



BYLAWS

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Established 1951

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**AMERICAN SOCIETY OF CYTOPATHOLOGY
BYLAWS**

ARTICLE I

Name

This Organization shall be known as the AMERICAN SOCIETY OF CYTOPATHOLOGY.

ARTICLE II

Purpose

The purpose of this Organization is to advance the field of Cytopathology by endeavoring:

- Section 1. To foster the cytological method in research and clinical practice
- Section 2. To provide a forum for the continuing education of its members.
- Section 3. To provide for participation of cytotechnologists, pathologists, and clinicians in the workings of the Society.
- Section 4. To encourage the establishment of research, educational and clinical cytological programs throughout the country.
- Section 5. To formulate and maintain basic standards for practice, education, research, and other related areas in Cytopathology.
- Section 6. To formulate qualifications for individuals aspiring to be recognized as competent cytopathologists or cytotechnologists.
- Section 7. To represent the field of cytopathology to the government foundations and various agencies, and to represent the professional interests of its members and the interests of patients and the public.
- Section 8. To advise foundations and governmental, voluntary, or other agencies in the granting of funds for support of projects in the field of cytopathology.
- Section 9. To generate gift and grant support through the ASC Foundation for educational and research initiatives related to the field of cytopathology.

ARTICLE III

Membership

- Section 1. *Medical Members.* Medical Members will include licensed physicians, dentists, and veterinarians ethically engaged in one or more phases of cytologic practice, teaching, or research.
- Section 2. *International Medical Members.* International Medical Members will include licensed physicians, dentists, and veterinarians ethically engaged in one or more phases of cytologic practice, teaching, or research, physicians in a fellowship program, and physicians in a pathology residency training programs that are outside of North America.
- Section 3. *Scientist Members.* This category will include Doctors of Science, Philosophy, and Education who are engaged in research or teaching in the field of cytopathology. It will also include those individuals who, by reason of unusual proficiency and scientific attainment in cytopathology, are considered properly qualified for membership herein.
- Section 4. *Cytotechnologist Voting Members.* This membership will include cytotechnologists, as defined in the Policies and Procedures (P&P), who are ethically engaged in one or more phases of cytotechnology practice, teaching, or research, who have been Cytotechnologist Members in good standing for at least three (3) years, and who, having met the professional requirements as outlined in the (P&P), were elected by the Membership Committee to this voting membership. This category will be restricted to a maximum of 15% of the total voting membership.
- Section 5. *Cytotechnologist Members.* Cytotechnologists are eligible for Cytotechnologist Membership provided that they qualify according to the P&P.
- Section 6. *Cytopathology Fellow Members.* Physicians in a fellowship program in cytopathology are eligible for Cytopathology Fellow Membership.
- Section 7. *Pathology Resident Members.* Physicians in a pathology residency training programs are eligible for Pathology Resident Membership.
- Section 8. *Cytotechnology Student Members.* Cytotechnology students currently enrolled in accredited programs are eligible to become Student Members.
- Section 9. *Affiliate Members.* This membership includes laboratory personnel and non-laboratory personnel with an interest in cytopathology.

Section 10. *International Affiliate Member.* International Affiliate Members will include cytotechnologists, Doctors of Science, Philosophy, and Education who are engaged in research or teaching in the field of cytopathology/cytotechnology, cytotechnology students, and laboratory personnel and non-laboratory personnel with an interest in cytopathology that are outside of North America.

Section 11. *Life Members.* Any Member in good standing, because of age, illness or other sufficient reason, may, upon request, be transferred to Life Membership by a two-thirds majority vote of the members of the Membership Committee.

Section 12. *Honorary Members.*

(a) Qualifications for Honorary Membership.

(1) Individuals of outstanding achievement in other specialized fields related to Cytopathology may for sufficient reason be eligible for nomination as candidates.

(2) Representatives from various specialty societies and distinguished individuals interested in Cytopathology may be eligible for nomination as candidates.

(b) Elections for Honorary Membership shall be by deliberation of the Executive Board and shall require a two-thirds majority vote of the Executive Board.

Section 13. *Application for Membership.* Applications for membership shall be made on forms furnished by the National Office or available on the ASC Web site. The Membership Committee will review all applications to determine the candidate's eligibility and approve the applications. A majority vote of the Membership Committee will constitute election of membership.

Section 14. *Membership Privileges.*

(a) Medical Members, Scientist Members, Honorary Members and Cytotechnologist Voting Members will be eligible to vote and to serve on committees. Only Medical Members will be eligible to become officers.

(b) Life Members will enjoy all the privileges of membership but will be exempt from payment of dues or other assessments made by the Society will not be eligible to hold elective office, and will not be entitled to vote.

- (c) Honorary Members will enjoy all the privileges of membership but will be exempt from payment of dues and will not be eligible to hold elective office.
- (d) Individuals included in other membership categories will enjoy all privileges and may serve on committees but will not be eligible to vote or hold office.

Section 15. *Resignation, Forfeiture and Expulsion.*

- (a) Membership in the Society may be terminated by resignation or forfeited for such cause, in such manner and upon such terms as may be specified below.
- (b) Any Member whose current annual assessment dues shall remain unpaid without valid excuse for more than ninety (90) days following the beginning of the financial year (July 1) shall be dropped from the rolls of the Society. Such member may be readmitted to the class of membership previously enjoyed by requesting reinstatement, and full payment of the current year's dues, within two (2) years of the beginning of the fiscal year of the lapsed dues date. This lapse provision may be exercised only once by any member. Beyond two (2) years or if lapse of dues payment has occurred before, application for membership must be made as defined in Article III of these Bylaws and processing of the application shall be as directed in Article III, section 10 of these Bylaws.
- (c) If there is significant doubt as to the character, experience, training, professional competence, interpersonal skills and judgment, academic standing, qualifications, professional commitment to the purposes of the Society, or ethical standing of a member, then the Ethics and Conduct Committee, in conjunction with the Executive Board, will take actions as follows: such member may be issued a letter of warning, admonition or reprimand, placed on conditions of probation, or expelled. The burden shall be on the member to resolve any such doubt(s). A copy of the charges against the member from the President and a notice of and opportunity for hearing shall be given the member. A hearing shall not proceed earlier than thirty (30) days after the notice is mailed or delivered to the member.

Thereafter, the Executive Board may (1) issue a letter of instruction, (2) letter of warning, (3) letter admonition or reprimand, (4) probation, (5) suspension or (6) expulsion.

Certain conduct by any member may be grounds for automatic expulsion after notice is sent (with no opportunity to be heard) upon recommendation

of the Executive Board, i.e.,

- (1) Conviction of a felony or similarly serious criminal charge related to the practice of one's profession under the laws of any state or other jurisdiction of the United States or of any territory, province or other jurisdiction of any foreign country;
- (2) Revocation of the member's license or the equivalent thereof to practice his or her profession in any state or other jurisdiction of the United States or in any territory, province or other jurisdiction of any foreign country; or
- (3) Violation of a condition of probation imposed by the Executive Board.

ARTICLE IV

Officers

Section 1.

- (a) The Officers shall be President, President-Elect, Vice-President, and Secretary-Treasurer
- (b) It is at the discretion of the President with the approval of the Executive Board to appoint or disband committees that are concerned with activities consistent with the purposes of the American Society of Cytopathology, to disband those committees no longer necessary, and to notify all members of the Committees of their appointment and of the duties assigned to them.
- (c) In the event of vacancy of the Presidency due to death or resignation or any other reason, the President-Elect will assume the remainder of the President's term as well as the term as President for which he was in line. In the event of vacancy of the President-Elect position, the Vice-President will assume the remainder of the President-Elect's term and the Vice-President and president-elect will be elected at the next scheduled election. In the event of vacancy of the Vice-President or Secretary-Treasurer position during the term of office, the Executive Board may appoint a replacement from those eligible to serve; the replacement shall serve the remaining portion of the term and the position(s) will be filled by election at the next scheduled election.
- (d) The Vice-President and Secretary-Treasurer shall be elected by majority vote of the eligible voting membership. The Secretary-Treasurer shall serve

for a term of three (3) years or until the election of his successor and may not be re-elected to the same office for more than two (2) consecutive terms. The Vice-President shall serve for a term of one (1) year or until the close of the next Annual Meeting at which time he will assume the office of President-Elect; at that time the sitting President-Elect shall assume the office of President, and the sitting President will remain on the Executive Board as immediate Past President with voting privileges for one year. All officers shall take office at the close of the Annual Meeting at which they are elected or succeed to office.

(e) The powers and duties of the Officers shall be such as usually devolve upon their respective positions and as specified in the other Articles of these Bylaws.

(f) *Secretary-Treasurer.*

(1) The Secretary-Treasurer shall keep or cause to be kept in permanent form a current record of all the transactions of the Society. He shall send due notice of stated and Annual Meetings to all members. He shall notify all applicants for membership of the action taken by the Society on their applications within sixty (60) days after the annual or stated meeting in which such action was taken. He shall keep a correct alphabetical list of members, together with their addresses and proposers, and shall supply copies to members applying to him or her for same. The Secretary-Treasurer shall conduct the correspondence of the Society and shall perform all other duties usually pertaining to this office. He shall act as custodian of all documents and papers of the Society and its Committees.

(2) In the function as Treasurer, the Secretary-Treasurer shall collect, receive, and be accountable for all funds that accrue to the Society from dues or otherwise. He shall disburse from the treasury such funds as may be necessary to meet the appropriations and proper expenses of the Society. The duties as treasurer may be allocated to another member of the Society if it is so ordered by the Executive Board. A budget shall be prepared for the ensuing year by the Budget and Finance Committee, of which the Secretary-Treasurer shall be an ex officio member, and presented for the approval of the Executive Board. The treasury books shall be audited annually by a Certified Public Accountant.

ARTICLE V

Elections

Election of Officers and Executive Board. Election of Officers and Executive Board Members will be by majority vote of those Medical, Scientist, Honorary, and Cytotechnologist Voting Members present and voting at the business session of the Annual Meeting, or at any other designated meeting, or by electronic mail ballot if directed by the Executive Board.

ARTICLE VI

Committees

Section 1. *Executive Board.*

- (a) The Executive Board shall consist of the President, President-Elect, the Vice-President, the Secretary-Treasurer, the immediate Past President, and twelve (12) additional members. Eight (8) of the additional members will be medical members of whom two (2) will be elected annually. Four (4) of the additional members will be Voting Cytotechnologist or Cytotechnologist members of whom one (1) will be elected annually. The Executive Board will constitute the directing body of the Society. Cytotechnologist members will be entitled to vote on Executive Board matters when serving on the Executive Board in Executive Board meetings.
- (b) In order to be eligible for election, candidates for Vice-President and Secretary-Treasurer shall have served at least two years on the Executive Board by the time they are to assume the office to which they are elected. The term of office for the medical members of the Executive Board will be four (4) years or until the election of their successors. The term of office for the cytotechnologist members will be four (4) years or until the election of their successors. Both medical members and cytotechnologist members of the Board may serve more than one term in office; however, there must be at least a one-year absence from office between terms. The President of the Society will be *ex officio* Chair of the Executive Board. The Secretary-Treasurer shall be *ex officio* Secretary of the Executive Board. The President-Elect will be *ex officio* Vice-Chair of the Executive Board
- (c) *Authority and Function.* The general management of the American Society of Cytopathology, including approval of the annual budget, shall be vested in the Executive Board. It shall regularly perform the ordinary duties of a board of directors to appoint any Committee it may deem necessary and to delegate whatever powers necessary to such Committees.

Section 2. *Membership Committee.* It shall be the duty of the Membership Committee to determine the eligibility of applicants for membership and to approve by a majority vote of the Membership Committee.

Section 3. *Nominating Committee.*

- (a) The Nominating Committee shall consist of three (3) Medical Members and two (2) Cytotechnologist Voting members.
- (b) They shall be appointed for the ensuing year by the President-Elect prior to assuming the office of President and subject to the approval of the Executive Board. The President-Elect shall designate one (1) member to be Chair of the Nominating Committee. (It is suggested that the Committee composition consist of the three most recent past presidents and two most recent past Executive Board Cytotechnologists members.)
- (c) The Nominating Committee shall make at least one (1) nomination for the Secretary-Treasurer position and at least two (2) nominations for each of the remaining positions on the Executive Board eligible to be filled by vote of the voting members. Any member of the Society may submit nominations to this Committee for consideration.
- (d) The nominations of the Committee shall be submitted to the Secretary-Treasurer at least ninety (90) days before the Annual Meeting at which they are to be considered.
 - (1) The report of the Nominating Committee will be submitted to the voting membership at least 60 days prior to the next annual meeting, and election will be by majority vote of the voting members present or by mail ballot at the discretion of the Executive Board.

Section 4. *Scientific Program Committee.*

Section 5. *Budget and Finance Committee.*

Section 6. *Cytotechnology Programs Review Committee.*

- (a) The Cytotechnology Programs Review Committee shall consist of four (4) representatives from the American Society of Cytopathology, two (2) representatives from the American Society for Clinical Pathology, one (1) representative from the College of American Pathologists and one (1)

- representative from the American Society for Cytotechnologists.
- (b) The Cytotechnology Programs Review Committee shall consist of four (4) Physicians and four (4) Cytotechnologists.
 - (c) They shall be appointed for the ensuing year by the President-Elect prior to assuming the office of President and subject to the approval of the Executive Board. The President-Elect shall designate one (1) member to be Chair of the Cytotechnology Programs Review Committee and one (1) member to be Vice-Chair of the Cytotechnology Programs Review Committee.
 - (d) The term of the Cytotechnology Programs Review Committee Chair will be two years but may be extended to three years at the discretion of the ASC President with the consent of the Executive Board. The term of the Cytotechnology Programs Review Committee Vice-Chair will be two years but may be extended to three years at the discretion of the ASC President with the consent of the Executive Board. No member shall serve as a member on Cytotechnology Programs Review Committee for more than two (2) consecutive three-year terms with the option of serving a third term as Cytotechnology Programs Review Committee Vice-Chair or Chair without a period of at least one term off the committee.

Section 7. *Ethics and Conduct Committee.* This Committee has the responsibility to develop ethics policies and investigate member complaints considered meritorious through hearings conducted either via conference call or in person. Disciplinary actions recommended to the Executive Board will follow actions outlined in Article III, Section 12, with the final action imparted by the Executive Board.

Section 8. *Standing Committees.*

- (a) Each committee (except when noted) should be composed of seven (7) members. Three (3) of the members should be Medical members, of whom at least one (1) will be appointed each year for a two-year term. Three (3) of the members should be Cytotechnologist Voting or Cytotechnologist members, of whom at least one (1) will be appointed each year for a two-year term. The President will appoint a chair and may either appoint committee members or may request the chair to do so. The term of the chair will be two years but may be extended to three years at the discretion of the President with the consent of the Executive Board. All committee chair appointments shall be approved by the Executive Board. No member shall serve as a member on the Committee for more than two (2) consecutive two-year terms with the option of serving a third term as Chair without a period of at least one term off the committee. No person shall be

chair of more than one (1) committee and a member shall not concurrently serve on more than three (3) committees.

- (b) Committee members shall be members in good standing that are interested in service. Credible service during the first term is required for appointment to a second term. Committee chair appointments must have previous credible service on any committee.
- (c) Depending upon its charge and functions, the chair of a committee may appoint subcommittees to fulfill specific tasks, provided that these subcommittees are chaired by members of the parent committee and that the parent committee assumes full responsibility for all functions of the subcommittees.

ARTICLE VII

Foundation

Section 1. *Mission*

The ASC Foundation expands financial support for the Society's mission and its strategic goals of education, advocacy and research.

Section 2. *Foundation Board*

The ASC Foundation Board shall consist of the Foundation President plus a minimum of six [6] members. At least, three members shall be Medical members, including the Society's Vice President and two (2) medical members from the membership at large, and three (3) of the members shall be Voting Cytotechnologists or Cytotechnologists Members. At least one (1) will be appointed each year for a two-year term. The ASC President shall be an ex-officio of the Foundation Board. The Foundation Board President will be an ex-officio of the Society's Executive Board. The Executive Board may increase membership of the ASC Foundation Board by one Medical and one Cytotechnologist member by a two-thirds vote.

The term of the Foundation Board President shall serve for a term of three (3) years or until the appointment of his successor and may not be appointed to the same office for more than two (2) consecutive terms. The Executive Board shall approve all Foundation Board appointments. No member shall serve as a member on Foundation Board for more than two (2) consecutive two-year terms with the option of serving a third term as ASC Foundation Board President without a period

of at least one term off the Board.

Section 3. *Duties and Power*

The specific duties and powers of the Foundation Board include, but are not limited to, the following:

- (a) Formulate, and periodically review, the mission, purpose, policies and procedures of the Foundation.
- (b) Develop, monitor and assess a comprehensive fund raising plan with specific goals for securing gifts and grants to achieve the Foundation’s mission in support of the educational and research objectives of the Society.
- (c) Approve and monitor the Foundation’s initiatives and activities.
- (d) Members of the ASC Foundation Board hold the fiduciary responsibility of facilitating generous financial support through personal gifts and/or gifts/grants from businesses, corporations, practice groups, and/or private foundations which the Board member may influence.
- (e) Be familiar with the “case for support” of the Foundation’s activities and programs and able to articulate that case in group meetings and in one-on-one conversations with prospective donors.
- (f) Enhance the public image of the Foundation as the fund raising arm of the Society and serve as spokespersons for, and advocates of, the Foundation and its initiatives and activities.
- (g) Work with staff to identify and cultivate prospective donors. Host, as appropriate, cultivation events for current and prospective donors.
- (h) Be part of a solicitation “team”, when asked, making visits on prospective individual, family, corporate and/or foundation prospects.
- (i) Work with the Society’s Budget and Finance Committee, Executive Administrator, and investment managers to assure the prudent investment of the Society’s assets.
- (j) Coordinate the review of grant applications and award recipients with the appropriate professional review committees of the Society.

ARTICLE VIII

Meetings

- Section 1. The Annual Meeting of the Society shall be held at such time and place as shall be determined by the Executive Board.
- Section 2. At the Annual Meeting there shall be a business session, which shall include reports of the standing and special committees, report of the Secretary-Treasurer, amendments to the Bylaws, election of officers, and unfinished and new business.
- Section 3. Interim meetings may be held at such times and in such places as shall be determined by the Executive Board.
- Section 4. At the business session of the Annual or Interim Meeting, a minimum of thirty (30) voting Members present shall constitute the quorum.

ARTICLE IX

Financial

- Section 1. The American Society of Cytopathology is a non-profit organization. Officers, Board and Committee Members will donate their services. Funds shall be raised by initiation fees, annual dues, special assessments, and voluntary contributions as specified in the Bylaws.
- Section 2. *Expenditures.* No expenditures from the general fund of the Society, except those required in the performance of the ordinary duties of Officers, shall be made except by majority vote of the Executive Board.
- Section 3. Life and Honorary Members will be exempt from payment of dues.

ARTICLE X

Ethics

The ethics of this Society shall be in full accord with the "Principles of Medical Ethics" as adopted by the American Medical Association.

ARTICLE XI

Publications

The publications of the American Society of Cytopathology shall be of such kind and nature as shall be designated by the Executive Board.

ARTICLE XII

Amendments

Section 1. These Bylaws may be amended by majority vote of all Medical, Scientist, Honorary and Cytotechnologist Voting Members present and voting at any Annual Meeting, or at any stated meeting called for that purpose, provided that the notice of such intended action has been mailed to each Member by the Secretary-Treasurer at least forty (40) days prior to that meeting.

Section 2. The Secretary-Treasurer shall be required to send such notice of any proposed amendments to the Executive Board provided such proposed amendment is seconded by another Member in good standing. Proposed amendments may be brought to the membership for a vote at the discretion of the Executive Board. Should the Executive Board elect to not bring forth a properly presented amendment, the Executive Board decision may be overridden by presentation of a petition to the Board to do so signed by five percent (5%) of the Society's members in good standing.

ARTICLE XIII

Parliamentary Procedure

Except as otherwise provided, the parliamentary procedure of the Society shall be according to "Robert's Rules of Order Newly Revised."

ARTICLE XIV

Dissolution of the Society

Section 1. The Executive Board may, on its own motion or upon receipt of a petition signed by at least 35% of the voting members, call a vote as to whether or not the Society may be dissolved.

Section 2. Dissolution of the Society will be accomplished by approval of the membership in accordance with the laws of the State in which it is incorporated.

Section 3. In the event of Dissolution, all assets will be distributed in accordance with the requirements of the Articles of Incorporation.

ARTICLE XV

Indemnification of Individuals

Section 1. The Society shall indemnify each member of the Executive Board, member of any other committee, officer, and employee and each person who performs or has performed an inspection and/or accreditation function at the written request of the Society, against any and all expenses and liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the Society or otherwise, civil, criminal, administrative or investigative, including appeals) to which he may be or is made a party by reason of being or having been an officer, employee, committee member, or person who performed an inspection and/or accreditation function at the written request of the Society. The Society may advance expenses to, or where appropriate, may itself at its expense, undertake the defense of any indemnified individual. The indemnified individual shall undertake to repay or to reimburse the amounts indemnified and expenses of defense if it ultimately should be determined that the individual acted or failed to act in bad faith, with intentional misconduct, or in knowing violation of the law, or derived an improper personal benefit.

This indemnification shall not be deemed exclusive of any other rights to which the indemnified individual may be entitled, under any law, bylaw, amendment, vote of the Executive Board, or otherwise, and shall not restrict the power of the Society to make any indemnification permitted by law. Indemnification shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an indemnified individual. If any part of this indemnification shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XVI

Policies and Procedures

Section 1. The rules contained in the ASC Policies and Procedures Manual shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Society.

Section 2. Each Standing Committee shall have written policies and procedures defining its purpose and function not otherwise defined in these Bylaws.

Section 3. The Executive Board may amend the ASC Policies and Procedures by majority vote at any meeting of the Board.

DEFINITION OF TERMS

The use of *he, his, hers*, etc. is meant to be gender neutral.

Amended November 5, 1999

Amended April 20, 2001

Amended November 8, 2002

Amended November 11, 2003

Amended December 22, 2004

Amended November 8, 2005

Amended November 9, 2008

Amended November 15, 2009

Amended November 6, 2011