

BY-LAWS

of

MASSACHUSETTS SOCIETY OF PATHOLOGISTS INC.

ARTICLE I

NAME

The organization shall be known as the Massachusetts Society of Pathologists, Inc. (hereinafter referred to as the "Society").

ARTICLE II

INCORPORATION

The Society shall be incorporated under the laws of the Commonwealth of Massachusetts. The name, location of principal office and purpose of the society shall be as set forth in the Agreement of Association; the powers of the corporation and of its officers and Executive Committee, and all matters concerning the conduct and regulation of the business of the Society shall be subject to such provisions in regard thereto, if any, as are set forth therein, and the same is hereby made a part of these By-Laws.

All reference in these By-Laws to the Agreement of Association shall be construed to mean the Agreement of Association of the Society, Certificate of Incorporation, Charter, or similar instrument as from time to time amended.

ARTICLE III

PURPOSE

The purposes of the Society shall be those set forth in the Agreement of the Association of the Society.

ARTICLE IV

MEMBERSHIP

Section 1. Categories of membership in this Society shall be:

- A. Member,
- B. Resident Member,
- C. Emeritus Member,
- D. Inactive Member.

Section 2. Qualification for membership and election to membership.

- A. Membership shall be limited to physicians, osteopathic physicians, or veterinary physicians who are licensed to practice in the Commonwealth of Massachusetts.
- B. Application for membership shall be made to the Secretary of the Society. Membership may be conferred by a majority vote of the Executive Committee at any regular meeting.

- C. Member. Any physician of good moral character who is devoting him/herself primarily to the practice and/or teaching of pathology shall be eligible. Members have the right to vote, to hold elective office and to serve on committees.
- D. Resident Membership. Any physician of good moral character who is in training towards the qualifications of the American Board of Pathology, Osteopathic Board of Pathology, or Board of Oral Pathology, shall be eligible. Resident members do not have the right to vote or hold elective office, but may serve on committees.
- E. Emeritus Membership. Any member having reached the age of sixty-five (65) years or having retired from the active practice of pathology shall be granted, upon his or her request, emeritus membership by action of the Executive Committee. An emeritus member shall pay no dues. He or she shall hold membership for life, shall retain the right to vote and to serve on committees, but he or she may not hold elective office.
- F. Inactive Member. Members may request inactive status in writing to the Secretary of the Society. Inactive status may be granted by the Executive Committee. Inactive status results in the temporary suspension from membership benefits and prerogatives, as well as the need to pay dues. For a fee, established by the Executive Committee, inactive members may receive Society mailings.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee.

The management of the Society shall be vested in the Executive Committee which shall consist of the President, President-Elect, Treasurer, and Secretary, and four (4) or five (5) members-at-large, each of whom shall be elected to the Executive Committee for a one year term. All elections shall be by the members of the Society, and shall be made from a slate of names submitted by the Nominating Committee (see ARTICLE VII, Section 4, herein) or by direct nominations by members from the floor. The Immediate Past-President shall also serve as a voting member.

The following shall serve as non-voting members of the Executive Committee, unless by virtue of their present office or position, they are deemed to be members of the Committee:

- (1) President of the New England Society of Pathologists
- (2) Chair of the Massachusetts delegation to the College of American Pathologists
- (3) Councillor to the American Society of Clinical Pathologists
- (4) Delegate to the Residents Forum of the College of American Pathologists
- (5) State Issues Advisor of the College of American Pathologists.

At its discretion, the Executive Committee may appoint additional members of the Society to serve as non-voting members of the Committee.

Section 2. Meetings of the Executive Committee.

A regular meeting of the Executive Committee shall be held in conjunction with a meeting of the membership, unless waived by the President or by vote of the Committee. No fewer than two such meetings shall be held annually. No notice of regular meetings is required.

Special meetings of the Executive Committee may be held at any time and place when called by the President, or three voting members of the Executive Committee, notice thereof being given to each member of the Executive Committee by the Secretary, or in case of the death, incapacity, absence or refusal of the Secretary to give such notice, by the President or by any other member of the Executive Committee at the discretion of the President. Notice to a member of the Executive Committee shall be deemed sufficient if given by telephone, mail, facsimile, or e-mail addressed to said member at his or her usual or last known business or residence address at least ten (10) days before said special meeting. Special meetings may be held at any time without notice, provided all of the members of the Executive Committee are present or waive notice of such meeting by writing which shall be filed with the records of the meeting.

A quorum for the transaction of business shall consist of not less than five (5) voting members of the Executive Committee, and the vote of a majority of those present shall be sufficient to decide any matter.

Section 3. Duties of the Executive Committee.

The duties of the Executive Committee shall be to conduct the affairs of the Society between meetings of the members, to confirm all committee appointments, to consult with any individual who, in their opinion, may contribute to the welfare of the Society, to fill vacancies created by the death or resignation of any officer of the Society, and to act upon applications for membership.

ARTICLE VI

OFFICERS

Section 1. Officers.

The officers of the Society shall consist of the President, the President-Elect, the Secretary, and the Treasurer.

A. President

The president shall be elected by a majority vote of the members of the Society at the annual meeting. His or her term of office shall be two (2) years and he or she shall be ineligible to hold office in consecutive years thereafter. The duties of the President shall be to preside at the meetings of the members and of the Executive Committee, and to serve as an ex officio member of all committees. The President may, at any time in his or her judgment, impose additional charges and responsibilities of the Standing Committees (see ARTICLE VII herein). In the absence of the President, his or her duties shall be fulfilled by the President-Elect.

B. President-Elect

The President-Elect shall be elected by a majority vote of the members of the Society at the annual meeting. His or her term of office shall be two (2) years and his or her duties shall be to fulfill the duties of the President during the President's absence.

C. Secretary

The Secretary shall be elected by a majority vote of the members of the Society at the annual meeting. His or her term of office shall be for two (2) years. His or her duties shall be to keep the minutes of the meetings of the members and of the Executive Committee, to send notices of meetings, and to fulfill such functions as the Executive Committee shall assign to him or her.

D. Treasurer

The Treasurer shall be elected by a majority vote of the members of the Society at the annual meeting. His or her term of office shall be for two (2) years. His or her duties shall be to collect the annual dues and assessments as voted by the Society, to disburse funds upon instructions from the Executive Committee or from the membership, and to render an annual accounting to the Society.

ARTICLE VII

STANDING COMMITTEES

The following standing committees, and the Chairs thereof (except for the Chair of the Nominating Committee), shall be appointed by the President annually, subject to the confirmation by the Executive Committee.

Section 1. Professional and Economic Affairs Committee.

The Committee shall be comprised of no fewer than five (5) members.

The Committee will represent the Society's interests in dealing with the Federal government, the state government and their respective agencies and other third party payors. With prior approval of the Executive Committee it may engage legal counsel and provide representatives to other organizations and their committees that affect the practice of pathology.

The Committee will keep the membership informed of legislative matters pertaining to the practice of pathology which are being proposed or implemented. The Committee will work to enhance the practice of clinical and anatomic pathology as a specialty in the art and science of the practice of medicine.

The Committee may organize itself into subcommittees.

Section 2. Committee for Continuing Education.

The Chair of the Committee for Continuing Education shall be the President-Elect. The Committee shall be comprised of no fewer than three (3) members.

The Committee shall explore and develop opportunities for the membership to participate in workshops, seminars and other continuing education programs.

Section 3. Nominating Committee.

The Committee shall be comprised of three (3) members, one (1) of whom shall be the Immediate Past President who shall serve as Chair of the Committee. The remaining two (2) members shall not be members of the Executive Committee.

The Committee will recommend a slate of candidates for offices of President, President-elect, Secretary and Treasurer, four (4) or five (5) members-at large of the Executive Committee, delegates to the CAP, and councilors to the ASCP and to fill vacancies which may have occurred during the year. Such nominations shall be filed with the Secretary not less than twenty (20) days prior to the date of the annual meeting of the members and shall be included in the notice of the meeting. The slate of candidates presented by the Committee shall be a recommendation only and shall not preclude nominations from the floor.

Section 4. By-Laws Committee.

The Committee shall be comprised of no fewer than three (3) members.

It shall be the duty of the Committee to originate or receive amendments to the Constitution and/or By-Laws of the Society. It shall submit such amendments, together with its recommendations, to the Executive Committee for its approval and thence to the membership. The Committee shall also fully revise and publish the Constitution and By-Laws of the Society as directed by the Executive Committee.

ARTICLE VIII

OTHER COMMITTEES

The President may establish ad hoc committees. Such committees shall automatically terminate at the time of the annual meeting.

ARTICLE IX

MEETINGS OF THE MEMBERS

Section 1. Annual Meeting.

There shall be an annual meeting of the members, held between January 1 and June 30 of each year, and at least one other meeting during the year, at times determined by the Executive Committee.

Section 2. Rules of Conduct.

- A. Quorum. One-tenth of the voting membership shall constitute a quorum for the conduct of business, and the vote of the majority of those present and voting shall be sufficient to decide any matter.

- B. Order of Business.
 - 1. Approval of records of previous meeting.
 - 2. Communications.
 - 3. Reports of Executive, standing and other committees.
 - 4. Unfinished business.
 - 5. New business.

- C. Rules of Order. *Sturgis' Rules of Order* shall govern the conduct of business. The President-Elect is empowered as Parliamentarian.

ARTICLE X

AMENDMENTS

Petition for amendments to the By-Laws may be made by any member of the Society. Such petition shall be submitted to the By-Laws Committee, in writing, through the Secretary of the Society. Upon approval of the Executive Committee, the recommended amendments to the By-Laws shall be presented to the membership in writing at least thirty (30) days prior to the time of the meeting at which such amendment is to be voted upon. A vote of two-thirds (2/3) of the members present and voting shall be required for approval of the amendment.

ARTICLE XI

DISCIPLINE

Section 1. Non-Payment of Dues and Assessments.

When a member is delinquent on April 1 of the fiscal year, he/she shall receive two quarterly written delinquency notices and shall be dropped from membership at the end of the calendar year if the yearly dues are not paid. A final written notice shall be sent by the Treasurer to the member by certified mail addressed to him/her at his or her usual or last known business or residence address, at least thirty (30) days before the member is dropped from the rolls of the Society.

Section 2. Suspension.

The Executive Committee shall have the power to recommend expulsion or suspension of any member, subject to a vote of three-fourths (3/4) of the members present at a meeting of the members. Cause of expulsion shall be a deviation from the Code of Ethics of the American Medical Association, or any cause which in the judgment of the Executive Committee shall be considered to be detrimental to the best interest of the Society. The member shall be duly notified and called before the Executive Committee for a hearing only after charges have been preferred in writing by registered mail thirty (30) days in advance of the meeting. The accused may appear in person, in writing, or be represented by counsel or agent, and shall be given full opportunity before the Executive Committee to defend him/herself against the charges proffered by the Executive Committee.

ARTICLE XII

DUES

The amount of dues and assessments to be paid by the members to the Society shall be decided by a majority vote of the members present at a meeting of the members. Changes in dues and special assessments shall be voted in the same manner. Members admitted to the Society before July 1 shall pay a full year's dues, while those admitted after July 1 shall pay one-half year's dues.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Society shall end on December 31 of each year.

ADDENDUM

MISCELLANEOUS

In general, this Corporation, organized under Chapter 180 of the General Laws of Massachusetts, may use and exercise all powers and rights which that Chapter, as it now stands or as it may be amended, confers upon Societies organized under it. These powers and rights include, among others, the right to receive dues and contributions from the Corporation's members and from other persons or institutions, the right to borrow money, the right to issue notes and other evidences of indebtedness of the Corporation, and the right to secure any indebtedness of the Corporation by mortgage, pledge, or other lawful means. All such powers and rights, however, must be used or exercised only to further the purposes of the Corporation set forth above in Article III. As specified in the Articles of Organization of the Corporation, the Corporation shall not in any event engage in a regular business of any kind ordinarily carried on for profit, nor shall the Corporation apply for a license to sell alcoholic beverages. Further, no part of the net earnings of the Corporation may inure to the benefit of any private individual. Upon any liquidation of the Corporation or any winding up of its affairs, its entire assets

remaining after satisfaction of any debts or obligations must be conveyed, transferred, or set over outright to one or more organizations, each of which is exempt from Federal income taxes and carries on as one if its activities functions within the scope of this Corporation's purposes. Any assets so transferred are to be used exclusively for the tax exempt purposes of the organization which receives the assets.

The restrictions noted above in the Addendum which prevent the Corporation's net earnings from inuring to private individuals, prohibit the Corporation from carrying on regular businesses, and require the Corporation's assets to be transferred upon liquidation to other tax exempt organizations, have been imposed to preserve the Corporation's tax exempt status as a business league under the United States Internal Revenue Code of 1954. The Corporation's status as a tax exempt business league was established as of January 1, 1972. Prior to that date, the Corporation had a tax exempt status as a charitable organization rather than as a business league. Consequently, prior to that date, the Corporation operated under a number of restrictions in addition to those indicated above. Those additional restrictions still affect all properties and funds acquired before January 1, 1972, so that any such properties or funds shall not be used or expended to carry on propaganda or otherwise to attempt to influence legislation, nor may they be used or expended either for participation or intervention in any political campaign (including the publishing or distributing of statements) or on behalf of any candidate for public office. Generally, such properties or funds may be used only for activities permitted to organization under the applicable sections of the Internal Revenue Code of 1954 dealing with tax exempt charitable corporations, namely Section 501(c) (3) and 170 (c) (2), or corresponding provisions of subsequent federal tax laws. Even as to property and funds acquired after January 1, 1972, however, even though the property or funds may now be used or expended for some political purpose due to the Corporation's change in tax exempt status, the Corporation, should it so use or expend property or funds, must comply with applicable state and federal laws relating to political activities of or political contributions by corporations.

Adopted: March 20, 1958
Amended: November, 1971
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Amended: November, 1979
Amended: November 20, 1986
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