



## **San Diego Society of Hematopathology**

### **Constitution & Bylaws**

#### CONSTITUTION

##### Article I - Name

The name of the organization is San Diego Society of Hematopathology (SDSH).

##### Article II – Mission Statement

The mission of this Society is to advance hematopathology practice in San Diego and Southern California, through organizing Continuing Medical Education activities and networking events among pathologists. Our vision is to inspire the pathologists to adopt best practice in hematopathology, to create a virtual home for pathologists in San Diego, and to provide a sustainable hub for pathologists to network. We value Professionalism, Passion, Diversity, Inclusion, Participation, Team Work, and Collaboration.

##### Article III - Membership

Membership in the Society is open to qualified physicians and scientists who maintain good standings, share a common interest in hematopathology, and actively participate in the Society activities in San Diego and Southern California.

##### Article IV – Organization Structure

The Society is governed by the Board of Directors (BOD). Board of Directors is formed by 3 to 7 reputable pathologists/physicians/scientists representing the major stakeholders of San Diego pathologists. Below the Board of Directors is the Executive Committee, which is formed by a President, a Vice President, and a Secretary/Treasurer. In parallel with the Executive Committee, we have an

Education Committee and a SDSH Foundation. The term for each is two years with an exception that the Secretary/Treasurer may hold office for an additional term of two years.

#### Article V – Committees and Foundation

The Executive Committee will be organized by the President, who is nominated by the BOD and elected by the members. President will select Vice President and Secretary/Treasurer. One regular member at large will also be elected to be sitting on the Executive Committee. The Executive Committee will be responsible for the routine scientific and business activities of the Society.

The Education Committee will be chaired by a Fellowship Director, Residency Director or CME Director. The Committee Chair can select 3-5 members from the regular and junior members of the Society.

The Foundation will be chaired by the Vice President and aided by the Secretary/Treasurer. The Secretary/Treasurer is responsible for book keeping and filing tax returns for the Society.

#### Article VI - Meetings

There shall be an annual meeting of the general membership with an accompanying CME activity. Several other CME activities, such as held at Scripps, UCSD, and Genoptix, will be sanctioned under the Society.

#### Article VII - Bylaws and Amendments

The Constitution of the Society and its provisions shall be carried out according to the current Bylaws of the Society. The articles of this Constitution and its Bylaws may be amended at the annual meeting by a simple majority vote of the members present provided that notice of such proposed change was given to the membership by email at least 30 days prior to that meeting.

#### Article VIII - Adoption

This Constitution and its Bylaws shall take effect immediately upon its adoption by a majority of the charter membership.

## BYLAWS

### Article I - Purpose

The San Diego Society of Hematopathology (the "Society") shall at all times be operated exclusively as a tax-exempt charitable, educational, and scientific organization (as those terms are defined in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended) and, in a manner consistent therewith, shall perform the following and other related functions:

- 1) Advance the clinical practice, medical/scientific education and collaborative research on hematopathology;
- 2) Promote the development and recognition of resident/fellow training programs in hematopathology and, through the American Board of Pathology, maintain a means by which pathologists may be certified and maintain certification as having special competency in hematopathology;
- 3) Provide a platform for physicians and others with common interests in hematopathology to network and collaborate in the practice of hematopathology.
- 4) Develop and maintain appropriate relationships with other societies of physicians, and other scientists, who share professional interests with the Society.

### Article II - Membership

#### Section 1 - Types of Membership:

Qualified physicians and scientists in San Diego and Southern California will be regular members, entitled to vote and hold office. Residents, fellows, and trainees will be junior members, entitled to attend meetings and present their own papers at meetings, but are not eligible to vote. However, they can be members of the Education Committee.

#### Section 2 - Eligibility:

Any pathologist, hematologist, or other specialist in good standing and with demonstrated interest in hematopathology shall be eligible for regular membership. Scientists with graduate degrees in relevant disciplines shall also be eligible for regular membership. In addition, candidates for regular or junior membership must be actively participating in the activities of the Society.

#### Section 3 - Nomination, Election, and Resignation:

Candidates for regular or junior membership must submit an application to the President of the SDSH Executive Committee. The Committee will review and approve the new applications by simply seeking the majority vote of the Committee members. Regular or junior membership may be terminated by resignation in writing to the Executive Committee.

#### Section 4 - Dues:

Membership dues may be established by recommendation of the Executive Committee and by simple majority vote of the regular members at an annual meeting. Failure to pay dues shall cause forfeiture of membership. Membership may be reinstated when a written application is submitted and approved by the Executive Committee.

### Article III - Meetings

#### Section 1 - Annual Meeting:

Annual meetings shall be held in conjunction with a CME Activity. The Executive Committee may modify this procedure when deemed necessary.

#### Section 2 – CME Activities:

The Chair of Education Committee will be nominated by the BOD in consultation with the Executive Committee. The CME activities proposed by a regular member (thus so called Program Director) needs to be approved by the Executive Committee. Non-member guest speakers may be invited by the Program Director to participate in these activities.

#### Section 3 - Business Meeting:

A portion of the annual meeting shall be devoted to business matters of the Society. Attendance will be limited to regular and junior members not in arrears for dues.

#### Section 4 - Order of Business:

Order of business at all business meetings shall be as follows:

- 1) Approval of minutes of the previous meeting
- 2) Reports of officers including the Secretary-Treasurer's Financial Report
- 3) Old business
- 4) New business, including recommendations for new membership, the election of officers and, finally, the announcement of the next meeting (place, date & time)

The authority on parliamentary procedure at all business meetings shall be "Robert's Rules of Order, revised."

#### Section 5 - Quorum:

Ten percent of all members in good standing, or twenty members whichever is smaller, shall constitute a quorum and shall be necessary to transact business. A majority vote of the members present will prevail.

#### Section 6 - Executive Committee:

The Executive Committee of the Society shall meet annually prior to the Annual Meeting to conduct all matters pertaining to the purposes and best interests of the Society. The Executive Committee may, at the request of the President, hold meetings at any time of the year upon 30 days written notice to all members of the Committee. The format and/or location of the meeting will be determined by the President in consultation with the Executive Committee.

#### Section 7 - Special Meetings, Notices:

Special meetings of the members may be called at any time by the President or by the Secretary-Treasurer at the request of the Executive Committee upon written request from a quorum of the members in good standing.

Any and all notices of scientific, business or special meetings of the Society shall be sent in writing, personal or otherwise, to each member in good standing, not less than 30 days prior to the designated time of meeting.

#### Article IV - Officers

##### Section 1 - Duties of Officers:

The President shall preside over Annual Meetings during her/his term of office. S/he will serve as Chair of the Executive Committee and appoint and charge, with the advice of the BOD, Chairs and members of all committees. S/he will have the ultimate responsibility for organization of the program and selection of papers for the Annual Meeting. If the President is unable to perform her/his function at a specific time, the Vice President shall assume the leadership of the Society until the President is able to resume the duties.

The Vice President shall also be the Chair of the Foundation, who will be responsible for fund raising and seeking financial support from vendors.

The Secretary-Treasurer shall be responsible for official communications with members of the Society in addition to other duties usually pertaining to her/his office, including the recording of minutes of the Executive Committee, general business and special meetings. S/he shall also be responsible for the receipt and disbursement of all monies in the manner usually pertaining to her/his office. S/he shall be responsible for such records as will be subject to an annual audit by the Executive Committee or its representative. S/he shall present the audited financial report to the Executive Committee and to the general membership at the annual meeting.

The Chair of Education Committee shall oversee all the educational activities, including but not limited to CME activities, Case of the Month, and updating the SDSH website.

##### Section 2 - Election of Officers:

The officers shall be elected by a majority of members present at the Annual Business Meeting. Nominees must be members in good standing. The officers shall be nominated by the Board of Directors, which reports directly to the members at the Annual Business Meeting. Additional candidates may be nominated and seconded from the floor by members in good standing.

#### Section 3 - Vacancies among Officers:

Vacancies other than the President may be filled by other members of the Executive Committee who will serve in their additional capacity until the next regular election. If the Presidency be vacant, the Chairman of the Board of Directors shall preside at the Executive Committee and Annual Meetings.

### Article V - Executive Committee

#### Section 1 - Duties of the Executive Committee:

The Committee shall conduct the business of the Society. It will specifically consider nominations for membership and oversee the Society's finances. In collaboration with the President it will organize the annual meeting and the Secretary/Treasurer will serve as Recording Secretary at the Annual Meeting. All contractual arrangements must be ratified by the Committee.

#### Section 2 - Election and Vacancies:

Members of the Executive Committee shall be nominated by the President, elected by a majority vote of members present at the Annual Business Meeting, and approved by the Board of Directors. Nominees must be members in good standing. Nominations will be presented by the President on behalf of the Executive Committee. Nominations may be offered from the floor by members in good standing. The five members shall be elected for two-year-terms, and elections will be arranged so that the term of one or two Members will expire each year. Vacancies will be filled for the unexpired portion of a term by majority vote at the next Annual Meeting.

### Article VI - Financial

#### Section 1 - Fiscal Calendar:

All fiscal affairs of the Society shall be conducted on the basis of the fiscal year starting on January 1<sup>st</sup> and ending on December 31<sup>st</sup> of the year.

#### Section 2 - Authority to Compensate:

No officer of the Society shall receive compensation for his services as such. The BOD, acting by a majority of its members, may authorize or ratify the payment, to any officer or committee, of reasonable compensation for expenses incurred on behalf of the Society in any capacity deemed necessary or advisable and in the best interest of the Society.

### Section 3 - Financial Report:

The Secretary/Treasurer's financial report will be subjected a yearly review by the BOD or its representatives. The Secretary/Treasurer shall present the report to the membership on the financial status of the Society for the past fiscal year after the balance sheets and statements have been reviewed.

### Article VII - Affiliation

The Executive Committee is empowered, subject to approval of the membership at an annual meeting, to affiliate with other organizations.

### Article VIII - Dissolution of the Society

In order to dissolve the Society, the BOD must adopt a resolution recommending that the Society be dissolved and directing that the question of dissolution be submitted to the vote of the Society members. Such resolution must be approved by the voting Members in accordance with the provisions of the State of California (the code governing the dissolution of Nonprofit Corporation). Upon receiving the required Member vote, the Society assets shall be applied and distributed in satisfaction of its liabilities and other obligations as required under the Code, and the BOD shall adopt a plan of dissolution for any remaining assets, which plan shall be submitted to the voting Members in accordance with the Code. Such plan shall provide that no such remaining assets shall be distributed to Members or officers of the Society or any private individual, but rather such assets shall be distributed for one or more exempt purposes within the meaning of section 501(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for a public purpose.