</li> </ol> </li> </ol> <p>2. A district society shall provide for the types, qualifications, and privileges of membership specified in the Bylaws of this Society and shall extend reciprocity of such membership to other district societies chartered by this Society. No individuals possessing the qualifications for professional membership in the ASCLS may be accepted into membership unless he/she becomes a member of this Society and the ASCLS.</p>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE III (Cont'd)</b></p>	<p><b>ARTICLE III (Cont'd)</b></p> <p>3. A District Society shall submit all proposed amendments of its constitutional codes to the Bylaws Committee of this Society for review and approval before adoption. When amendment of Bylaws or Standard Operating Procedures of this Society shall require revision of a district society's constitutional codes, each district society shall be obliged to act to restore accord within two years after adoption of such amendment. When a complete revision of the Bylaws or Standard Operating Procedures of this Society shall have occurred, the grace period shall be three years after the adoption, and may be extended by direction of the Board of Directors of this Society. A district society may appeal an unfavorable decision of the Bylaws Committee to the Board of Directors of this Society. Upon adoption of Amendments to district society codes, an electronic official copy of the amended codes shall be transmitted to the Chair of the Bylaws Committee of this Society and there placed on file. A district society shall furnish to the President of this Society all such information necessary to the organizational function of this Society as implied or expressed in the Bylaws and Standard Operating Procedures of this Society.</p> <p>4. Within thirty (30) days after the fact, a district society shall transmit the names and pertinent information of officers elected or committee chairs appointed to positions in that district society.</p>
<p>D. Historical District Societies</p>	<p>D. The District Societies of ASCLS-PA historically have been designated as the following geographically locations:</p>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE III (Cont'd)</b></p>	<p><b>ARTICLE III (Cont'd)</b></p> <p>Delaware Valley: (counties of Bucks, Chester, Delaware, Montgomery, and Philadelphia)</p> <p>Lehigh Valley (counties of Berks, Carbon, Lehigh, Monroe, Schuylkill, and Northampton)</p> <p>Northcentral (counties of Bradford, Cameron, Clinton , Lycoming, Montour. Potter, Sullivan, Tioga, and Union)</p> <p>Northeast (counties of Columbia, Lackawanna, Luzerne, Pike, Susquehanna, Wayne, and Wyoming)</p> <p>Northwest (counties of Clarion, Crawford, Elk, Erie, Forrest, Jefferson, McKean, Mercer, Venango, and Warren)</p> <p>Southcentral (counties of Bedford, Blaire, Cambria, Centre, Clearfield, Fulton, Huntingdon, Indiana, Mifflin, and Somerset)</p> <p>Southwest (counties of Allegheny, Armstrong, Beaver, Butler, Fayette, Greene, Lawrence, Washington, and Westmoreland)</p> <p>Susquehanna (counties of Adams, Cumberland, Dauphin, Franklin, Juniata, Lancaster, Lebanon, Northumberland, Perry, Snyder, and York)</p>
<p><b>ARTICLE IV – REGIONAL COUNCILS</b></p> <p>A. This Society shall participate in the Regional Councils of the ASCLS.</p>	<p><b>ARTICLE IV – REGIONAL COUNCILS</b></p> <p>A. This Society shall be included in Region II of the Regional Councils of the ASCLS.</p>



BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE IV (Cont'd)</b></p> <p>B. The structure and organization of the Regional Councils are defined in the Bylaws and the Standard Operating Procedures of ASCLS.</p> <p>1. Representation from this Society to the Regional Councils shall be defined in the Society Standard Operating Procedures.</p>	<p><b>ARTICLE IV (Cont'd)</b></p> <p>B. Structure and Organization</p> <p>1. The President, President-Elect, and Immediate Past President of this Society shall serve on the Region Council, and, as ex-officio members, all such persons resident in the State who serve the ASCLS in an elected or appointive position.</p> <p>2. Procedures for the nomination and election of the Regional Directors are stated in the Standard Operating Procedures of the ASCLS.</p> <p>3. Any Regional Council member of this Society may appoint a professional or emeritus member resident within this State as a replacement during an absence from a meeting.</p>
<p><b>ARTICLE V – MEMBERSHIP</b></p>	<p><b>ARTICLE V - MEMBERSHIP</b></p>
<p>A. The membership of this Society shall consist of the following classes: Professional, Community, Emeritus, Developing Professional, Ascending Professional, and Honorary.</p>	<p>A. Classes of Membership</p>
<p>B. The applicant shall be considered only for membership in the class appropriate to the maximum qualifications he/she possesses. Procedures for membership application are defined in the Standard Operating Procedures of this Society.</p>	<p>B. Application for membership: individuals seeking membership in this Society shall furnish information defining their qualifications on application forms outlining the prerequisites for all classes.</p>
<p>C. The qualifications for each class of membership shall be the same as defined by the Bylaws of ASCLS and as listed in the Standard Operating Procedures of this Society.</p>	<p>C. Qualifications for membership</p> <p>Each category of membership requires that the individual be a member of a constituent society. For each category of membership:</p> <p>1. Professional: Professional membership 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 goals of this Society.</p> <p>2. Community: Community membership shall be open to all persons. Community membership does not count</p>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE V (Cont'd)</b></p>	<p><b>ARTICLE V (Cont'd)</b></p> <p>towards continuous professional membership in the Society used for eligibility of emeritus membership status.</p> <ol style="list-style-type: none"> <li>3. Emeritus: Emeritus membership shall be open to any member who has achieved a minimum standard of continuous and age. <ol style="list-style-type: none"> <li>a. This is an individual who has been a Professional member of the Society whose age and years of membership are equal or greater than 90.</li> <li>b. If exception to these time limit qualifications are requested (not to be less than a total of 15 years of membership) by a state or member, the said state will provide historical documentation of ASCLS activities to the ASCLS Board of Directors who will determine if Emeritus membership is granted.</li> <li>c. individuals meeting membership qualifications for the emeritus member are to make application and pay dues assessment equivalent to the developing professional dues assessment directly to the ASCLS Executive Office.</li> </ol> </li> <li>4. Developing Professional: Developing Professional membership is open to any person enrolled in a program of clinical laboratory studies. <ol style="list-style-type: none"> <li>a. An individual is eligible for this class of membership for a total period of five years. After five years, the student may petition the ASCLS Membership Committee for permission to remain in the Developing Professional category with provision that the member is a full-time student. The developing professional member is to be enrolled in one of the following <ol style="list-style-type: none"> <li>1) A structured program of clinical education</li> </ol> </li> </ol> </li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE V (Cont'd)</b></p>	<p><b>ARTICLE V (Cont'd)</b></p> <p>conducted by agencies recognized by this Society , or</p> <p>2) A program recognized by this Society at an accredited college or university. Accredited colleges or universities include properly accredited academic institutions that offer graduate programs or programs that include clinical education and lead to associate or baccalaureate degrees. The individual with an initial degree or certificate relevant to this profession defines a graduate program as any course of study subsequent to the receipt.</p> <p>5. Ascending Professional: Ascending Professional is open to any individual eligible for professional membership If the individual has not held previous membership other than Developing Professional or Ascending Professional in this Society and is within five (5) years of graduation from a program of clinical laboratory studies.</p> <p>6. Honorary: Honorary membership shall be awarded by vote of the ASCLS House of Delegates in recognition of outstanding service or contributions in the field of clinical laboratory science.</p>
<p>D. Privileges of membership: The qualifications for voting, holding office, and serving on any board or committee are defined in the appropriate sections of the Bylaws and Standard Operating Procedures of this Society.</p>	<p>D. Professional, Ascending Professional, and Emeritus members are entitled to vote, hold office, and serve on any board or committee of this Society. Voting privileges at the Annual Business Meeting shall be extended to Professional, Ascending Professional, and Emeritus members. Community members are entitled to all rights, benefits, and privileges of this Society with the exception of holding elective or appointed positions and serving as a voting member at the Annual Business Meeting. A Developing Professional</p>

BYLAWS	STANDARD OPERATING PROCEDURES												
<b>ARTICLE V (Cont'd)</b>	<b>ARTICLE V (Cont'd)</b>  member may vote at the Annual Business Meeting if they are the current Developing Professional member on the Board of Directors or if they are the designated Developing Professional representative from an active District Chapter of ASCLS-PA. All other rights, benefits, and privileges of this Society may extend to all members. Any members of this Society may serve as a consultant or advisor to any Committee.												
E. A member shall maintain membership in this Society through place of residence or employment.	E. Place of membership. This Society shall follow the format prescribed in the Standard Operating Procedures of the ASCLS.												
F. A member may be expelled for conduct detrimental to the ASCLS or to this Society. Procedures relating to expulsion shall be conducted in the manner prescribed by the ASCLS.	F. Expulsion of membership.												
G. An expelled member may be reinstated following the procedures prescribed by the ASCLS.	G. Reinstatement of an expelled member will be conducted by the ASCLS.												
<b>ARTICLE VI – DUES</b>	<b>ARTICLE VI – DUES</b>												
A. 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 shall be defined in the Standard Operating Procedures of this Society.	A. Annual dues for membership in this Society shall become effective May 1, 2022.  <table data-bbox="1155 1031 1785 1234"> <tr> <td>Professional</td> <td>\$20.00</td> </tr> <tr> <td>Ascending Professional</td> <td>\$10.00</td> </tr> <tr> <td>Developing Professional</td> <td>5.00</td> </tr> <tr> <td>Emeritus</td> <td>5.00</td> </tr> <tr> <td>Community</td> <td>NONE</td> </tr> <tr> <td>Honorary</td> <td>NONE</td> </tr> </table>	Professional	\$20.00	Ascending Professional	\$10.00	Developing Professional	5.00	Emeritus	5.00	Community	NONE	Honorary	NONE
Professional	\$20.00												
Ascending Professional	\$10.00												
Developing Professional	5.00												
Emeritus	5.00												
Community	NONE												
Honorary	NONE												
B. A member shall remit the dues of this Society and of the ASCLS to the executive Office of the ASCLS. Procedures shall be defined in the Standard Operating Procedures of this Society.	B. The annual dues of this Society shall be added to the dues of the ASCLS and the total shall be remitted to the Executive Office of the ASCLS. The Executive Office shall retain the appropriate amount for membership in the ASCLS and shall remit the remainder to the treasurer of this Society monthly.												

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE VI (Cont'd)</b></p> <p>C. Annual dues are due and payable on the date determined by the ASCLS. Membership shall be renewed in the same category, provided that the member has not in the interim become eligible for a different class of membership.</p>	<p><b>ARTICLE VI (Cont'd)</b></p> <p>C. The date shall be the same as that of the ASCLS. Annual dues shall be paid on a yearly basis.</p>
<p>D. A member who fails to pay annual dues to this Society shall be considered delinquent.</p>	<p>D. A member delinquent in paying annual dues shall forfeit all membership privileges. Upon payment of dues, the membership shall be considered continuous.</p>
<p><b>ARTICLE VII – MEETINGS</b></p>	<p><b>ARTICLE VII – MEETINGS</b></p>
<p>A. This Society shall hold an annual meeting</p>	<p>A. Annual Meeting</p>
<p>B. The time and place of the annual meeting shall be determined by the Board of Directors of this Society.</p>	<p>B. Time and place of annual meeting. Notice of the annual meeting shall be printed in the official publications and sent to all members of this Society at least thirty (30) days in advance of the meeting.</p>
<p>C. The Board of Directors or the president may authorize interim meetings of the Board of Directors. Board meetings by conference call, special scientific meetings, and voting distributed via mail, fax, electronic bulletin board or other means as current communication technology allows, as the best interests to conduct the affairs of the Society may render necessary or appropriate.</p>	<p>C. Other meetings Notice of special meetings shall be sent to the members of this Society at least ten (10) days prior to the meeting. The requirement for such written notice may be waived By majority vote of the Board of Directors when a conference call meeting or voting by mail, fax, electronic bulletin board or other means as current communication technology allows is deemed necessary and/or advisable. Be it noted that all Board members must be polled when seeking to obtain this waiver, even after majority vote is obtained.</p>
<p><b>ARTICLE VIII – ANNUAL BUSINESS MEETING</b></p>	<p><b>ARTICLE VIII – ANNUAL BUSINESS MEETING</b></p>
<p>A. The voting members present at the Annual Business Meeting will constitute the ruling body of this Society, and action taken by this Body shall be binding.</p>	<p>A. Power of the Annual Business Meeting</p>
<p>B. The voting members at the Annual Business Meeting shall be the current Board of Directors, Professional, Ascending Professional, and Emeritus members, and one Developing Professional member designated by each active or historical</p>	<p>B. The Chair of the Membership Committee will validate the membership of each person present at the Annual Business Meeting.</p>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE VIII (Cont'd)</b> society.</p>	<p><b>ARTICLE VIII (Cont'd)</b></p>
<p>C. The Society shall hold at least on Annual Business Meeting per year.</p> <ol style="list-style-type: none"> <li>1. The order of business for the meeting shall include amending the Standing Rules of Order, when necessary, receiving reports from officers and committees, accepting nominations from the floor, accepting items of business for discussion, recommendations and considerations, voting for officers and other elected officials.</li> <li>2. A quorum shall consist of the President or alternate plus three (3) other Board members and six (6) other voting members.</li> <li>3. In circumstances such as natural disasters, epidemics, pandemics which preclude face-to-face meetings, the Board of Directors of this Society may convene the Annual Business Meeting as a virtual or hybrid (virtual/face-to-face) meeting.</li> <li>4. Notice of the Annual Business Meeting shall be given to the membership at least thirty (30) days prior to the meeting.</li> </ol>	<p>C. Annual Business Meeting: Any member of this Society is eligible to attend the Annual Business Meeting of this Society. The privilege of the floor shall be granted to a non-voting member by consent of the Body.</p> <p>In circumstances such as natural disasters, epidemics, pandemics which preclude face-to-face meetings, the Board of Directors of this Society may convene the Annual Business Meeting as a virtual or hybrid (virtual/face-to-face) meeting</p> <p>Notice of the Annual Business Meeting shall be given to the membership at least thirty (3) days prior to the date of the meeting.</p>
<p>D. Voting members shall serve from the opening of the Annual Business Meeting until the opening of the next Annual Business Meeting.</p>	<p>D. Terms of service of voting members at the Annual Business Meeting.</p>
<p><b>ARTICLE IX – OFFICERS</b></p>	<p><b>ARTICLE IX – OFFICERS</b></p>
<p>A. The officers of this Society shall be the President, President-elect, Immediate Past President, Secretary, and Treasurer. The duties of the officers shall be defined in the Standard Operating Procedures of this Society.</p>	<p>A. Duties of the officers</p> <ol style="list-style-type: none"> <li>1. The President shall be the chief executive of this Society and shall preside at all meetings of the Board of Directors and at the Annual Business Meeting; shall be an ex-officio member of all committees except the nominations</li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE IX (Cont'd)</b></p>	<p><b>ARTICLE IX (Cont'd)</b></p> <p>committee; shall appoint all committees , and, with the approval of the Board of Directors, shall appoint such ad hoc committees as are needed.</p> <ol style="list-style-type: none"> <li>1. The President-elect shall become familiar with the duties of the office of president while in office. In the event of a vacancy in the office of president, the president-elect shall become president.</li> <li>2. The Immediate Past President shall advise the current president s needed and serve as the Chair of the Nominations Committee.</li> <li>3. The Secretary shall act as secretary to all meetings of the Board of Directors and the Annual Business Meeting and shall keep in permanent form, a record of all minutes taken at all official meetings; shall send copies of the minutes within thirty (30) days after meetings to the Board of Directors members, members, committee chairs, district society presidents, and editor of the official publication; shall conduct such correspondence as shall be authorized by the Board of Directors or as requested by the president; shall submit to the Executive Office of the ASCLS the names and addresses of the president, president-elect, delegates and alternates representing this Society at all meetings of the House of Delegates of ASCLS; shall deliver to the next secretary all Society properties within one month after expiration of the term of office.</li> <li>4. The Treasurer shall assure the receipt and expenditure of funds in accordance with directives of the Board of</li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE IX (Cont'd)</b></p>	<p><b>ARTICLE IX (Cont'd)</b></p> <p>Directors and</p> <ol style="list-style-type: none"> <li>a. have the accounts audited every three years or at the end of the term of office by a public accountant at the Society's expense, or by an auditing committee appointed by the president from the professional or emeritus membership.</li> <li>b. submit a statement of all receipts and expenditures to the Board of Directors and at the Annual Business Meeting;</li> <li>c. file the proper IRS forms annually;</li> <li>d. deliver all record following the last audited report of all cash on hand to the next treasurer at the end of the term of office, and be an ex-officio member of the Finance Committee.</li> </ol>
<p>B. Professional, Ascending Professional, and Emeritus members of this Society shall be eligible to hold office provided they have been members for at least one year and are in good standing in this Society.</p>	<p>B. An officer of this Society may be nominated for a different office and is entitled to continue in office until election to a different office is made official, whereupon resignation from the original office is necessary.</p>
<p>C. Officers of this Society shall be elected at the Annual Business Meeting following the procedures defined in the Standard Operating Procedures of this /society.</p>	<p>C. The election of officers at the Annual Business Meeting shall be conducted by the Nominations Committee. Election shall be by ballot and a majority of votes cast shall elect. If no candidate for an office receives a majority of the votes on the first ballot, the candidate with the lowest number of votes shall be eliminated and the balloting shall continue until a candidate receives a majority of the votes cast. In the event of a tie, the election shall be determined by lot.</p> <ol style="list-style-type: none"> <li>1. An official list of candidates and their qualification shall be sent to each member of this Society not less than thirty (30) days before the date of the Annual Business Meeting.</li> <li>2. Nominations may be made from the floor. Permission</li> </ol>



BYLAWS	STANDARD OPERATING PROCEDURES
<p style="text-align: center;"><b>ARTICLE IX (Cont'd)</b></p>	<p style="text-align: center;"><b>ARTICLE IX (Cont'd)</b> and qualifications of all persons nominated from the floor shall be presented at the Annual Business Meeting at the time such nominations are made.</p>
<p>The term of office for each officer of this Society shall be defined in the Standard Operating Procedures of this Society.</p>	<p>3. Terms of Office</p> <ol style="list-style-type: none"> <li>1. The term for the president of this Society shall be one year</li> <li>2. The president-elect shall be elected for a term of one year. Except in the event of a vacancy in the office of president, the president-elect shall serve for one year and then automatically succeed to the office of president.</li> <li>3. The secretary shall be elected for a term of three (3) years.</li> <li>4. The treasurer shall be elected for a term of three (3) years, or until the successor is elected and qualified for office.</li> <li>5. The term of office of the Treasurer shall be from September 1 to August 31 inclusive. The term of office for all other officers shall be effective with the conclusion of the ASCLS House of Delegates.</li> </ol>
<ol style="list-style-type: none"> <li>4. A vacancy occurring in any office of this Society shall be filled in the manner defined in the Standard Operating Procedures of this Society.</li> </ol>	<p>E. Filling of vacancies</p> <ol style="list-style-type: none"> <li>1. A vacancy in the office of President shall be filled by the president-elect for the remainder of the unexpired term. The office of president-elect shall remain vacant until the next Annual Business Meeting.</li> <li>2. A vacancy in the office of President-elect, except to fill a vacancy in the office of president, shall remain vacant until the next Annual Business Meeting when both a president and a president-elect shall be elected.</li> <li>3. In the event of simultaneous removal during their terms of office of both the President and President-elect, the immediate past president shall become the president of this Society for the remainder of the unexpired term of president. The office of President-elect shall remain vacant until the next Annual Business Meeting when both</li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE IX (Cont'd)</b></p>	<p><b>ARTICLE IX (Cont'd)</b></p> <p>a President and President-elect shall be elected.</p> <p>4. A vacancy in the office of either secretary or treasurer shall be filled by the Board of Directors who shall elect the replacement by majority vote to serve until the next Annual Business Meeting. In the selection of a candidate to fill a vacancy, the Board shall first consider the candidates from the slate of nominees for that office in the preceding election. The unexpired term of the vacant offices shall be filled by election at the next Annual Business Meeting.</p>
<p><b>ARTICLE X – BOARD OF DIRECTORS</b></p>	<p><b>ARTICLE X – BOARD OF DIRECTORS</b></p>
<p>A. The affairs of the Society shall be governed by the Board of Directors.</p>	<p>A. The yearly business of the Society is the responsibility of the Board of Directors. All business transacted by the Board of Directors shall be reported at the Annual Business Meeting.</p> <ol style="list-style-type: none"> <li>1. There shall be at least two (2) meetings of the Board of Directors. One meeting shall be in the Fall and one meeting within two (2) weeks prior to the annual meeting. The time and place of such meetings to be designated by the chair. There shall be additional meetings as the business of the Society shall require.</li> <li>2. A member of the Board of Directors may be appointed by the President to serve as an ex-officio member of one or more committees as appropriate or necessary for the purpose of liaison and communication.</li> <li>3. The ASCLS-PA Developing Professional Director shall be a voting member of the Board of Directors.</li> </ol>
<p>B. The Board of Directors shall represent this Society between the Annual Business Meetings to conduct such business as may be required for the good of the Society.</p>	<p>B. The President of this Society shall serve as the Chair of the Board of Directors and the Secretary shall serve as the secretary to the Board of Directors.</p>
<p>C. Election</p> <ol style="list-style-type: none"> <li>1. The number of voting directors shall be ten (10) – the</li> </ol>	<p>C. Election to the Board of Directors</p> <ol style="list-style-type: none"> <li>1. The elected members of the Board of Directors shall be</li> </ol>

D. BYLAWS	A. STANDARD OPERATING PROCEDURES
<p><b>ARTICLE X (Cont'd)</b></p> <ol style="list-style-type: none"> <li>1. The number of voting directors shall be ten (10) – the President, President-elect, Secretary, Treasurer, Immediate Past President, and three (3) Directors at Large elected at the Annual Business Meeting in a manner prescribed by the Board of Directors of this Society. There shall be one (1) voting Developing Professional Director and one (1) voting Ascending Professional Director, each appointed by the President of this Society.</li> <li>2. Each director shall serve a term of three (3) years or until a successor is elected with the exception of the Developing Professional and Ascending Professional Directors, who shall serve for a term of one (1) year.</li> <li>3. A board member may be eligible for re-election except the Developing Professional and Ascending Professional Directors, but may not serve more than two (2) consecutive terms. The appropriate number of directors shall be elected by majority vote at the Annual Business Meeting.</li> <li>4. A vacancy occurring among the members of the Board of Directors shall be filled in a manner defined in the Standard Operating Procedures of this Society.</li> </ol>	<p><b>ARTICLE X (Cont'd)</b></p> <ol style="list-style-type: none"> <li>1. [omitted and elected in the manner described by the Standard Operating Procedures of this Society.]</li> <li>2. The term of office of a member of the Board of Directors shall begin at the conclusion of the ASCLS House of Delegates. The term of office shall be three (3) years. An elected member of the Board of Directors shall serve no more than six (6) years or two (2) consecutive full terms as a elected member. After serving six years, a minimum of one (1) year must elapse before a member is eligible to be re-elected to the Board of Directors.</li> <li>3. In the event of a vacancy among the elected members to the Board of Directors, the President of this Society shall appoint a successor to serve until the next Annual Business Meeting and give first consideration of appointment of one of the candidates from the most recent slate of nominees for the Board of Directors. At the next Annual Business Meeting the vacancy shall be filled by election to fill the unexpired term. In the event of a vacancy in the position of the Ascending Professional Director, the President shall appoint an Ascending Professional member to fill the vacancy.</li> </ol>
<p>D. A quorum shall consist of the Chair or an alternate plus five (5) other voting members of the Board of Directors.</p>	<p>D. Quorum</p>
<p><b>ARTICLE XI – REPRESENTATION TO THE HOUSE OF DELEGATES OF THE ASCLS</b></p>	<p><b>ARTICLE XI – REPRESENTATION TO THE HOUSE OF DELEGATES OF THE ASCLS</b></p>
<p>A. This Society is entitled to representation at the Annual Meeting of the ASCLS House of Delegates as stipulated in the Bylaws of that society.</p>	<p>A. Each Society is entitled to the following delegate: Society President, Society President-elect, Developing Professional Representative, Ascending Professional Representative, and a total number of delegates-at-large as determined by the ASCLS.</p>

A. BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE XI (Cont'd)</b></p> <p>B. The total number of delegates is exclusive of the officers and members of the Board of Directors of the ASCLS having residence in this State at the Annual Meeting.</p>	<p><b>ARTICLE XI (Cont'd)</b></p> <p>B. Delegates-at-large shall be elected at the Annual Business Meeting of ASCLS-PA.</p>
<p>C. The selection of delegates shall be defined in the Standard Operating Procedures of this Society.</p>	<p>C. Selection of Delegates</p> <ol style="list-style-type: none"> <li>1. One Ascending Professional delegate and alternate to the ASCLS House of Delegates shall be elected at the ASCLS-PA Annual Business Meeting. In the event an Ascending Professional delegate is not elected or cannot attend the ASCLS Annual Meeting, the President shall appoint an Ascending Professional member as delegate. If no Ascending Professional delegate is elected or appointed, the position shall remain vacant.</li> <li>2. One Developing Professional delegate and alternate to the ASCLS House of Delegates shall be appointed by the President of this Society. In the event a Developing Professional delegate or alternate cannot attend the ASCLS Annual Meeting, the position shall remain vacant.</li> <li>3. All persons interested in serving as a delegate to the ASCLS Annual Meeting will submit their names in writing to the ASCLS-PA President no later than April 1 of the calendar year in which the meeting is planned.</li> <li>4. At the ASCLS-PA Annual Business Meeting, additional names may be added to the slate of delegates to be elected.</li> <li>5. All voting members at the ASCLS-PA Annual Business Meeting will be provided with a ballot with the candidates' names.</li> <li>6. The delegate candidates with the highest number of votes will serve as delegates. The three highest below this group will serve as alternates.</li> <li>7. No person may serve as a delegate more than two (2) years in a row, unless the number of delegate candidates</li> </ol>

BYLAWS	STANDARD OPERATING PROCEDURES
<p style="text-align: center;"><b>ARTICLE XI (Cont'd)</b></p>	<p style="text-align: center;"><b>ARTICLE XI (Cont'd)</b></p> <p>is not sufficient to fill the available delegate slots. In addition, each candidate must have attended at least 50% of the ASCLS-PA Board meetings in the current year to be eligible. The ASCLS-PA Secretary will be responsible for maintaining a book with the delegate service records. Delegates must take off one year after serving two years before being eligible to serve again.</p> <p>8. Stipends for delegates and alternates will be determined by the ASCLS-PA Board of Directors. Stipends for all delegates will be paid no later than September 1.</p>
<p><b>ARTICLE XII – COMMITTEES</b></p>	<p><b>ARTICLE XII - COMMITTEES</b></p>
<p>A. Committees</p> <ol style="list-style-type: none"> <li>1. There shall be the following committees: Annual Meeting, Awards, Bylaws, Finance, Government, Liaison, Leadership Development, Membership, and Nominations. Qualifications for membership, method of appointment and duties of the committees shall be defined in the Standard Operating Procedures of this Society.</li> <li>2. Chairs of committees may delineate subcommittees or appoint advisors and consultants to carry out specific activities of committees.</li> </ol>	<p>A. Committees</p> <ol style="list-style-type: none"> <li>1. Each committee shall consist of no more than three (3) members appointed by the President, with the chair appointed by the President. These Committees will work with the corresponding committees of the ASCLS. <ol style="list-style-type: none"> <li>a. The Annual Meeting Committee shall include a minimum of Exhibits, Program, Finance, and Registration.</li> <li>b. The Awards Committee shall focus on soliciting nominations for award from the membership.</li> <li>c. The Bylaws Committee shall: <ol style="list-style-type: none"> <li>1) Function to examine and consider changes in the constitutional codes of this Society and its district societies;</li> <li>2) Be authorized to reject proposed changes to the constitution of this Society and its district societies, provided full justification of rejection is returned to the proponent, The proponent has the prerogative to require the Bylaws Committee to refer the rejection to the Board of Directors of</li> </ol> </li> </ol> </li> </ol>

BYLAWS	3) STANDARD OPERATING PROCEDURES
	<p data-bbox="1060 238 1325 266"><b>ARTICLE XII (Cont'd)</b></p> <p data-bbox="1299 313 1587 337">this Society for decision;</p> <ol style="list-style-type: none"> <li data-bbox="1253 349 1892 516">4) Prepare suggested modifications to the Bylaws and Standard Operating Procedures of the ASCLS, and with the approval of the Board of Directors of this Society, shall submit the modifications in writing to the Board of Directors of that Society;</li> <li data-bbox="1253 527 1892 695">5) Prepare amendments to the Bylaws of the ASCLS-PA, and upon approval of such amendments by the Board of Directors of this Society, shall submit an electronic copy in context to the Chair of the Bylaws Committee of the ASCLS;</li> <li data-bbox="1253 706 1892 803">6) Perform such additional duties as are defined in the Bylaws and Standard Operating Procedures of this Society.</li> </ol> <ol style="list-style-type: none"> <li data-bbox="1207 815 1871 912">d. The Finance Committee shall be a resource of the current Treasurer, and if requested, audit the books at the end of the Treasurer's term.</li> <li data-bbox="1207 924 1850 1021">e. The Government Liaison Committee shall keep the Society informed of national, state, and local legislation.</li> <li data-bbox="1207 1032 1871 1159">f. The Leadership Development Committee shall focus on areas of activity which include mentoring and fostering involvement of all members for leadership roles, especially on the state level.</li> <li data-bbox="1207 1170 1850 1268">g. The Membership Committee shall focus on areas of recruitment of new members and reactivation of lapsed members.</li> <li data-bbox="1207 1279 1871 1445">h. The Nominations Committee shall <ol style="list-style-type: none"> <li data-bbox="1253 1312 1871 1409">1) Notify members of this Society that nominations are in order and solicitation of their co-operation in obtaining qualified candidates;</li> <li data-bbox="1253 1421 1850 1445">2) Initiate direct contact with qualified persons to</li> </ol> </li> </ol>

<b>BYLAWS</b>	<b>STANDARD OPERATING PROCEDURES</b>
<p style="text-align: center;"><b>ARTICLE XII (Cont'd)</b></p>	<p style="text-align: center;"><b>ARTICLE XII (Cont'd)</b></p> <p style="text-align: center;">be nominees, in the event of an insufficient number of nominations to complete the slate;</p> <ol style="list-style-type: none"> <li>3) Verify that nominees possess those qualifications prescribed by the Bylaws and Standard Operating Procedures of this Society for a specific elected position and that such nominees agree to candidacy;</li> <li>4) Publish the slate of nominees for each office, together with the qualifications of such nominees, no less than thirty (30) days before the next annual meeting;</li> <li>4) Prepare a ballot for elections at the Annual Business Meeting;</li> <li>5) Conduct elections at the Annual Business Meeting.</li> </ol> <p style="text-align: center;">2. Sub-committees: The chair of a committee with the concurrence of the committee members and the knowledge and approval of the President of this Society, may appoint chairs of the subcommittees.</p>
<p>B. Ad Hoc committees shall be appointed by the President on authority given by the Board of Directors.</p>	<p>B. Qualifications for membership and appointment of ad hoc committees shall be those which are listed in the Standard Operating Procedures of this Society for committees.</p>
<p><b>ARTICLE XIII – PUBLICATIONS</b></p>	<p><b>ARTICLE XIII – PUBLICATIONS</b></p>
<p>A. There shall be an official publication of this Society which shall be available to each member.</p>	<p>A. The official publication</p> <ol style="list-style-type: none"> <li>1. The editor shall be a member of this Society, well acquainted with the policies and functions of this Society, as well as qualified with the knowledge, skills, and experience required for publication of a scientific journal. The editor may be an officer of this Society while serving a term of office. The editor shall be appointed by the</li> </ol>

<b>BYLAWS</b>	<b>STANDARD OPERATING PROCEDURES</b>
<b>ARTICLE XIII (Cont'd)</b>	<b>ARTICLE XIII (Cont'd)</b>  President and approved by the Board of Directors and shall serve at the pleasure of the Board of Directors. The editor shall select such staff from the membership necessary to execute the publication.  2. The editor shall be responsible for printing summaries of the business of the Boa Annual Business Meetings, the Annual Business Meetings, and Committee reports in the official publication.
B. Other Society publications may be developed, subject to the approval of the Board of Directors.	B. Other publications
<b>ARTICLE XIV – IMPEACHMENT</b>	<b>ARTICLE XIV – IMPEACHMENT</b>
An elected or appointed 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 this Society. If circumstances have not already removed and impeached person from the position of trust, a vote at the Annual Business Meeting to withdraw their confidence shall so remove the official.	Impeachments may be initiated when a professional member of this Society shall file with the Board of Directors formal and specific charges against a particular person holding a position of trust in this Society. After investigation of the charges, the Board of Directors shall either exonerate the person charged or shall offer the individual the choice between resignation without further consideration and a hearing with defense. Impeachment proceedings shall suspend an official from discharge of duties and the functions shall be filled in the interim in a manner consistent with the provisions in the Bylaws and Standard Operating Procedures of this Society for filling a vacancy in the position. If the defendant chooses a hearing, notification of the hearing date shall be received at least sixty (60) days prior to the hearing, together with a copy of the charges, and at the hearing be guaranteed the right to confront the accuser and to be represented by counsel. Upon conclusion of the hearing, the Board of Directors shall deliberate and form an opinion and shall report at the Annual Business Meeting with a recommendation to exonerate or to withdraw the confidence of the members.
<b>ARTICLE XV – LOCATION</b>	<b>ARTICLE XV – LOCATION</b>
The location of the Registered Office of this Society shall be	The Registered Office of this Society shall be located in Philadelphia,



BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE XV (Cont'd)</b></p> <p>determined by the Board of Directors.</p>	<p><b>ARTICLE XV (Cont'd)</b></p> <p>Pennsylvania.</p>
<p><b>ARTICLE XVI – FISCAL YEAR</b></p> <p>The fiscal year shall be defined in the Standard Operating Procedures of this Society.</p>	<p><b>ARTICLE XVI – FISCAL</b></p> <p>The fiscal year shall be from September 1 to August 31 inclusive.</p>
<p><b>ARTICLE XVII – DISSOLUTION</b></p> <p>This corporation may be dissolved in accordance with procedures defined in the Standard Operating Procedures of this Society.</p> <p>A. This corporation may be dissolved as here after prescribed:</p> <ol style="list-style-type: none"> <li>1. The motion to dissolve shall be adopted by a two-thirds vote of the Board of Directors.</li> <li>2. The recommendation of the Board of Directors, with justification, shall be submitted in writing to the members of this Society no less than sixty (60) days prior to the Annual Business Meeting.</li> <li>3. Adoption of a motion to dissolve shall require a two-thirds vote of the members at the Annual Meeting.</li> </ol> <p>B. In the event of dissolution, the properties and assets then owned by the corporation shall be disbursed as follows:</p> <ol style="list-style-type: none"> <li>1. There shall be final and full payment of all legal obligations without liability to any individual members.</li> <li>4. The rest and residual of any property and assets of the corporation shall go to any appropriate designated charitable, scientific, or educational organization or institution or Professional membership organization recommended by the Board of Directors and approved by a two-thirds vote of the members at the Annual Business Meeting.</li> </ol>	<p><b>ARRICLE XVII – DISSOLUTION</b></p> <p>This corporation may be dissolved in accordance with procedures defined in the Bylaws of this Society.</p>
<p>C. In the event of dissolution, in no way shall any of the assets or property go to or be distributed to members, either for the reimbursement of any sums submitted, donated, or</p>	

2. BYLAWS	STANDARD OPERATING PROCEDURES
<p><b>ARTICLE XVII (Cont'd)</b></p> <p>contributed by such members or for any other such private purposes.</p>	<p><b>ARTICLE XVII (Cont'd)</b></p>
<p><b>D. ARTICLE XVIII – PARLIAMENTARY AUTHORITY</b></p> <p>Robert’s Rules of Order, newly revised (current edition) shall govern the business proceedings of this Society except when otherwise specified by these Bylaws.</p>	<p><b>ARTICLE XVIII – PARLIAMENTARY AUTHORITY</b></p>
<p><b>ARTICLE XIX – AMENDMENTS</b></p> <p>A. The Bylaws of this Society may be amended in accordance with the procedures defined by the ASCLS.</p>	<p><b>ARTICLE XIX – AMENDMENTS</b></p> <p>A. The Bylaws of this Society may be amended as follows:</p> <ol style="list-style-type: none"> <li>1. A proposed amendment to these Bylaws may be submitted by a district society or by a group of three or more professional members of this Society. It shall be submitted in writing to the Chair of the Bylaws Committee no less than seven months in advance of the next annual meeting.</li> <li>2. The Bylaws Committee shall submit amendments, in context, to the Board of Directors. If such amendments are approved by a majority vote of the Board of Directors, an electronic copy shall be submitted to the Chair of the Bylaws Committee of the ASCLS at least ninety (90) days before approval is desired.</li> <li>3. Following the approval of the ASCLS Bylaws Committee, the amendments shall be distributed to the members of this Society at least thirty (30) days in advance of the Annual Business Meeting. At this meeting the proposed amendments shall be presented for consideration.</li> <li>4. Adoption of amendments to the Bylaws shall require a two-thirds vote of the voting members at the Annual Business Meeting.</li> </ol>
<p>B. Within thirty (30) days after adoption Of an amendment to the Bylaws or the Standard Operating Procedures of this</p>	<p>B. Submission to ASCLS</p>

BYLAWS	STANDARD OPERATING PROCEDURE
<p><b>ARTICLE XIX – AMENDMENTS (Cont’d)</b></p> <p>Society, an electronic official copy of the amended codes shall be sent to the Executive Office and to the Chair of the Bylaws Committee of ASCLS.</p>	<p><b>ARTICLE XIX – AMENDMENTS (Cont’d)</b></p>
<p>C. Modifications of the Society Standard Operating Procedures may be made in accordance with procedures defined in the Standard Operating Procedures of this Society.</p>	<p>C. Modifications in the Society Standard Operating Procedures shall be made in the following manner:</p> <ol style="list-style-type: none"> <li>1. A proposed modification of these Standard Operating Procedures shall be submitted by a district society or by a group of three or more professional members of the Society. The modification shall be submitted to the Board of Directors.</li> <li>2. The Board of Directors shall refer the modifications to the ASCLS-PA Bylaws Committee for review and verification of compliance with ASCLS. The Bylaws Committee will format the modification.</li> <li>3. The Bylaws Committee will submit the changes to the Board of Directors for approval.</li> <li>4. The Bylaws Committee will submit an electronic copy to the ASCLS Bylaws Committee and Executive Office to be placed on file.</li> </ol>
<p>D. The Bylaws Committee of this Society shall have the responsibility and authority to amend the Bylaws and the Standard Operating Procedures of this Society when such changes are necessary in order that the Bylaws and Standard Operating Procedures conform to and are not in conflict with the Bylaws and Standard Operating Procedures of the ASCLS. Such amendments shall have the approval of the Board of Directors of this Society and the Bylaws Committee of the ASCLS prior to enactment and distribution to the members of this Society.</p>	

# ASCLS-PA Articles of Incorporation

Document No. 2875: filed September 1940, in the office of the Registrar of Deeds, County of Philadelphia; State of Pennsylvania, and revised May, 1961; May 1964; May 1965; May 1966; May 1967; April 1970; April 1971; April 1973, April 1975; April 1980; April 1988; April 1994; April 1996; April 2008; May 2015;

## **ARTICLE I**

Name

The name of this organization is the AMERICAN SOCIETY FOR CLINICAL LABORATORY SCIENCE – PENNSYLVANIA, hereafter referred to as the Society or ASCLS-PA.

## **ARTICLE II**

Affiliation

This Society is an affiliate society of the American Society for Clinical Laboratory Science and shall at no time adopt any policy contrary to the principles of said society, except as may be required by the Commonwealth of Pennsylvania.

## **ARTICLE III**

Purposes

The purposes of this corporation are:

To promote higher standards in clinical laboratory methods and research.

To elevate the status of those specializing in medical laboratory technique.

To create mutual understanding and co-operation among the medical technologies and physicians and all others who are employed in the interest of individual and public health.

To issue charters to affiliate societies.

To promote the mutual aid and benefits of its members.

In general to do anything and everything necessary and proper to the conduct of a society of this nature, and for the purpose of attaining or furthering any of its objects to do any and all other acts and things, and to exercise any and all other powers, which now or hereafter may be authorized by law.

## **ARTICLE IV**

Location

The Post Office address of registered Office in Philadelphia is the Philadelphia County Medical Society Building, 2100 Spring Garden Street, Philadelphia, Pennsylvania 19130.

**ARTICLE V**

Plan

**ARTICLE VI**

Incorporators

The names of the persons forming this corporation were:

Catherine Clarkson	Philadelphia PA
Fannie DeSilver	Philadelphia PA
Kathleen Cornell	Philadelphia PA
Dorothea Zoll	Philadelphia PA
Cora I. Miller	Fox Chase PA
Mary F. Eichmann	
Philadelphia PA	
Kathryn Halloran	Philadelphia PA
Elizabeth Ewing Kessler	Philadelphia PA
Mariann Biannini	E. Lansdowne PA

**ARTICLE VII**

First Board of Directors

The first meeting of the members and of the Board of Directors was held in Philadelphia on the 17<sup>th</sup> day of April, 1940. The names of the first Board of Directors were:

President:	Catherine Clarkson
Vice-President:	Fannie DeSilver
Treasurer:	Dorothea Zoll
Secretary:	Kathleen Cornell

**ARTICLE VIII**

Term of Corporation

The term of duration of this corporation shall be perpetual subject to the laws of the Commonwealth of Pennsylvania pertaining thereto.

**ARTICLE IX**

Membership

The membership of this corporation shall consist of such classes and sub-classes as may be provided by the Bylaws of this Society, and the members in each of such classes shall have such rights and privileges and shall be govern by such rules of eligibility, admission, retention and dismissal as may be prescribed by the Bylaws.

Membership may be granted only to those persons who also become members of the ASCLS. There shall be no discrimination as to race, color or creed in qualifications, privileges and responsibilities of membership.

**ARTICLE X**

Officers and Directors

The officers of this Society shall be a president, a president-elect, a secretary, a treasurer, and such other officers as may be provided by the Bylaws of this Society. The respective terms of office and duties of all such officers shall be as prescribed by the Bylaws. The Board of Directors shall consist of the president, president-elect, the secretary, the treasurer, and other members designated as Directors. The terms of office and duties of the Directors shall be as prescribed by the Bylaws. The Board of Directors shall constitute the governing body of this Society in between Annual Business Meetings.

**ARTICLE XI**

Annual Business Meeting

There shall be an Annual Business Meeting whose membership shall consist of any current member of this Society. The members present at the Annual Business Meeting shall represent the governing body of this Society when in session.

**ARTICLE XII**

District Societies

The Society may be composed of district societies which now hold, and which may hereafter be granted charters from this Society. Each district shall represent a geographical area, the boundaries of each shall be determined as provided by the Bylaws. Each society which is now chartered by this Society shall be duly recognized as a district society. Additional district societies may be formed and chartered in accordance with such requirements and procedures as prescribed by the Bylaws of this Society.

**ARTICLE XIII**

Bylaws

The members present at the Annual Business Meeting shall have the power to adopt, enact, and amend by Bylaws consistent with the Articles of Incorporation, the general objects and purpose of the Society, the expressed Bylaws provisions of the ASCLS, and not in conflict with the laws of the Commonwealth of Pennsylvania