

BYLAWS
OF
SOCIETY OF BLACK PATHOLOGY

ARTICLE I

The corporation shall be known as the SOCIETY OF BLACK PATHOLOGY, hereinafter, the “Society”.

ARTICLE II: PURPOSES

Section 1. Not for Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation and shall have such powers as are now or as may hereafter be granted by the General Not for Profit Corporation Act, as amended.

Section 2. Purposes. The purposes for which the Society is organized are charitable, educational, and scientific and more specifically are to:

- a. Address barriers to diversity and inclusivity, working to increase the number of Black and underrepresented minorities in pathology, providing mentorship to support career and leadership development;
- b. Connect with students from underrepresented minorities, supporting their training through scholarship aid to expand the pathology and laboratory medicine workforce;
- c. Conduct research that will expand our understanding of diseases that disproportionately impact minorities and guide the next steps to address them.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

- c. The corporation shall not adopt any practice, policy, or procedure which would result in discrimination on the basis of race, religion, or creed.

ARTICLE III: REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV: MEMBERS

Section 1. Classes of Members. The corporation shall have six standing classes of members: Professional (voting), Medical Laboratory Professional (voting), Affiliate (voting), Trainee (voting), Student (voting), and Honored Emeritus (non-voting) collectively referred to as the “Members.”

- a. Professional
 - a. Anyone holding a doctorate or international equivalent (i.e. MD, PhD, MBBS, DCLS) related to the field of pathology or laboratory medicine – clinicians, researchers, scientists, educators, industry partners.
 - b. Professional members receive the full range of benefits, including the right to vote, make nominations, hold elected offices, and chair, serve, and vote on committees.
- b. Medical Laboratory Professional
 - a. Laboratory professionals who do not hold a doctorate degree and routinely work in laboratories including, but not limited to those in anatomic, clinical, and public health laboratories.
 - b. Designations (including international equivalents) include MLS (medical laboratory scientist), MT (medical technologist), CLT (clinical laboratory technician), MLT (medical laboratory technician) PBT (phlebotomist), (PA) pathologists’ assistant, HTL or HT (histotechnician), CG (cytogenetic technician), CT (cytologist/cytotechnologist), MLA (medical laboratory assistant) and other medical laboratory credentials.
 - c. Medical Laboratory Professional members receive the full range of benefits, including the right to vote, make nominations, hold elected offices; and chair, serve and vote on committees.
- c. Affiliate:
 - a. All other (individual) health professionals (including international equivalents), that do not meet criteria for any of the above statuses (i.e., medical industry professionals, exhibitors, pharmaceutical professionals, international medical graduates applying to post graduate programs).
 - b. Excluded from Affiliate: Advanced practice providers and anyone holding a doctoral degree or medical laboratory professional credential.

- c. Affiliate members receive the full range of benefits, including the right to vote, make nominations, hold elected offices; and chair, serve and vote on committees.
- d. Trainee
 - a. Any person holding a doctoral degree who is engaged in any one or a combination of the following:
 - b. A period of clinical or research training including international equivalents (i.e., medical residency or formal post-doctoral mentored research) or any combination of post graduate course work (i.e., teaching, clinical and/or research assistantships or fellowships).
 - c. Scholarly or practical training for the purpose of acquiring specific professional skills (i.e., a medical/clinical fellowship).
 - d. Note: Members may stay in this type as long as criteria is met, with required proof of enrollment from training program director.
 - e. Trainee members receive the full range of benefits, including the right to vote, make nominations, hold elected offices; and chair, serve and vote on committees.
- e. Student
 - a. Any person not holding a doctoral degree or medical laboratory professional credential and currently and involved in a training program for medical education or other laboratory medicine disciplines (i.e., medical students, medical laboratory professional students, Ph.D. candidates). Includes international equivalents.
 - b. Note: Members may stay in this type as long as criteria is met, with required proof of enrollment from training program director.
 - c. Student members receive the full range of benefits, including the right to vote, make nominations, hold elected offices and chair, serve and vote on committees.
- f. Honored Emeritus
 - a. Any person who has served a career and is now retired from pathology and laboratory medicine.
 - b. Not entitled to vote, make nominations or hold elected office but can serve on committees.

Section 2. Dues. The annual dues for the various classes of Members shall be determined by the Board of Directors and published via print or electronic media. All dues are payable annually on January 1st. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, their membership will be terminated or suspended until the updated balance is paid. Dues are not refundable.

Section 3. Resignation. Any member may withdraw from membership at any time by giving written notice to the Board of Directors, the President, or the Society. Such resignation shall take effect at the time specified therein but shall not relieve the individual of his obligation to pay dues, assessments or any other charges incurred prior to resignation.

Section 4. Termination of Membership. The Board of Directors reserves the right to remove any member whenever in its judgment the best interests of the Society would be served thereby. This requires the vote of two-thirds of Board members present.

ARTICLE V: MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in conjunction with the American Society of Clinical Pathology annual meeting in each year or at such other time as the board of directors may determine, at a time and place selected by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the members may be called either by the President, the Board of Directors, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of all annual meetings of members shall be delivered by postal mail, electronic mail or posted on an appropriate website to each member entitled to vote at such meeting, not less than fifteen days before the date of such meeting. Notice stating the place, time, and purpose(s) of all special meetings shall be given not less than five (5) days prior thereto by written or printed notice delivered personally, by regular mail, or electronic mail (e-mail) to their address or as shown in the records of the Society. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 5. The act of the majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members of the Society, unless the act of a greater number is required by law or these Bylaws.

Section 6. Quorum. A quorum consists of those eligible voting members who are present at the meeting.

Section 7. Proxies. Proxy voting is not allowed.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, an immediate past president, and such other officers as may be determined by the Board of Directors. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed by board of directors. Up to two offices may be held by the same person.

Section 2. Election and Term of Office. The officers shall be elected by the board of directors for an annual term, with the exception of the immediate past president. The officers shall be elected at the annual meeting of the board of directors nearest the expiration of their term of office and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the board of directors.

Section 3. Removal. Any officer may be removed from office by a vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the Society would be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled or new offices created and filled by action of the Board of Directors at any meeting of the Board. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and an officer elected to fill a new office shall serve until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

Section 5. President. The President shall serve as the Chairman of the Board of Directors. The President shall be the principal executive officer of the Society and shall in general supervise and direct all of the business and affairs of the Society, subject to the direction and control of the Board of Directors. The President may sign, with any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of the Society, these Bylaws, or the Board of Directors to some other officer or agent of the Society. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Vice President. In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of

Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of Society records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any sources whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Immediate Past President. The immediate past president is the outgoing president after their role of one term or after re-election from a prior term. The role of the immediate past president is to support the transition of the new officers, to advise and assist with ongoing projects of the officers, and to act as a liaison between the ASCP management team and the newly elected SBP officers.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Society shall be managed by its board of directors. The board of directors is defined as the officers (President, Vice President, Secretary, Treasurer, and Immediate Past President) and the committee chairpersons.

Section 2. Composition, Tenure, and Qualifications. Each director shall be a Member in good standing of the Society. The Board of Directors is composed of the Executive Committee as outlined in Article VIII, Section 2 plus a Pathologist At-Large, Laboratory Professional At-Large, and a Trainee At Large. Directors need not be residents of Illinois.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held at such times and places as may be designated by resolution by the board of directors. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside of the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail, electronic means, or other means permitted by applicable law and to each director deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by mail, such notice shall be deemed to be delivered on the day following the day such notice is deposited in the United States mail. Any director may waive notice of any meeting.

Section 6. Quorum. A majority of the board of directors shall constitute a quorum, defined as greater than 50% of the directors present, for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. A vote on any specific issue requires a quorum.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving compensation therefore.

ARTICLE VIII: COMMITTEES

Section 1. Eligibility for Committee Membership. Only persons who are active members of the Society are eligible for appointment to committees.

Section 2. Executive Committee.

a. Composition. The Executive Committee shall consist of the officers of the Society.

b. Authority. During the interval between meetings of the Board of Directors, the Executive Committee shall possess and may exercise the powers of the Board of Directors in the management and direction of the operations, business, and affairs of the Society, except as may otherwise be provided by law or these Bylaws.

c. Meetings. Meetings of the Executive Committee may be called by any two members of said Committee upon three (3) days written notice delivered personally or sent by mail or by e-

mail to each committee member at his / her address as shown on the records of the Society. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting and the act of a majority of the members present in person at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. Standing Committees.

- a. General Structure: The standing committees of the Society shall be committees for the following: Membership, Outreach, Program, and Website and Social Media. Each standing committee will be composed of at least two (2) members in good standing. Members of Standing Committees shall generally serve for a term of two (2) years. Members can serve up to three (3) consecutive terms.
 - a. Appointment. The President of the Society shall submit names, for Board approval, for chairpersons of each standing committee. The committee chairperson shall submit names of the members comprising the committee to the President. The committee chairperson shall have the right to remove any member from the committee in the best interest of the Society.
 - b. Chairperson. One member of each committee shall be appointed chairperson of the committee by the President.
 - c. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.
 - d. Quorum and Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee. Each committee member shall have one vote.
- b. Membership: The Membership Committee assembles member related communications and highlights; translates member needs into a larger educational campaign using social media or direct communications; and monitors and updates membership-related changes and member benefits based on feedback from members.
- c. Outreach: The Outreach Committee sponsors and plans outreach events of the Society; and manages connections between Society members with the goal of mentoring at various levels to further promote our goal of earlier exposure of pathology to groups that are underrepresented in medicine (URiM).
- d. Program: The Program Committee plans educational content for Society companion meetings at the ASCP annual meeting, and others, with the assistance and approval of the Board of Directors; acts as a liaison with DEI committees from other pathology related societies; plans and organizes educational content (i.e. webinars) for the Society and performs needs assessments to identify gaps in knowledge.
- e. Website and Social Media: The Website and Social Media Committee keeps the Society's website and social media content updated with upcoming events sponsored by the Society; works closely with the Membership Committee around updates to membership and leadership roles on the Society's website; and highlight members of the Society and their accomplishments in social media posts.

Section 4. Special Committees are composed of any number of members as determined by need. These committees are appointed by the President with approval of the Board. The terms of members, unless specified otherwise, expire with the President's term.

Section 5. Term of Office. Each member of a committee (including the committee chairperson) shall continue as such until the next annual meeting of the board of directors of the corporation and until their successor is appointed, unless the committee or committee chairperson shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 6. Chairperson. One member of each committee shall be appointed chairperson as indicated in Section 1.

Section 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the Society in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society, shall be signed by such officers, agent, or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the Society.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Society.

ARTICLE X: BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Minutes of the prior meeting must be distributed to the Board of Directors and approved prior to conducting current business.

ARTICLE XI: FISCAL YEAR

The Fiscal year of the Society shall begin on the first day of each new calendar year and end the last day of that calendar year.

ARTICLE XII: WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois law, as amended, or under the provisions of the Articles of Incorporation or the bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend, or repeal and to adopt new bylaws at such meeting.

ARTICLE XIV: Indemnification of Directors and Officers

The Society shall indemnify any Director, Officer, Employee and other person acting on its behalf pursuant to an official election, appointment, or direction, who is made a party to any legal proceeding or is threatened with any legal action relating to their activities on behalf of the Society, to the maximum extent permitted by law, provided the Director, Officer, Employee or other person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceedings, had no reasonable cause to believe their conduct was unlawful.