

BY-LAWS

WEST VIRGINIA ASSOCIATION OF PATHOLOGISTS, INC.

Amended December 2, 1995

Amended March 18, 2017

ARTICLE I - OBJECTIVES

The objectives of the Association shall be:

1. Foster the highest standards in education, research, and the practice of pathology,
2. Through study, education and improvement of the various aspects of the practice of Pathology to advance the art and science of Pathology and to improve the quality and delivery of medical laboratory service to patients, to physicians, to hospitals, and to the public,
3. To enhance the dignity, competence, and efficient practice of the specialty of Pathology for the service of the common good.

ARTICLE II - ADMINISTRATION

Section I The general management of the West Virginia Association of Pathologists shall be vested in a Board of Directors.

ARTICLE III - MEMBERSHIP

Section I Classification of Membership

The membership in this organization shall be in the following classes:

1. Junior Member
2. Associate Member
3. Fellow
4. Honorary Fellow
5. Emeritus Fellow
6. Inactive Fellow

Section II Qualifications for Membership

- A. **Junior Members** Physicians of good moral character shall be eligible if they are actively enrolled in, or have completed, a formal training program in Pathology towards the qualifications of the American Board of Pathology, or the Royal College of Physicians and Surgeons of Canada. For physicians not certified by one of these boards within three (3) years of the date of the completion of training, Junior Membership shall automatically terminate at the end of the calendar year. When certified by a qualifying board, Junior Members are expected to apply for Fellowship within one year, after which Junior Membership shall automatically terminate. In the event of illness or other mitigating circumstances, the time periods may be extended at the discretion of the Board of Directors. Junior Members shall not be required to pay dues and shall not have the right to vote nor to hold office. They may be appointed to committees.
- B. **Associate Members** Physicians of good moral character, or non-physicians of a doctoral level of good moral character, who have a special interest in Pathology and the objectives of the Association shall be eligible for Associate Membership. An Associate Member shall not have the right to vote nor to hold office. They may be appointed to committees.
- C. **Fellow** Physicians of good moral character shall be eligible for Fellowship if they devote themselves primarily to the practice of Pathology and are certified by the American Board of Pathology, the Royal College of Physicians and Surgeons of Canada, or other certifying body judged of equivalent standards by the Board of Directors. Fellows shall have the right to hold elective office and to appointment or election to the Board of Directors, in addition to the right to vote and to committee membership. Fellows shall be licensed physicians in the State of West Virginia, or, in the event that their practice is solely within a Veterans Administration Hospital or Federal Facility located within the boundaries of West Virginia, shall be licensed by a state holding reciprocity with the State of West Virginia.
- D. **Honorary Fellow** Individuals who have made outstanding contributions to the science of Pathology or to the West Virginia State Association of Pathologists may be elected to Honorary Fellowship by the Board of Directors. They shall not have the right to vote nor to hold elective office, nor be required to pay dues. They may be appointed to committees.
- E. **Emeritus Fellow** Upon application to the Board of Directors, Fellows who have attained the age of 70 may be granted emeritus standing. Fellows who have attained the age of 65, or such age as may be considered appropriate in individual cases by the Board of Directors, and who have retired from the active practice of Pathology, upon application may be granted emeritus standing. Fellows who have attained the age of 60, have retired from medical practice, and have been Fellows for 20 years, upon application may be granted emeritus standing. Emeritus Fellows shall not be required to pay dues and shall not have the right to vote nor to hold office. They may be appointed to committees.

- F. **Inactive Fellow** A Fellow who does not qualify for Emeritus Fellow but who has retired from Pathology for reasons acceptable to the Board of Directors, upon application may be granted inactive standing. The Board of Directors may prescribe the duration of Inactive Fellowship. Inactive Fellows shall not be required to pay dues and shall not have the right to hold office. They may not be appointed to committees.

Section III Procedures for Membership

- A. **Application for Membership** Application for membership shall be made through the Secretary on a prescribed form which shall state the qualifications and references of the applicant and shall also signify the applicant's agreement to abide by and uphold the ethics and objectives of this Association and to abide by and uphold the Constitution and By-Laws of this Association. The Secretary shall then make appropriate inquiry and forward the application and results of his inquiry and all other pertinent information to the Board of Directors.
- B. **Board Action** The Board of Directors shall then deliberate and consider the application. If all is in good order, the Board shall then vote on the application. If the vote is unanimous for approval, the Board of Directors may grant conditional temporary membership until the next regular meeting of the membership. In any event, after voting, the Board shall place the application by name on the agenda for the next regular meeting.
- C. **Membership Action**
1. At the next regular membership meeting the members, after hearing the recommendations of the Board of Directors, shall vote upon the application for membership. The application must be approved by two-thirds of the voting members present.
 2. If the Board of Directors shall have previously granted conditional temporary membership to the applicant until the next regular meeting of the membership, this will likewise be voted upon by the membership. The unanimous approval of the Board of Directors may be vetoed by two-thirds vote of the voting members present and voting.

Section IV Terms of Membership

All memberships shall be continuous unless cancelled because of non-payment of dues, expulsion, suspension, or by resignation.

ARTICLE IV MEETINGS

Section I Annual Regular Meetings

The Association shall hold at least one annual regular meeting of the members at a time and place designated by the Board of Directors. The Board from time to time may call a regular semi-annual meeting.

Section II Special Meetings

Special meetings of the members may be called by the Board of Directors on its own initiative or by petition to the Board signed by 20% of the voting members.

Section III Notice of Meeting

Notice of either annual or special meetings of the membership shall be given by mail or email, at least fourteen (14) days prior to the date of such meeting. Such notice shall state the time, purpose, and place of said meeting.

Any notice of a special meeting shall state the explicit business to be transacted, and no business other than that included in the notice or incidental thereto shall be transacted at any such meeting.

Section IV Quorum

A quorum at any annual or semi-annual regular meeting of the members shall be constituted by the presence of twelve (12) voting members. A quorum for a special meeting of the members shall be constituted by the presence of seven (7) voting members, except that a quorum at a special meeting to amend the By-Laws shall be constituted by the presence of twelve (12) voting members.

Section V Voting

Each Fellow shall have one vote upon any matter called to a vote in any meeting of members including election of Directors.

ARTICLE V DIRECTORS

Section I Number

The Board of Directors shall be elected at the annual meeting of members and shall hold office for not less than three (3) years and shall not be eligible for re-election for more than two (2) full consecutive terms.

Section II Qualifications

The members of the Board of Directors shall be active Fellows in good standing.

Section III Term of Office

Two Directors shall be elected at the annual meeting of members and shall hold office for not less than three (3) years and shall not be eligible for re-election for more than two (2) full consecutive terms.

Section IV Election of Officers

The Board of Directors shall elect from within their number a President, a Vice-President, a Secretary, and a Treasurer. All officers elected by the Board shall take office at the conclusion of the meeting at which elected. The same person may not hold more than one office.

Section V Quorum

The presence of fifty-one (51) percent of the Board of Directors shall constitute a quorum for the transaction of business. Any number less than a quorum present may, upon challenge, adjourn any Director's meeting until a quorum is present.

Section VI Regular Meeting

Regular meetings of the Board of Directors shall be held at such time and place as the Board may from time to time designate by resolution. The annual meeting of the Board for the election of officers shall be held as soon as practicable after the annual meeting of the members for election of Directors.

Section VII Special Meetings

Special meetings of the Board of Directors may be called by any Director, to be held at such time and place and for such purposes as shall be specified in the notice.

Section VIII Notice of Meetings

Telegraphic or written notice of every meeting to the Board of Directors shall be duly given to each Director not less than seven (7) days before such meeting. Notice of the time, place, or purpose of any meeting of the Board may be dispensed with if every Director shall attend in person, or if every absent Director shall, in writing filed with the records of the meeting, either before or after the holding thereof, waive such notice. Any provision of these By-Laws to the contrary notwithstanding, a meeting of the Board of Directors may be held immediately following the adjournment of any meeting of the members and no notice need be given for any such meeting of the Board of Directors.

Section IX Chairman of the Board

The President of the corporation shall be Chairman of the Board of Directors, preside at all meetings of the Board of Directors, and perform such other duties as may be designated by the Board.

Section X Powers of the Directors

The Board of Directors may exercise all of the powers of the Association, except such as are by law or by the charter or by the By-Laws conferred or reserved to the members.

Section XI Vacancies

In case of any vacancy in the Board of Directors from death, resignation, disqualification or other cause, the remaining Directors, by affirmative vote of a majority of the Directors, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant.

Section XII Compensation

No officers of the Association will receive any monetary compensation for their duties, however, the Secretary to the Secretary will receive an annual stipend to be decided by the Directors annually for the work in carrying out the correspondence of the Association. The Association will also provide all stationery and postage for all Association correspondence and will reimburse other incidental minor expenses in carrying out the business of the Association.

ARTICLE VI OFFICERS

Section I Executive Officers

The executive officers of the corporation shall be the President, the Vice-President, the Past President, the Secretary, and the Treasurer. The officers shall serve at least one (1) but not more than three (3) calendar years. The President shall preside at all meetings and shall appoint all committees with the advice and consent of the Board. In the absence of the President, the Vice-President shall assume his duties. The Secretary- shall keep the minutes of all meetings and a. The Treasurer shall receive all dues and monies and shall pay out of the treasury all obligation of the Association. The Treasurer shall submit a financial report at the annual meeting or at any other time upon request by the Board of Directors or of the membership. The Past-President shall assist the Board of Directors for a period of three years following his term of office as President.

Section II Corporate Acknowledgements

The Association may acknowledge any instrument required by law to be acknowledged by the President or a Vice-President of the Association, or in any manner provided by law.

Section X House of Delegates of the College of American Pathologists

The Delegates to the House of Delegates of the College of American Pathologists shall represent this Society at the meetings of and in all activities of the House of Delegates of the CAP. The Delegates shall participate in Society Meetings, and report all significant actions of the CAP to the Board of Directors.

Section XI Support Staff

The society may employ non-physician Support Staff to assist the Board of Directors as needed.

ARTICLE VII MISCELLANEOUS

Section I Ethics and Ethical Relationships

The Code of Ethics as adopted by the West Virginia State Medical Association and the American Medical Association shall govern the conduct of the members.

Section II Dues and Assessments

Annual dues shall be determined, and the amount changed from time to time when deemed appropriate, by the Board of Directors, subject to approval by a majority of the Fellows present and voting at the Annual Meeting or a Semiannual Meeting of any Special Meeting called to address the matters of Dues and Assessments. Special dues and assessments specific purposes shall be determined by the membership.

Section III Expulsion and Suspension of Members

- A. Any member who violates the above Codes of Ethics or engages in any other unethical conduct, or engages in or contributes to actions detrimental to the objectives of the Association, or any part thereof, as determined by the membership may be reprimanded, suspended, or expelled by the Association. Any such alleged violations must be presented in writing by at least one voting member who must set forth the allegations and file such over his signature with the Secretary. In turn the Secretary must inform the accused and the entire membership in writing giving the pertinent data at least one month prior to a regular or duly called meeting. No member may be reprimanded, suspended, or expelled without a two-thirds majority of the voting membership by personal or mailed ballot.

- B. Any member who shall fail to pay his annual dues by the conclusion of the annual meeting and assessments within three (3) months shall be held suspended without action on the part of the Association. A member suspended less than one year for non-payment of dues or assessments may be restored to full membership by the Board upon the payment of all indebtedness. A member suspended for more than one year for non-payment of dues and assessments shall be dropped from the roll of the Association and forfeit the rights and privileges thereof; to regain admittance to the Association he shall apply as a new member.

Section IV Rules of Order

Robert's Rule of Order shall be governing the business of this organization unless specified otherwise.

Section V Standing Committees and Appointments

The committees and appointments may include the following:

1. Committee on Constitution and By-Laws
2. Committee on Training of Technologists and Technological Problems
3. Committee on liaison to the State Health Department (also known as the Legislative Committee)
4. State Commissioner and Deputy Commissioner for the CAP Inspection and Accreditation Program
5. Two delegates and two alternates to the College of American Pathologists
6. Committee on Quality Control and Standardization
7. Other committees and appointments as from time to time may be determined necessary by the Board of Directors

Section VI Amendment of By-Laws

The By-Laws may be amended, at any annual or special meeting of the members and a quorum being determined, by a two-thirds majority vote of those present and voting. Any amendment of these By-Laws must be submitted to the Secretary in writing at least sixty (60) days prior to any meeting at which such amendments will be considered. Upon receipt of such proposal the Secretary shall forthwith submit an exact copy thereof to each member.

