

By-Laws of The Histochemical Society

(Revised November 2008)

Article I: Name

The Histochemical Society, Incorporated (hereinafter referred to as "The Society") is incorporated under the laws of the State of New York without capital stock and is not operated for profit.

Article II: Purpose

The Histochemical Society is an organization of scientists sharing a passion for the development and use of visual techniques that provide biochemical and molecular information about the structure and function of cells, tissues and organs and for the dissemination of this knowledge through education and outreach.

Article III: Membership

SECTION 1: Eligibility. Membership in The Society shall be open to qualified individuals and organizations who share the stated purpose of the Society as their common interest.

SECTION 2: Classes of Membership. In addition to the specific benefits enumerated below, Council may confer additional privileges of membership as it sees fit.

(a) Regular members: Regular membership is restricted to individuals possessing the doctoral degree or its equivalent in training or experience and who have published at least one scientific paper as first author, or has been co-author on three or more scientific papers in fields related to the purpose of The Society. Regular members shall have the right to vote and to hold office.

(b) Associate members: Associate membership is available to students as well as to individuals employed in professional and technical positions in fields related to the purpose of the Society. Associate members have the right to vote, but may not hold office.

(c) Emeritus members: Regular members who have retired from remunerative professional activities may, at their option, apply in writing for Emeritus membership. Emeritus members will be excused from annual dues and other assessments. Emeritus members shall have the right to vote, but may not hold

office.

(d) Honorary members: Honorary membership may be conferred upon individuals who have achieved unusual distinction in pursuit of the stated objectives of The Society. Honorary members shall have all the privileges of Regular membership, but will be excused from payment of annual dues, and registration fees at annual meetings, and they will receive a complimentary on-line subscription to the Journal of Histochemistry and Cytochemistry (the Journal).

(e) Corporate members: Corporate membership is open to corporations, not-for profit institutions, and other organizations whose mission and activities are compatible with the purpose of the Society. Each corporate member shall have the right to a single vote, through a delegate, but may not hold office.

SECTION 3: Nomination and Election. Applications for Regular membership and Associate membership must include a list of complete references to the scientific publications of the candidate. Applications for Corporate membership must include a statement of the applicant's interests in The Society's purposes; the application must include the name of a delegate who will represent the Corporate member. This delegate may be changed upon written request and approval of the Society.

Membership applications shall be submitted to the Business Office of The Society and shall be reviewed by Executive Staff for eligibility. Acceptance of all eligible applicants will be by vote at the first Council meeting at the next annual meeting of the Society. Nominations for Honorary membership may be offered by any Member and must be submitted by regular mail or email to the Executive Director or Secretary-Treasurer.

A majority vote of the members of Council shall constitute election to membership or change in membership status.

SECTION 4: Status. Any member may resign from the Society by informing the Secretary-Treasurer or Executive Director in writing by regular mail or by email.

Failure to pay annual dues in the year for which they are due shall automatically result in the lapse of member benefits.

Inactive members may be reinstated by paying their membership dues. Reinstatement will be for the year in which dues are paid.

Article IV: Meetings

SECTION 1: Annual Meetings. There shall be at least one annual scientific meeting, workshop or conference organized or sponsored by The Society that will match the Article II of these Bylaws. This meeting, workshop or conference will be open to all interested scientists. The place, time, date, and program of this meeting shall be determined by Council.

SECTION 2: Business Meeting. A Business Meeting shall be held annually when possible at the scientific meeting, workshop or conference organized by the Society. The order of business shall be determined by Council and shall be conducted by the President in accordance with "Robert's Rules of Order, Newly Revised." There will be an effort to place the information about the Business Meeting online at the Society's website for the members unable to attend.

SECTION 3: Quorum. Ten percent of all members entitled to vote, or 30 members, whichever is smaller, shall constitute a quorum. Should an annual Business Meeting fail a quorum, items of business may be submitted to the membership for voting by mail or email ballot.

SECTION 4: Council Meetings. The Council of the Society shall meet annually. The President may call additional meetings of the Council, provided that sufficient written or electronically transmitted notice is given to all members of the Council. Council may meet at any time and conduct business, including voting, by telephone conference calls.

Article V: Officers

SECTION 1: Composition. The Officers of The Society shall be: a President, President-Elect, Immediate Past President, Secretary-Treasurer, up to eight Councilors, and the Editor of the *Journal of Histochemistry and Cytochemistry*. The Editor shall not be a voting member of Council.

SECTION 2: Eligibility for Office. The President-Elect and Secretary-Treasurer shall have served on the Council for at least one year prior to the start of their terms. Councilors shall have held membership in the Society for at least two consecutive years prior to the start of their terms.

SECTION 3: Tenure of Office. The President shall serve six years, two each as President-Elect, President, and Immediate Past President. No person may be elected to a second term as President-Elect. The Secretary-Treasurer shall serve three years and Councilors four years and may be elected for a second term, but no individual may serve more than two consecutive terms in any one of these offices.

Any member of Council who misses two consecutive Council meetings that are held in conjunction with the annual meetings of the Society without reasonable cause will, upon majority vote of the Council, be dismissed from office.

SECTION 4: Duties of Officers. The powers and duties of the Officers shall be such as usually related to their respective positions.

The President shall preside at all meetings of The Society and Council; appoint and charge, with the advice and consent of Council, Chairs and members of committees, unless otherwise specified by these Bylaws, except that appointments of committee members not specified in these Bylaws need not be approved by Council. The President shall be a voting or ex officio member of all committees and Council and in consultation with Council may delegate certain duties.

The President-Elect, in the case of inability of the President to be present or perform his or her duties, shall assume the duties of the President; be an ex officio member of all committees, unless noted otherwise; and perform other duties as may be delegated by the President. At the end of the President's term of office, the President-Elect shall automatically assume the office of President.

The Immediate Past President shall serve as chair of the Nominating Committee; be an ex officio member of all other committees, unless noted otherwise; and perform other duties as may be delegated by the President.

The Secretary-Treasurer shall be responsible for receipt and disbursement of monies in the manner usually pertaining to this office; serve as chair of the Finance Committee; present a financial report at each Council meeting, at the annual Business Meeting, and at other times specified by Council; and perform other duties as may be delegated by the President.

Councilors shall perform duties as may be delegated by the President.

SECTION 5: Assumption of Office. At the close of the annual Business Meeting newly elected Officers shall assume office, the President-Elect shall assume the Office of President, and the President shall assume the Office of Immediate Past President.

An interim vacancy in the Presidency shall be filled by advancement of the President-Elect, who will go on to serve the originally anticipated term as President. In the event that there is no President-Elect to advance to fill a presidential vacancy, or in the event of multiple vacancies in the presidencies or

the Office of Secretary-Treasurer, Council shall fill those vacancies from its members as circumstances dictate; the Council may decide to call a special election of the membership to fill vacancies.

SECTION 6: Agents. The Council is authorized to appoint Agents, to serve for such period as the Council may decide, for the purpose of managing the administrative affairs of the Society.

Article VI: Council

SECTION 1: Composition. Council shall consist of the Officers (Directors) and Councilors of the Society.

SECTION 2: Duties. Council shall manage and conduct all those scientific and business activities necessary for the best interests of The Society consistent with the purposes stated in Article II of these Bylaws. The Council shall have power to conduct essential Society business during the interval between its meetings by polling all members of the Council.

The Council shall appoint Editors for any publications that the Society may issue, to serve for such period as the Council may decide.

The Council shall plan the annual scientific meeting, workshop or conference in accordance with the Article II of these Bylaws and appoint committees to accomplish them.

SECTION 3: Executive Committee. There shall be an Executive Committee comprised of the President, President-Elect, Immediate Past President, and Secretary-Treasurer, which shall be empowered to make decisions in emergencies and under conditions in which deliberation by the full Council is not feasible. The Secretary-Treasurer and the Executive Director of the Society shall maintain written records of all actions of the Executive Committee, and all of its decisions shall require the assent of at least three of its members.

SECTION 4: Quorum. A quorum of Council shall consist of **six** Council members in attendance in person, by telephone or web conference, one of which must be the President, or either the President-Elect, or Immediate Past President acting in the President's stead.

Article VII: Nominations and Elections

Nominations shall be made by the Nominating Committee who shall present each year a slate of candidates to the Society Business Office no later than three

months prior to the beginning of the Annual Meeting. The Executive Director of the Society shall supervise the preparation of an official ballot containing the selections of the Nominating Committee. A copy shall be sent to each member of The Society no later than two months prior to the beginning of the Annual Meeting. The ballots shall be returned, preferably by email not later than one month prior to the beginning of the Annual Meeting. The President shall appoint teller(s) to count the ballots.

The candidate receiving the largest number of votes for each Office is elected. In the event of a tie ballot for any office, Council shall determine the outcome by voting at least one week prior to the beginning of the Annual Meeting.

Article VIII: Committees

SECTION 1: General. Council shall form such Committees as it considers helpful or necessary in managing the affairs of The Society and may empower such Committees to discharge the functions assigned to them by Council.

SECTION 2: Finance Committee. The Finance Committee shall consist of the Secretary-Treasurer as Chair and two or more members appointed by the President with the advice and consent of Council. The Finance Committee will monitor and supervise all financial affairs of the Society as provided in Article IX of these Bylaws.

SECTION 3: Membership and Awards Committee. This Committee shall consist of the Chair and two or more members appointed by the President with the advice and consent of the Council. At least one member should not be on the Council of The Society. The Committee shall make recommendations to the Council for election of new members and for other changes in membership status as provided in Article III of these Bylaws. The committee shall solicit and evaluate applications for awards and assist in generation of funding to sponsor awards.

SECTION 4: Nominating Committee. The Nominating Committee shall consist of the Past President as Chairman and two or more members appointed by the President with the advice and consent of the Council. The Nominating Committee shall conduct and supervise elections of Officers of the Society as provided in Article VII of these Bylaws.

SECTION 5: Publications Committee. The Publications Committee shall consist of the Chair and two or more members appointed by the President with the advice and consent of the Council. At least one member should not be on the Council of The Society. The Publications Committee shall maintain a continuing relationship between Council and The Journal and shall make recommendations to Council regarding all publications undertaken by The Society, including The

Journal, the knowledge environment webpage and the Society website.

SECTION 6. Program Committee. The Program Committee shall consist of the Chair and at least two other members appointed by the President with the advice and consent of the Council. One member should not be on the Council of The Society. The committee shall assist in site selection and for planning the scientific content of the annual meetings, workshop or conference organized or sponsored by the Society in accordance with the Article II of these bylaws.

Article IX: Financial Affairs

SECTION 1: Authority. The financial affairs of The Society shall be conducted by the Secretary-Treasurer as directed by the Council. These activities shall be monitored by the Finance Committee, as provided in Article VIII, SECTION 2 of these Bylaws. Audits and reviews of the Society's finances shall be performed periodically, as directed by Council on the recommendation of the Finance Committee.

SECTION 2: Fiscal year. The fiscal year of the Society shall be January 1 through December 31.

SECTION 3: Dues. Membership dues shall be established by majority vote of the Council upon recommendation of the Finance Committee.

SECTION 4: Authority to Compensate. No elected Officer of the Society shall receive compensation for services. The Council may authorize or ratify the payment, to any Officer or Committee, of any reasonable reimbursement for expenses incurred on behalf of The Society in any capacity deemed necessary or advisable and in the best interest of the Society.

SECTION 5: Indemnity. Any Officer, employee, or other individual designated by the Council shall be entitled to indemnification by the Society against all expenses or liabilities paid or incurred by such individuals in connection with authorized services rendered for the Society's use or benefit. In addition to the foregoing rights, any such individual shall be entitled to all other rights conferred by the Membership Corporations Law of the State of New York.

SECTION 6. Corporate Affairs Management. The Society shall develop relationships with companies in order to obtain support for activities of the Society. The President may appoint one or more members of the Society to assist the business office in these activities.

Article X: Publications

SECTION 1: Authority. The Society may sponsor and issue such publications as may be authorized or recommended by the Council.

SECTION 2: Journal. The title of the official, regularly issued journal of The Society shall be *The Journal of Histochemistry and Cytochemistry*. The Editor-in-Chief of the Journal shall be appointed by Council.

Article XI: Amendments

The Bylaws or any part or parts thereof may, upon recommendation by the Council, be amended by changing, adding to, suspending, or repealing the same by a majority vote of The Society membership by mail ballot or email. Amendments to the Bylaws may be proposed, in writing, to the Council by any member. Amendments recommended by the Council must be stated to the membership, in writing, at least 30 days prior to a ratification vote.

Article XII. Dissolution and Distribution.

Upon lawful dissolution or termination of the Society and after payment of all just debts and obligations of the Society, title to and possession of all the property of the incorporated Society shall pass forthwith to such organization or organizations, which have been recognized by the United States Internal Revenue Service as exempt from Federal taxation under Section 501 (c) (3) of the Internal Revenue code or the corresponding section of any future federal tax code. The Council will select an organization or organizations that in the opinion of Council is or are best fitted to carry on the purpose of the Histochemical Society.