

**BY-LAWS
FOR
FLORIDA SOCIETY FOR HISTOTECHNOLOGY**

ARTICLE I

NAME

This organization shall be known as the Florida Society for Histotechnology, here and after referred to as FSH. This Organization shall be an independent, not-for-profit corporation.

ARTICLE II

PURPOSE

The purposes for which FSH is organized are as follows:

- a) To provide an interchange of ideas pertinent to Histotechnology.
- b) To advance professional growth, standards, knowledge and performance in Histotechnology for its members through continuing and formal education programs.
- c) To create mutual understanding and cooperation between FSH and other allied professions.

ARTICLE III

MEMBERSHIP

Section 1: Membership:

Membership in FSH shall be open to any person engaged in or interested in any aspect related to the profession of Histotechnology. Membership shall consist of Active and Associate members.

Section 2: Active Members:

Active members shall be those individuals who are actively engaged in the practice of Histotechnology and/or who are licensed or eligible to be licensed by the State of Florida with a specialty in Histotechnology and/or who hold American Society of Clinical Pathologists (ASCP) registry in Histology.

Section 3: Associate Members:

Associate members shall be those presently enrolled in approved schools of Histotechnology

Section 4: Membership Dues:

The membership year shall be from September 1 to August 31 of each year. The amount set for membership shall be determined by majority vote of the Board of Directors. Dues are to be paid annually within 30 days of the renewal period for a member to retain the status of active member in good standing. A late fee will be assessed on renewals not received during the renewal period. Any member who fails to submit dues during the renewal period shall be considered delinquent and shall forfeit the privileges of membership until such time the dues and late fee are paid up-to-date.

Section 5: Application:

Individuals seeking membership in FSH shall furnish information on forms provided by FSH and send to the membership chairperson. New applications received in the third quarter of the calendar year shall be applied to the next membership year.

Section 6: Voting:

Only active members in good standing shall have full voting privileges. Associate members shall have all rights and privileges of the Active members except the right to vote on by-law amendments and to hold office.

ARTICLE IV

OFFICERS

Section 1: Title:

The elected officers of FSH consist of 6 elected members consisting of President, Vice President, Secretary, Treasurer and a minimum of two Regional Coordinators.

Section 2: Qualification/Eligibility:

To be eligible for any office, a member must have been an active member in good standing for one (1) year preceding his/her election subject to the restrictions under Article V. Have a valid Florida license at least at the Histology Technician level. Be a permanent resident of the state of Florida as per Florida Statutes (196.015 and 222.17). Residency is established by where you live 6 months of the year, where you vote, where you have a drivers license, where your car tags are purchased, and where you file your Federal Taxes.

An officer who has a change in membership or eligibility status during his/her term may finish the current term of office. An officer moving out of state of Florida must submit a letter of resignation to the president. If the President is the one resigning, the letter of resignation is submitted to the Vice-President.

Section 3: Term of Office:

Officers shall be elected for a term of two (2) consecutive years and until their successors are elected, assuming their duties at the close of the Annual FSH Meeting of the election year. No officer shall serve for more than two (2) consecutive terms [four (4) years in the same office] but after an interval of one (1) term, he/she shall be eligible again for the same office. Outgoing officers shall turn over all records and property related to the office, to their successor within thirty (30) days, being fully cognizant that these are the property of FSH and not of the individual. The treasurer shall have (60) days to turn over all financial documentation once all pending bills are paid and books are closed.

Section 4: Vacancies:

Should the office of the President become vacant during the term of office, the Vice President succeeds to the office for the unexpired part of the term by the President, with the Board of Directors approval.

Section 5: Resignation:

Any officer who wishes to resign from office shall submit a written resignation to the Secretary. The President, upon notification from the Secretary, shall appoint an interim officer subject to approval by the Board of Directors.

Section 6: Duties of Officers:

(a) President: The President shall be the chief executive officer of FSH; shall in general supervise and control all business and affairs of FSH; shall preside over and prepare agendas for all meetings of FSH, of the Board of Directors and Executive Committee, shall perform all duties pertaining to the office of President and other duties as may be designated by the Board; shall be ex-officio member, with a vote limited to ties, of all committees except the Nominating Committee and shall, by appointment, fill any vacancies on the Nominating Committee with Board approval; shall have his/her signature placed on file at the bank, along with that of the Vice President and Treasurer and shall approve all checks written by the Treasurer; shall submit an annual report to the Board of Directors and shall call meetings; shall in the absence of the Secretary appoint a temporary Secretary to record the minutes of the meeting; shall upon leaving office serve as Immediate Past President; shall present all honors and awards; shall at the Annual FSH Meeting, present an Annual President's Report and an Annual Board of Director's Report; shall hold and maintain the archives of the Society at a location approved by the Board of Directors.

(b) Vice President: The Vice President shall act for and in place of the President at the request of the President and in the absence or disability of the President and shall perform the duties of the President with full presidential powers subject to restrictions upon the President; shall have his/her signature placed on file at the bank and shall be empowered to approve checks written by the Treasurer only when acting as President; shall be the Chair of the By-Laws Committee and shall be an ex-officio member without vote on all other committees; shall automatically become President of FSH in case of a vacancy in the office of President; shall perform all duties as assigned by President.

(c) Secretary: The Secretary shall take, keep and report the minutes of all meetings of the Society, shall distribute a copy of the minutes to the President and the Board of Directors within thirty (30) days of meeting; shall receive and file all written reports; shall keep an accurate inventory of all FSH property; shall conduct correspondence of FSH; shall be custodian of FSH seal; shall order, maintain and distribute stationery as required; shall perform other duties as may be assigned by the President.

(d) Treasurer: The Treasurer shall be custodian of all funds of FSH; shall select a bank with the Board of Directors' approval and file bank signature cards authorizing the deposit or withdrawal of funds upon his/her signature or the signature of the President or Vice President; shall keep an itemized accounting of all monies received and disbursed and present a report at each meeting; shall submit to a Board of Directors an approved Certified Public Accountant (CPA) by March 1, the appropriate financial records necessary to file the FSH annual income taxes as mandated by the Internal Revenue Service (IRS); shall submit to the Finance Committee by February 1st the final accounting of the fiscal year for review; shall make a report on the financial status of FSH at the Annual FSH Meeting and shall have his/her books available for review by the membership, shall serve as a member of the Finance Committee; however, cannot chair that Committee; shall perform other duties incident to the office as assigned by the President.

ARTICLE V

BOARD OF DIRECTORS

Section 1: Membership:

The Board of Directors shall consist of the elected Officers, Immediate Past President and the Chairpersons appointed by the President.

Section 2: Restrictions:

No person whose primary job description is that of selling technical supplies or material to laboratories shall be eligible for Board of Directors office in the Society. This in no way should be interpreted to mean that a member employed by a commercial firm and whose primary duties do not entail the selling of materials from such organizations shall be deemed ineligible for office.

Section 3: Term of Office:

Each member of the Board shall serve a term of two (2) consecutive years and until their successors are elected, beginning at the close of business of the Annual FSH Meeting following their terms unless otherwise restricted by these By-Laws. Outgoing members shall turn over records and property relating to their office to their successor within thirty (30) days, being fully cognizant that these are the property of FSH and not of the individual.

Section 4: Vacancies:

In the absence of the President, the Vice President shall preside. Any vacancy on the Board shall be filled by appointment of the President and approval of the Board of Directors.

Section 5: Resignation:

A Board Member who wishes to resign shall submit a written resignation to the Secretary. The President upon notification from the Secretary shall appoint an interim Board Member subject to approval of the Board of Directors.

Section 6: Meetings:

The Board shall meet at least twice (2) annually, once during the Annual FSH Meeting. At least a ten (10) day notice shall be required. Board members shall respond confirming attendance at or absence from the meeting.

Section 7: Quorum:

A majority of the Members of the Board shall constitute a quorum.

Section 8: Duties:

The Board shall set the time and place of the Annual FSH Meeting; shall represent FSH with full power over the administrative affairs of FSH; shall make recommendations to the Society, receive and take actions upon all matters pertaining to FSH and

report its activities to the membership at the Annual FSH Meeting. The Board shall be subject to the order of and shall not act in conflict with direction given by FSH membership. All members of the Board shall report as requested at Board Meetings on their activities, including a financial report, if finances are involved.

Section 9: Proxies:

Every Board Member, for the purpose of voting, shall receive a proxy along with the meeting notice. In the event of a Board Member's absence, a written proxy must be received by the President before the meeting.

ARTICLE VI

EXECUTIVE BOARD

Section 1: Membership: The Executive Board shall consist of the elected officers of FSH.

Section 2: Duties: The Executive Board shall transact business to be reported to the Board of Directors.

Section 3: Meetings: Executive Board meetings may be called by the President. All Executive Board members shall be given prior notice of such meetings either by mail or telephone.

Section 4: Quorum: Three members of the Executive Board shall constitute a quorum.

ARTICLE VII

MEETINGS

Section 1: Annual FSH Meeting: There shall be one (1) Annual FSH meeting. The time and place shall be set by the Board of Directors. This meeting shall be for the purpose of continuing education, installation of officers in an election year, presentation of awards, presenting of the Annual Reports of the President, Board of Directors, Treasurer and any other business that may arise during the annual business meeting of FSH. The Board of Directors shall conduct a meeting during the Annual FSH meeting.

Section 2: Regional Meetings: There shall be a minimum of two (2) meetings in each region per year. The time and place of these meetings shall be for the purpose of continuing education and shall provide an opportunity for members to provide input to members of the Board of Directors.

Section 3: Special, Executive Board and Board of Directors Meetings: These meetings are governed by these By-Laws.

Section 4: Note: At least ten (10) days notice shall be given for all meetings except the Annual FSH Meeting which shall require sixty (60) days notice in the newsletter. The time, place and reason for all meetings shall be stated.

ARTICLE VIII

STANDING COMMITTEES

Section 1: There shall be the following Standing Committees: Membership; Finance; Nominations – Elections and Awards; Newsletter; Meeting Planning; By-Laws and Continued Education. The President shall be a member ex-officio of all committees except the Nominations – Elections.

Section 2: Chairpersons and Members: Unless otherwise restricted by these By-Laws: the Chairpersons shall be appointed by the President and approval by a 2/3 vote by the FSH board for a term of two (2) consecutive years, assuming their duties at the close of the Annual FSH Meeting of the election year; the Chairpersons shall choose their committees from members in good standing.

Section 3: Vacancies: The President shall fill vacancies with the approval of the Board of Directors.

Section 4: Chairpersons Duties: The chairperson shall: notify the President of all committee meetings; shall file an annual report with the President to be presented to the membership at the Annual FSH Membership Meeting; shall deliver to their successors all materials pertaining to the work of their committee, within thirty (30) days of the close of their appointed term. Chairpersons must be reappointed each new term by the elected President and approval by a 2/3 vote by the FSH board. All interested candidates must meet membership requirements and submit their interest in writing to the elected president.

Section 5: Committee Duties:

A. Membership Committee:

This Committee shall be responsible for processing all membership applications, maintaining all membership records and developing plans to increase membership.

B. Finance Committee:

This Committee shall be comprised of the Treasurer of FSH and two other members of the Board of Directors as approved by that body. The Committee chairperson shall not be the Treasurer and shall be appointed by the Board of Directors. The Committee shall: set the guidelines for the operating expenses of FSH and submit these guidelines to the Board of Directors for approval; shall review the final accounting of the fiscal year. No allocation of funds shall be made without prior approval of this Committee subject to the approval of the Board of Directors.

C. Nominations, Election and Awards Committee:

This Committee shall conduct the business of nominations, elections and awards.

I. Nominations:

- a) Any member in good standing may submit to the Nominations-Election Chairperson names of persons they wish to nominate for office. A person so offered for nomination shall have been informed of this and expressed a willingness to serve. Nominees shall submit a letter of acceptance and short biography to the Nominations-Election Chairperson at a time specified by the committee. No person shall be nominated for two positions at one time.
- b) The Nominations-Election Committee shall present to the members of the Society those names of individuals nominated as candidates for each office that meets candidacy qualifications. (See election of officers section below) If no more than 1 individual is nominated for a position, that individual shall automatically be elected to such position provided the individual meets all criteria for such position. The membership shall be notified on the ballot when there is only one candidate nominated.
- c) Neither the Nominations-Election Chairperson nor any Nomination-Election Committee member shall be a candidate for office. If the Chairperson or any member of the Committee wishes to be a candidate, that person shall submit a written resignation to the Secretary postmarked at least thirty (30) days prior to the beginning of the Annual FSH Meeting, in the non-election year.
- d) In the event any member of the Nominations-Election Committee has to pass upon the qualifications of a member of their immediate family for nomination or for the tally of ballots, such Committee member shall abstain from any action.

II. Election Procedure:

- a) Officers shall be elected by secret ballot.
- b) The Nominations-Election Committee shall present a slate of candidates in ballot form to the general membership for election at a time specified by the Committee. All ballots shall be distributed to the membership. The ballots must be returned to the Committee following ballot instructions at least thirty 30 days prior to the Annual FSH Meeting for tally via first class mail or electronic balloting if this is the selected choice of voting by the Board of Directors. The Nominations-Election Committee shall announce the preliminary election results to the current president and Board of Directors prior to the general membership meeting and the final election results shall be reported to the members at the general membership meeting.

- c) The candidate receiving a majority of votes shall be deemed elected. If no candidate receives a majority of votes cast on the first ballot, the two candidates receiving the greater number of votes cast shall be sent to the active members, in good standing, for an additional ballot.
- d) Records of election results shall be kept by the Nomination, Election and Awards Committee Chairperson.

III. Awards:

The Nomination, Election and Awards Committee shall establish criteria for all FSH awards subject to the restrictions of these By-Laws, suggest new awards and conduct the business of accepting nominations for recipients of awards, presenting the nominees to the Board of Directors and ordering Award certificates and plaques to be given to the award recipients.

D. Newsletter Committee:

This Committee shall be responsible for publishing and distributing the FSH newsletter and publicizing the activities of the Society. The Chairperson of this committee shall be the editor of the FSH newsletter.

E. Meeting Planning Committee:

This Committee shall be responsible for coordinating the Annual FSH Meeting and all the pre-convention and post-convention activities.

F. By-Laws Committee:

This Committee shall be responsible for receiving, processing and making recommendations to the Board of Directors on all proposed changes to this document.

Section 6: Special Committees:

These committees may be formed as deemed necessary by the President or the Board of Directors.

ARTICLE IX

AWARDS

Section 1: There shall be one (1) annual award known as the "Histotech of the Year" award. Nominations for this award shall be received from the membership of FSH on a ballot published in the FSH newsletter and / or website form. Selection of the award recipient shall be made by vote of an appointed committee, selected from our membership. The President must be part of this selection and shall present this distinguished award at the Annual FSH meeting.

Section 2: Educational Scholarship Awards:

Educational Scholarship Awards will periodically be made available to members as determined by the Board of Directors upon recommendation by the Finance Committee. An announcement of these awards and the criteria for selection shall be published in the FSH newsletters and / or website if available; the Scholarship Award sub-committee will accept applications and present applicants to an appointed committee selected from the membership. The President must be part of this selection.

Section 3: Other Awards:

Other awards shall be suggested by Nominations-Elections and Awards Committee and by the Board of Directors as deemed appropriate, subject to the restrictions of these By-Laws.

ARTICLE X

REGIONS

Section 1.

The state shall be divided into a minimum of two regions presented by the president with 2/3 approval of the Board of Directors.

Section 2. Regional Coordinator:

Regional Coordinators shall be elected by a majority vote of the membership. The Regional Coordinators shall serve two (2) years concurrent with the election of officers.

Section 3. Duties:

The Coordinators shall be responsible for providing; educational opportunities throughout the year, shall assume responsibilities for disseminating FSH information and activities; shall act as a liaison for the Region at all FSH Board of Directors meetings; shall be responsible for a regional update in every publication of the Society newsletter; shall assist the Chair of the Nominating and Awards Committee.

ARTICLE XI

FUNDING

All funding of FSH members and activities shall be determined by the Finance Committee subject to approval by the Board of Directors. Any disbursement of funds shall require the approval of the President or the Vice-President, when acting for the President and the Treasurer.

ARTICLE XII

CONSTITUENT SOCIETY

This Society shall be a Constituent Society to the National Society for Histotechnology (NSH) and shall select delegates and alternates in accordance with NSH By-Laws.

ARTICLE XIII

ELECTION OF OFFICERS

Section 1: Nominations: Nominations for all offices shall be made by the Nominating Committee or by mail (write-ins). The date for the acceptance of nominations shall be set by the Nominating Committee with the approval of the Board of Directors.

Section 2: Eligibility: Eligibility shall be subject to the restrictions of these By-Laws.

Section 3: Election: Elections shall be held every two (2) years. Members shall receive the ballot at least sixty (60) days prior to the Annual FSH Meeting. All ballots must be postmarked, received and tallied by the Nominations-Elections Committee at least thirty (30) days prior to the FSH Annual meeting. New officers shall assume their duties following the general membership meeting at the Annual FSH Meeting.

ARTICLE XIV

DISCIPLINARY ACTION

Any active member or group of active members in good standing may file a written complaint to the Board of Directors because of non-compliance with the By-Laws or other detrimental act toward FSH of an officer, member of the Board of Directors or member. The accused shall be notified by registered mail fourteen (14) days prior to any meeting or telephone conference call to consider the complaint. A statement of the reasons for the proposed action shall accompany said notice. The accused shall have the right to defend in writing or in person his/her action to the Board of Directions within fourteen days of the receipt of the notice of a complaint. The final decision rests with the Board of Directors who shall grant oral hearings upon an appropriate and timely appeal to consider the matter on record. All disciplinary matters shall be held in total confidentiality by the Board of Directors of FSH. No accused shall be denied any privileges until a decision is rendered by the Board of Directors. Disciplinary action taken may include suspension or revocation of membership. For an officer or member of the Board of Directors, resignation from office may be required. A two-thirds vote (2/3) vote by the Board of Directors shall be necessary.

ARTICLE XV

ADOPTION AND AMENDMENTS

By-Laws shall go into effect immediately upon adoption. These By-Laws may be amended or revised upon recommendation of the Board of Directors by a two-thirds (2/3) vote of members present and voting at the Annual FSH Meeting provided written amendments have been mailed to all members thirty (30) days before the meeting. Proposed amendments or revisions must be submitted to the By-Laws Committee Chairperson by any member in good standing at least one hundred and twenty (120) days prior to the Annual FSH Meeting before such proposals can be submitted to the Board of Directors for consideration. Proposed By-Laws can only be acted upon when the Annual FSH General Membership Meeting is in session. Each member of FSH shall have a complete copy of the By-Laws and is charged with keeping it up to date.

ARTICLE XVI

DISSOLUTION OF FSH

In the event of liquidation or dissolution of FSH, whether voluntary or involuntary, or whether by operation of law, none of the property of FSH, nor any proceeds thereof shall be distributed among the members of FSH. After payment of, or after making provision for, all debts and liabilities of FSH, all of the remaining assets and property of every nature and description whatsoever shall be paid over and transferred to any cooperation, fund or foundation selected by the Board of Directors. Such organization, fund or foundation shall be one which is organized and operated exclusively for religious, charitable, scientific, literary or educational purposes. No part of the net earning of said organization shall benefit any private shareholders or individual except Histotechnology. No substantial part of its activities shall be carrying on propaganda, lobbying or otherwise attempting to influence legislation, nor can it participate in or intervene in any campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

ARTICLE XVII

PARLIMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised shall govern the proceedings of FSH except when otherwise specified in these By-Laws.

Revised July 24, 2011