

**CODE OF REGULATIONS
OF
THE OHIO SOCIETY OF PATHOLOGISTS, INC.**

A corporation not for profit chartered under the laws of the State of Ohio
Established July 14, 1960

Chapter I - Purposes

It shall be the purpose of the Ohio Society of Pathologist (hereafter referred to as the Society) to offer membership to all reputable doctors of medicine and doctors of osteopathy in the State of Ohio who practice or otherwise are interested in the specialty of pathology; to foster, encourage and sponsor scientific research in pathology; to familiarize other doctors of medicine with the specialty of pathology; to encourage careers in the allied fields of pathology; to make available to all people of Ohio the benefits to be derived from the services of qualified pathologists; to provide educational programs in the specialty of pathology; to promote the professional interests of its members; and to further the professional and scientific developments of the profession of pathology.

And, in order to promote such purposes, to acquire by devise, gift, purchase or otherwise, and hold for investment, or in trust, sell or dispose of, any money, business, real estate, stocks, bonds or other securities or evidences of indebtedness created and issued by any corporation, or corporations organized under the laws of the United States of America.

Chapter II - Membership

2.01 Membership in this Society is contingent upon compliance with the requirements specified in these regulations. All members must uphold and abide by the Code of Ethics of the American Medical Association and the American Osteopathic Association. No person shall be continued as a member of the Society unless he or she is of good moral character and adheres to the traditionally high ethical standards of the medical profession.

2.02 CATEGORIES OF MEMBERSHIP: The categories of membership of the Society are Active, Associate, Honorary, Emeritus, and Resident in Training (hereafter referred to as Resident).

2.03 REQUIREMENTS: The requirements for eligibility in the various categories of membership are:

2.031 ACTIVE MEMBER: A physician who specializes in and devotes a major portion of his/her time to pathology; who has a degree of doctor of medicine or osteopathy or their equivalent; who is licensed to practice in any of the United States or Canadian provinces.

2.032 ASSOCIATE MEMBER: A physician or person other than a physician who holds an equivalent academic degree and who pursues or is actively interested in subjects allied to the interests of the Society.

2.033 HONORARY MEMBER: A person distinguished in medicine or in allied scientific fields who has performed meritorious service to the Society and so elected by the members with unanimous vote at the annual session of the membership.

2.034 EMERITUS MEMBER: A physician who has maintained continuous active membership in the Society for at least five years and who has retired from the active practice of pathology and who has so applied in writing and had his/her change in status approved by the voting membership.

2.035 RESIDENT MEMBER: A physician in postgraduate training in an approved program specializing in pathology or one of its subspecialties.

2.04 APPLICATION FOR MEMBERSHIP: All applications for membership shall be submitted on a form approved by the Society

2.041 ENDORSEMENT OF APPLICATION: Applications for active and associate shall be endorsed by signature of two active members of this Society who are personally acquainted with the applicant. Applications for resident members shall be endorsed by the applicant's program director.

2.042 SUBMISSION: All applications shall be forwarded to the Secretary-Treasurer of this Society. The Board of Governors (hereafter referred to as the Board) shall investigate the qualifications of the applicant, and, after favorable action, shall present the application to the active membership for final action at the next regular meeting.

2.043 DISAPPROVAL: Any application which is not properly endorsed shall be returned to the applicant; an application to which an objection has been filed shall be presented by the Secretary-Treasurer to the Board of this Society for ruling. The decision of the Board shall be final.

2.05 RIGHT AND PRIVILEGES: Members in good standing of this Society possess rights and privileges as follows:

2.051 FULL PRIVILEGES: Active members shall be entitled to all rights and privileges of this society and shall be the only members entitled to vote and to hold offices in the Society.

2.052 LIMITED PRIVELEGES: Associate members, honorary members, emeritus members, and resident members shall be entitled to participate in the activities of this Society, but shall not be eligible for office nor have the right to vote.

2.06 CENSURE, SUSPENSION, OR EXPULSION: A member of this Society may be censured, suspended, or expelled for good cause.

2.061 CAUSES:

- A. Expulsion from membership in the American Medical Association, the American Osteopathic Association, or any of their constituent associations.
- B. Revocation or suspension of a member's license to practice medicine by the regularly constituted state authority of Ohio.
- C. Conviction in a court of law of a felony or an offense involving moral turpitude.
- D. Conduct unbecoming of a physician.
- E. Any cause or act which is detrimental to the Society.
- F. Failure to abide by the provisions of these regulations.
- G. Failure to pay dues within the designated time.

2.062 INVESTIGATION: The Board shall investigate any such cause or claim of cause which comes to its attention and determine its final disposition.

2.063 EFFECT OF SUSPENSION AND/OR EXPULSION: Suspension of a member shall be for a definite period of time and may, at the sole discretion of the Board, be commuted at any time. During the period of suspension, the member shall not be entitled to exercise any of the rights or privileges of membership. If the suspended member is an officer or governor of this Society the Board may, at its discretion, declare the position vacant.

2.064 EXPULSION : All rights and privileges of a member of this Society and its properties cease upon his termination of membership or expulsion. Any position held by such member in this Society thereupon becomes vacant.

2.07 RESIGNATION: Resignation from the Society shall be submitted in writing to the Secretary-Treasurer and acted upon by the Board.

2.08 REINSTATEMENT: A member of this Society who has been dropped or expelled from membership pursuant to provisions 2.06 et sec. and 2.07 of these regulations may be reinstated, provided, he/she make application for the same category of membership in the same manner as provided in these regulations for an original application for membership and by paying any dues in arrears.

2.09 DUES: The members of this Society shall pay dues annually as follows:

2.091 ACTIVE AND ASSOCIATE MEMBERS: The amount of the dues shall be fixed annually by the Board subject to the approval by the membership.

2.092 HONORARY, EMERITUS, AND RESIDENT MEMBERS: Honorary, emeritus, and resident members shall not be required to pay annual dues.

2.093 PAYMENT OF ANNUAL DUES: Annual dues are due and payable on January 1st of each year and are delinquent on March 31st.

2.094 NON-PAYMENT: A delinquent members shall be notified by the Secretary-Treasurer no later than May 1st that he/she will be suspended from membership in this Society unless payment of his/her annual dues is received by May 31st.

2.095 REINSTATEMENT AFTER NON-PAYMENT: A member suspended from membership for non-payment of any annual or other dues may be reinstated by paying the dues in arrears.

2.096 REFUNDS: Annual dues which have been paid shall not be refunded.

Chapter III - Officers

3.01 The officers of this Society shall consist of a President, President-Elect, Immediate Past President, Secretary-Treasurer to be elected from the active membership.

3.02 ELIGIBILITY: Only active members in good standing of this Society shall be eligible for election as an officer.

3.03 ELECTION: The officers shall be elected by a majority vote of the active members of the Society present at the annual session in the manner provided in these regulations.

3.04 TERMS OF OFFICE: The terms of the officers of the Society shall be as follows:

PRESIDENT: Shall be elected for two years from the close of the annual session of the Society at which he/she complete his/her term of office as President-Elect.

PRESIDENT-ELECT: Shall be elected for two years from the close of the annual session of the Society at which he/she is elected.

SECRETARY-TREASURER: Shall be elected for a two year term from the close of the annual session which begins on the second year of a presidential term.

3.05 DUTIES OF OFFICERS: The officers of this Society are charged and entrusted as follows:

3.051 PRESIDENT: The President shall:

- A. Efficiently administer the affairs of this Society,
- B. Attempt in all ways to contribute to the welfare of the public through the medical specialty of pathology, further the aims of this Society to the fullest extent and perform such other services of leadership as custom, necessity and parliamentary usage require,
- C. Counsel with the officers, governors, committees, members and other individuals on matters pertaining to improvement of this Society,
- D. Appoint all committees of this Society except as otherwise provided by these regulations,
- E. Serve as ex-officio member of all committees of this Society,

- F. Deliver a report to the annual session of all members of this Society at the close of his/her term of office, and
- G. Perform such other duties as are provided for in these regulations.

3.052 PRESIDENT-ELECT: The President-Elect shall become familiar with the business and needs of this Society, counsel with the President on matters affecting the Society, and carry out presidential responsibilities in the absence of the President.

3.053 IMMEDIATE PAST PRESIDENT: The Immediate Past President shall advise the officers and governors and perform other such duties as provided for in these regulations.

3.054 SECRETARY-TREASURER: The Secretary-Treasurer shall:

- A. Serve as the Secretary and Treasurer of this Society and of the Board of Governors,
- B. Execute all official documents where an official secretarial signature is required,
- C. Supervise the safe-keeping of the records of the Society,
- D. As official custodian of all funds of the Society, except as otherwise specifically provided in these regulations, supervise their deposit in banking institutions and reinvest funds upon recommendation of the Board of Governors,
- E. Be responsible for detailed accounting of all receipts and disbursements of this Society; submit a report at each meeting of the Board of Governors and of this Society concerning the financial transactions of this Society, the funds in his care, and his/her actions as treasurer,
- F. Submit his/her accounts to examinations or audits as the Board of Governors of the membership at its annual session at any time direct; be responsible for the safe-keeping of the financial record and securities of this Society, and
- G. Perform such other duties as are provided in these regulations.

3.06 VACANCIES: If for any reason the incumbent in any office becomes unable or unwilling to perform the functions of this office or is removed from office such shall be declared vacant. Vacancies in office shall be filled in the following manner:

PRESIDENT: The President-Elect shall immediately assume the office.

PRESIDENT-ELECT: The vacancy shall remain unfilled until the next annual session of the Society at which time the Society shall elect a President-Elect to fill the unexpired term.

SECRETARY-TREASURER: The Board of Governors shall appoint a successor to fill the unexpired term.

Chapter IV – Board of Governors

4.01 COMPOSITION: The Board of Governors of this Society is composed of:

The President, President-Elect, Immediate Past President, the Secretary-Treasurer, and five elected governors shall be voting members of the Board. The Counselor of the American Society for Clinical Pathology (ASCP) and his/her Alternate, and the Delegate Foreman, Delegates, and Alternate Delegates to the House of Delegates of the College of American Pathologists (CAP), the representative to the Ohio State Medical Association, and the resident representative of the residents in training in the State of Ohio shall be non-voting members of the Board.

4.02 PURPOSE: The Board of Governors shall manage the business and financial affairs of the Society, and act in the interim between meeting of the membership of the Society upon matters which would otherwise require special meetings of the membership.

4.03 ELECTED GOVERNORS: There shall be five elected Governors of this Society.

4.031 ELIGIBILITY: Only voting members in good standing of this Society shall be eligible for election as a Governor.

4.032 ELECTION: The Governors shall be elected by a majority vote of the active members of the Society present at the annual session in the manner provided in these regulations.

4.033 TERMS OF OFFICE: The terms of the Governors shall be three years. Two governors shall be elected one year, two the next year, and one the third year.

4.04 POWERS AND DUTIES: Except as otherwise specifically provided in these regulations, the Board is charged and entrusted as follows:

4.041 GENERAL POWERS: The Board shall have:

- A. Final authority in all the business and financial affairs of this Society, including without limitation, the power to acquire, manage, control and dispose of its property and to authorize all contracts on behalf of this Society.
- B. The power to delegate such authority to the officers of this Society or to committees of the Board; and
- C. Such other authority as prescribed for it in these regulations.

4.042 BUDGET: Prior to the annual session, the Board shall be responsible to prepare a budget and investment plan for the following year based on the Treasurer's report of anticipated income and expenditures and shall submit this proposed budget and investment plan to the membership in its annual session for approval.

4.043 CHANGE IN BUDGET: The Board may, by a two-thirds vote, change the budget or investment plan in the interval between the meetings or the annual session.

4.044 UNBUDGETED EXPENDITURES: Any resolution or recommendation of the membership at its annual session requiring the expenditure of funds not previously budgeted shall be referred to the Board of Governors. If the Board considers such expenditure advisable, it shall implement or authorize implementation of such resolution. If the Board considers such expenditure financially inadvisable, it shall so report to the membership at its next meeting and state the reasons for its opinion. If after receiving the report of the Board of Governors, the membership at its annual session again directs such expenditure by two-thirds affirmative vote, the Board shall comply with the directive.

4.045 INSPECTION AND AUDIT: The Board shall have the power to inspect and audit any and all financial resources and accounts of this Society at any time.

4.05 INTERIM POWERS: In the interim between meetings of the members of the Board of Governors shall possess and may exercise the full power of the membership including the appointment of a Secretary-Treasurer or a Governor to fill an unexpired term.

4.051 LIMITATIONS: The Board may not:

- A. Elect officers or governors in lieu of the annual session of the membership
- B. Give final approval of the annual budget and investment plan; or
- C. Amend these regulations.

4.052 REPORT: All exercise of the powers by the Board of Governors shall be reported at the annual session of the members of this Society and such action of the Board of Governors is subject to approval, modification, or revocation by the membership at its annual session, upon the affirmative vote of the majority of those voting.

4.06 MEETINGS OF THE BOARD OF GOVERNORS: The Board shall meet during and at the date and location of the annual session of this Society or as otherwise called by the President.

4.061 PRESIDING OFFICER: The President shall serve as the presiding officer except as otherwise provided for in these regulations.

4.062 QUORUM: A majority of the voting members of the Board shall constitute a quorum. Proxy votes are not permitted.

4.063 NOTICE: Written notice of the time and place of each meeting shall be mailed to each member of the Board at least five days prior to the proposed date of meeting, except for meetings during the annual session of this Society. This provision may be waived by unanimous written consent of the voting members of the Board.

4.064 ALTERNATIVE CONSENT PROCEDURE: In lieu of a meeting, the Board may act by written consent and unanimous vote.

4.07 INDEMNIFICATION: The Board may, at its discretion, indemnify its employees and members for activities arising out of employment or activities of the Society.

Chapter V – Meetings

5.01 The Society shall meet regular twice annually.

5.02 ANNUAL SESSION: The annual session of the Ohio Society of Pathologists shall be held at the Spring Meeting of the Society.

Chapter VI - Committees

6.01 COMMITTEES: There shall be two standing committees of this Society:

6.011 PROGRAM COMMITTEE: This committee shall arrange the scientific and other educational programs of the Society and shall consist of three members appointed by the President with the approval of the Board.

6.012 NOMINATING COMMITTEE: This committee shall consist of three voting members appointed by the President with the approval of the Board. Prior to the annual session of the membership, the Committee shall submit a slate of nominations to fill expiring terms for;

- A. President-Elect
- B. Secretary-Treasurer
- C. Governors
- D. CAP Delegates and Alternate Delegates
- E. ASCP Counselor and Alternate

6.02 Additional committees may be appointed by the President with the approval of the Board.

Chapter VII - Amendments

7.01 Amendments to these regulations may be made at any regular or special meeting of the members of the Society, provided that:

- A. Notice of the proposed change or changes has been given at least one month in advance to the membership.
- B. Two-thirds of the active members present vote in favor of the change.

7.02 Changes to these regulations shall become effective when duly approved.

Chapter VIII – Rules of Order

The latest edition of Robert’s Rules of Order shall govern all questions of parliamentary procedures and order, provided, however, that in no case shall that authority take precedence over or contravene the articles of incorporation or these regulations of this Society.

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