

BY-LAWS
OF
THE ILLINOIS SOCIETY FOR HISTOTECHNOLOGISTS

ARTICLE I
PURPOSES

The purpose of the Illinois Society for Histotechnologists, hereinafter sometimes referred to as the “Society”, as stated in its certificate of incorporation, shall be:

1. To further education in the field of histotechnology.
2. To encourage persons to enter the profession of histotechnology.
3. To promote public interest in and understanding of histotechnology.
4. To cooperate with organizations of similar purpose.

The Society shall have such powers as are now or may hereafter be granted by its Certificate of Incorporation, by the General Not For Profit Corporation Act of the State of Illinois, or by the by-laws of the Society.

ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT

The Society shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as its Board of Directors may from time to time determine.

ARTICLE III

MEMBERS

SECTION 1. CLASSES OF MEMBERS. The Society shall have five-classes of members as hereinafter defined.

Class 1. **ACTIVE MEMBERS.** Practicing histotechnologists who have applied for such membership and been elected.

Class 2. **IN-ACTIVE MEMBERS.** Retired histotechnologists who have applied for such membership and been elected.

Class 3. **STUDENT MEMBERS.** All students of histotechnology who have applied for such membership and been elected. The definition of “student “is anyone enrolled in a school of histotechnology, or being trained in a histology laboratory. Eligibility for this class of membership is two years.

Class 4. **SUSTAINING MEMBERS.** Individuals wishing to help support the Society and who have applied for such membership and have been elected.

Class 5. **HONORARY MEMBERS.** Individuals invited to membership by the Society in recognition of their service to the profession of histotechnology.

SECTION 2. ELECTION OF MEMBERS. Individuals, firms or corporations seeking membership in the Society shall complete application forms provided by the Board of Directors for membership under the specified class of membership appropriate.

Such forms shall be submitted to the Secretary with the prospective member's dues for one year.

SECTION 3. VOTING RIGHTS. Each active member in good standing shall be entitled to one vote on each matter submitted to a vote of the members and shall be considered a voting member.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause, after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these by-laws.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore having accrued and being unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member terminated by action of the Board of Directors pursuant to Article III, Section 4, and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE IV

MEETINGS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held in the month of May each year, beginning with the year 20017, at a designated hour, for the transaction of such business as may come before the meeting.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the Board of Directors.

SECTION 3. PLACE OF MEETING. The annual meeting or any special meeting may be had either within or without the State of Illinois. If no designation is made, the place of meeting shall be the registered office of the Society in the state of Illinois, provided, however, that if all of the members shall meet at any time any place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action of the Society may be taken.

SECTION 4. NOTICE OF MEETINGS. The President, a majority of the Officers or not less than one-fourth of the members of the Society having voting rights may, by written direction or by electronic communication to the Secretary call for a meeting of the membership at any location where a special meeting may be held as herein provided. Seven days notice is required prior to scheduled meeting.

SECTION 5: INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Society, or any other action which may be taken at a meeting of members may be taken without a meeting if a consent in writing,

setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. One-fourth of the voting members of the Society shall constitute a quorum and shall be required for the transaction of business at any meeting of the membership. Unless otherwise required by these by-laws or by-law, a majority vote of the members shall be required for the passage of adoption of any proposal.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. The total of valid proxies shall be considered in determining a quorum for the purposes of determining the matter to which said proxies are directed. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy, and all proxies shall be on forms approved and provided by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Society shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of the elected and qualified officers plus the immediate past president and shall include six (6) elected at large directors. Three (3) of said at large

directors shall reside North of Interstate 80. Three (3) of said at large directors shall reside South of Interstate 80. Each director shall hold office until the next biannual election and until his successor shall have been elected and qualified.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately before, after or during, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them. Special meetings may be held using electronic communication.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally, sent by mail, e-mail or telephone to each Director at his address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction

of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting, unless specifically required.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum and shall be required for the transaction of business at any meeting of the Board.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy caused by resignation, illness, death, or disqualification or otherwise of a Director shall serve for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

SECTION 10. CHAIRMAN OF BOARD OF DIRECTORS. The elected and qualified President of the Society shall serve as Chairman of the Board of Directors and when the Secretary of the Society is not present, may, from time to time, appoint, (with

the consent of the other members of the Board), such member of said Board as Secretary to record the minutes of the meetings of the Board and perform such other functions and duties as may be necessary. The Chairman of the Board of Directors has voice, but not vote, except in cases of a tie vote among the voting members of the Board.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of Directors, or any action, which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. An affirmative reply by electronic communication constitutes written consent.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS. The officers of the Society shall be a president, immediate past president, a vice-president, a treasurer, and a secretary. The officers shall also concurrently serve as Directors of the Society. The Board of Directors may elect or appoint such other officers, including one or more assistant treasurers or secretaries, as it may be desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Justification: in the event there is a vacancy in the office of treasurer, the president will assume those duties to assure proper filing of ISH charitable trust and tax exempt status.

SECTION 2. ELECTION AND TERM OF OFFICE. An officer of the Society shall be elected biannually by mail or electronic ballot of the General

Membership. The officers elected shall be members in good standing from any of the five classes of membership defined by the bylaws. The officers elected along with the elected at large directors shall also constitute the Board of Directors. Each officer-director shall hold office until his successor shall have been duly elected and shall be qualified.

SECTION 3. REMOVAL. Any officer-director may be removed by the Board of Directors whenever in its judgment the best interest of the Society would be served thereby, by three-fourths vote of the Directors then in office.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled in the same manner that directors' vacancies are filled.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign with the secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Society; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time. The president shall also be the society historian.

SECTION 6. VICE-PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, vice-president, shall perform the duties of the

president, and said vice president when so acting, shall have all the powers of and be subject to all the restrictions of the president. Any vice-president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. SECRETARY. The secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose or by electronic means; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the records and seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized or required in accordance with the provisions of these by-laws; keep a register of post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties

incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Society; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Society or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Society; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors. Except as

otherwise provided in such resolution, members of each such committee shall be members of the Society, and the President of the Society shall appoint the members thereof. Any member thereof may be removed by the person authorized to appoint such member whenever in his judgment the best interests of the Society shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue on such until the next annual meeting of the members of the Society and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be required for the transaction of the business of the Committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or the president.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the treasurer may select with approval from the Board of Directors.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

ARTICLE IX
BOOKS AND RECORDS

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. These books and records may be kept in electronic form.

ARTICLE X
DUES

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Society by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable no later than the last day of annual meeting each year. In the event no annual meeting takes place, dues shall be payable no later than the last day of May. Dues received from this time to the following month of September of the same year shall be accepted, but will again be due not later than the following month of May of the coming year. Justification: This would

allow members attending annual meeting eligibility to be elected to the board of directors. It would also simplify the annual online payment of dues and meeting registration.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of two (2) months from the beginning of the period of which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these by-laws.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Society and shall in all ways conform to the requirements of the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the articles of incorporation or the by-laws of the Society, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. A response to electronic communication will be considered to be a signed waiver.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least two days' written or electronic notice is given of intention to alter, amend or repeal or to adopt new by-laws of such meeting.

ARTICLE XIV

MISCELLANEOUS

SERVICE, Except as otherwise herein provided, receipt of any document as required hereby shall be on the second day after deposit of said document in a United States mail box with first class postage prepaid and correctly addressed. In the case of electronic communication, receipt shall be one day after the correctly addressed communication is sent.