

# THE COLORADO SOCIETY OF HISTOTECHNOLOGY

## CONSTITUTION

### ARTICLE I: Name

This organization shall be called “The Colorado Society of Histotechnology” and shall be called the Society in the following articles.

### ARTICLE II: Articles of Organization

The Society shall be an independent, non-profit organization. Its “Articles of Organization” comprise this constitution as from time to time amended.

### ARTICLE III: Business and Purpose

The business and purpose of this society shall be:

- Section 1:** To unite the histologic technicians and technologist in the State of Colorado
- C. To promote the aims and ideals of Histotechnology.
  - D. To promote higher standards in clinical methods and research.
  - E. To promote mutual aid and benefits to its members.
  - F. To promote mutual understanding between histology technicians, technologists, physicians, research scientists and all others who are employed in the interest of individual or public health.

### ARTICLE IV: Amendments and Revisions

Any proposed amendment to the constitution or by-laws must first be presented to the Society for discussion and approval by the Board of Directors. Upon obtaining this approval, the changes may be accepted at any regular meeting of this Society by a two-thirds (2/3) vote of all active members present, provided all members have been notified in writing of the proposed amendments at least fifteen (15) days prior to the meeting at which the amendment is to be voted upon.

### ARTICLE V: Dissolution

Upon dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 © (6) of the Internal Revenue of the United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

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## BYLAWS

### ARTICLE I: Membership

#### Section 1: Individual classification

- A. **Regular Members** - Shall consist of all technicians, technologists who have trained at least one year in histology and are employed in the field of Histotechnology.
- B. **Inactive Members** - Those not presently employed in the field of histology but have at one time qualified for active membership.
- C. **Student Members** - Shall consist of any person training in the field of Histotechnology for less than one year and reside in the State of Colorado.
- D. **Affiliate Members** - Shall consist of any individual, group, or company wishing to help support the Society. They will have all the privileges of membership in the Society with the exception of voting, holding office, and serving on any standing committee of the Society.
- E. **Honorary Members** - Individuals recognized for their outstanding contributions to the field of Histotechnology and selected by a majority vote of the Board of Directors
- F. **Emeritus Members** - Individuals who have been active members of this Society and who have retired from active laboratory practice.

#### Section 2: Privileges of Membership in The Society Shall Be:

- A. Regular Members are entitled to vote, hold office, serve on any committee, and receive all correspondence of the Society.
- B. All other memberships are not entitled to vote, hold office, serve on committee, but are encouraged to attend all meetings and will receive all correspondence of the Society.

#### Section 3: Application for Membership

Individuals seeking membership in the Society shall furnish information on applications forms provided by the Society and specify class of membership sought. Applications shall be forwarded to the Membership Committee and shall be accompanied by the prospective member's dues, if any are required. The Membership Committee shall examine all applications for qualifications and in the event of questionable applications, the applicant shall be so notified with an explanation. Applications not approved by the Membership Committee shall be forwarded to the Board of Directors for approval or rejection. In the event that

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the membership is denied, the applicant may re-apply for membership.

## Section 4: Discrimination in Membership

Membership in the Society shall not be denied or abridged because of color, sex, creed, and religion or ethnic background.

## Section 5: Standing

A member of the Society whose dues are paid in full for the current year shall be considered a member in good standing.

## ARTICLE II: DUES

A. The annual dues for members shall be determined by a majority vote of the Board of Directors.

## ARTICLE III: OFFICERS OF THE SOCIETY

The officers of this Society shall be a President, Vice-President, Secretary, and Treasurer.

### Section 1: Officers - General

**A.** Voting of officers of the Society shall be done by secret ballot prior to the annual meeting of odd-numbered calendar years. The ballot shall in no way contain any names and/or addresses that can be used to identify the voting members. Ballots shall be made available to the Membership no later than sixty (60) days prior to the Annual meeting. All ballots shall be mailed first class to the Membership. Ballots shall be returned to the Committee Chairperson thirty (30) days prior to the Annual meetings.

**B.** Nominations for all officers shall be made by a nominating committee consisting of at least three (3) elected members. It shall be the policy of the nominating committee to select two (2) nominees for each of the offices. Any member can offer nominations to the committee. The consent of each candidate shall be obtained in writing before his/her name is placed on the ballot.

**C.** A vacancy occurring in an office shall be filled by appointment by the President approved by the Board of Directors, except that in case a vacancy in the office of President, the Vice-President shall assume the office of President.

**D.** A member in good standing for two (2) years, who has held a prior office or committee chair within the society, may be a candidate for President, one (1) year member in good standing status with or without holding any prior office or

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committee chair qualifies candidates qualifies for Vice-President, Secretary, and Treasurer.

## Section 2: Duties

### **President**

The President shall be the chief executive of the Society. He/She shall preside at all meetings of the Society and its Board of Directors, be ex-officio member of all committees, appoint chairman for all standing committees immediately or within one (1) month of his/her incumbency, appoint at any time any special committees he/she may deem necessary for the proper function of the Society, shall be responsible jointly with the Treasurer for all Society funds, and perform all the duties customary to his/her office as defined by parliamentary procedure.

### **Vice-President**

The Vice-President shall in the absence of the President assume all duties and responsibilities of the President. The Vice-President shall perform all duties designated by the President or the Board of Directors.

### **Secretary**

The Secretary shall be responsible for the minutes of all meetings, maintaining the records of the Society in good order. The Secretary shall assist the Treasurer in the collection of dues and keep rolls of the membership current. The production of the "News Letter" shall be under the direction and supervision of the Secretary. He/She will perform and discharge any other duties and responsibilities as required by the President.

### **Treasurer**

The Treasurer shall collect, receive, accurately record, and have charge of all funds of this Society; report the financial condition at the annual meeting of this Society with a detailed account of incomes and expenditures. Whenever requested by the Officers or the Board of Directors this financial report shall be presented. The disposition of funds shall be as advised by the Board of Directors. Keep a complete list of members and notify the Secretary of such. Shall perform and discharge such other duties and responsibilities as requested by the President.

## Section 3: Board of Directors

The Board of Directors shall consist of four (4) officers of the Society during their terms of office, and the immediate past President. If the Past President is unable to fill this position then the position on the Board of Directors will fall upon the past Vice-President. The Board of Directors shall constitute the governing body between meetings. It shall be vested with the charges of all properties and funds; the control and management of the affairs of the Society, have authority to perform all acts and functions not inconsistent with the Constitution of this Society when a regular

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meeting is not in session; filled by a majority vote an vacancy occurring in any office. Unless otherwise recommended by parliamentary authority a majority vote of all Directors shall be necessary for the transaction of business.

## ARTICLE IV: COMMITTEES

### Section 1: The following shall be known as standing committees

#### **A. Membership Committee**

The Membership Committee shall endeavor to find qualified persons and encourage their becoming members. The President shall appoint this committee

#### **B. Program Committee**

The Program Committee shall consist of a chairperson appointed by the President and supervised by the Vice-President and such other members as responsible for planning programs at regular meetings of the Society by providing speakers, demonstrations, and seminars.

#### **C. Constitution and Bylaws Committee**

The Bylaws Committee shall consist of a chairperson appointed by the President and supervised by the Vice-President. It will be responsible for the monitoring of the Constitution and Bylaws for needed amendments as circumstances dictate, and be available to the Board for drafting of changes the Board deems advisable. It will present the Board with an annual assessment of the Constitution and Bylaws.

#### **D. Nominating Committee**

The Nominating Committee shall be elected at the annual meeting and shall prepare and submit a slate of candidates for offices to present to the membership at the annual meeting. They shall obtain the consent of the nominees before placing the names on the ballot and they shall certify the eligibility of such nominees.

#### **E. Auditing Committee**

The Auditing Committee shall consist of a chairperson and two (2) members appointed by the President and approved by the Board of Directors. No elected officer of the Society may serve on this committee during the term of office. This committee shall meet immediately prior to the annual meeting for the purpose of examining the Society's books and other records, and making a full report of their findings to the members at the meeting. The President, the Secretary, and the Treasurer, one and or all, should be present at this meeting of the committee for the purpose of

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answering any questions, but may not take part in writing the report of the committee.

## ARTICLE V: MEETINGS

**Section 1:** There shall be a minimum of one (1) meeting of the Society in each calendar year

Special meetings may be called by the President provided all members are notified two (2) weeks in advance of the meeting date.

Regional meetings in various areas of the State of Colorado may be held as frequently as the involved members in the area deem expedient. Notification of entire membership is not necessary for regional meetings.

**Section 2:** There shall be at least two (2) meetings of the Board of Directors called by the President in each calendar year for the purpose of planning and transacting business of the Society. In the event that physical face-to-face meetings are not feasible due to scheduling conflicts the Board of Directors may conduct business via electronic means, e.g. email, instant messaging, video conferencing, etc. Other meetings of the Board of Directors may be called by the President when proper notice is given.

**Section 3:** The purpose of these meetings shall be to acquire, share and advance scientific knowledge; to conduct business of the Society.

## ARTICLE V: Rules

**Section 1:** Parliamentary authority for conduct of business at all meetings of the Society and the Board of Directors shall be in accord with Robert's Rules of Order, revised edition, except where otherwise specified in this Constitution.

**Section 2:** A quorum shall consist of the members present.

The above Reformatting and Revisions of our Constitution      April 29, 2006.

Respectfully,

Constitution and Bylaws Chairperson

David J.Davis