

CLMA WISCONSIN CHAPTER BYLAWS

The Name and Purposes for which this not-for-profit corporation has been established are as set forth in the Articles of Incorporation.

NAME

The name of the organization shall be the Wisconsin Chapter of CLMA, hereinafter referred to as "the Chapter". (CLMA refers to the national association, Clinical Laboratory Management Association, Inc.)

PURPOSES

The Chapter shares the purpose of CLMA as expressed in CLMA's Mission, Vision and Shared Values.

ARTICLE I. MEMBERSHIP

Section 1. Eligibility and Benefits: Persons shall be eligible for membership in the Chapter and receive benefits in such a manner as shall be prescribed by CLMA according to the categories described below as well as such additional benefits that may be defined by the Chapter. **Membership in CLMA is a prerequisite for membership in the Chapter.**

Section 2. Categories:

- A. Regular members are voting members and shall be persons who are, have been, or aspire to be: (1) engaged in the supervision or administration of laboratory/clinical services; (2) engaged at supervisory or managerial levels in the manufacture or distribution of supplies, equipment, or services to laboratory/clinical services personnel; or (3) engaged in the education of laboratory/clinical services personnel.
- B. Associate members are non-voting members and shall be persons who do not fit into one of the three groups of regular voting members described above in Article I, Section 2, Paragraph A.

Section 3. Annual Dues: Chapter dues shall be determined by the majority vote of the Chapter Board of Directors (hereinafter referred to as the Chapter Board) but shall not exceed 25% of CLMA annual dues. The month in which a new member is accepted into CLMA will become the anniversary month of the member, and all future annual membership dues will become due on the first day of the anniversary month. If a Chapter member relocates and wishes to join a new chapter and relinquishes membership in the former chapter, Chapter dues are considered reciprocal until the next member invoice date.

Section 4. Membership Non-Transferable: Membership shall not be transferable, nor shall membership nor any other interests in the organization pass by operation of law or otherwise to anyone other than the member.

Section 5. Termination of Membership: If the dues of any member are not paid by the member's established anniversary month, this membership shall automatically terminate.

ARTICLE II. OPERATIONS

Section 1. The Fiscal Year of the Chapter shall be the calendar year.

Section 2. The Chapter shall operate itself in such a way as to ensure conformance to the Core Requirements of the CLMA Chapter Success Standards.

ARTICLE III. OFFICERS AND DIRECTORS

Section 1. Officers:

- A. The Officers of the Chapter shall consist of a President, Secretary, Treasurer, President-Elect, and Immediate Past President. The Secretary and Treasurer offices may be filled by a single individual if defined as such by the approved election procedures (see Section 3B below). Additional officers may also be defined by the same procedure.
- B. Term of Office: Officers shall serve for a term of 2 years or until their successors are elected. Officers shall not serve for more than two complete consecutive terms in the same office except for President who may only serve one term each, served consecutively, as President-Elect, President, and Immediate Past President. Officers' terms begin at the conclusion of the Chapter Annual Meeting in the year of their election.
- C. Qualifications: Only regular voting members are eligible for election as Officers.
- D. Duties: Officers shall perform the duties prescribed by these Bylaws, the Bylaws of CLMA, the parliamentary authority adopted by the Association, the Chapter Board, and the voting membership.

Section 2. Directors:

- A. There shall be three (3) Directors elected on a rotating basis. Directors shall be elected every year as needed to maintain this number.
- B. Term of Office: Directors shall serve for a term of 2 years or until their successors are elected. No Director shall serve for more than two (2) complete consecutive terms. The term of office shall begin at the conclusion of the Chapter Annual Meeting in the year of their election.
- C. Qualifications: Only regular voting members are eligible for election as Directors.

Section 3. Election of Officers and Directors:

- A. Election of Officers and Directors shall occur at the Chapter Annual Business Meeting of its members.
- B. Rules and procedures for conduct of elections shall be recommended by the Nominating Committee and approved by the Chapter Board. The Nominating Committee shall oversee the election procedure.
- C. All nominees must give their consent in writing to serve if elected.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings: The membership shall have at least two meetings/educational sessions held annually. The date, time, and place shall be determined by the Chapter Board and communicated to Chapter members and the CLMA Executive Office at least 30 days before each meeting at which business will be transacted.

Section 2. Annual Meeting: The Chapter shall conduct an Annual Business Meeting of its members for the purposes of receiving the annual report, election of officers and directors, and any other business properly brought before it. The Annual Meeting of Members shall be held within 13-months of the previous Annual Meeting.

Section 3. Special Meetings of the members shall be called by the President or upon the written request of the majority of its members or Board.

Section 4. Quorum: At any meeting of the members at which business will be transacted, a quorum shall be constituted by a minimum of 10 members – or 50% of the total Chapter membership (including those represented by proxy) – whichever is less, and shall include at least one officer.

ARTICLE V. CHAPTER BOARD

Section 1. Members: The voting members of the Chapter Board shall consist of the Officers and Directors.

Section 2. Advisors: The Chapter President may from time to time appoint individuals to serve as non-voting advisors to the Chapter Board.

Section 3. Powers:

- A. To conduct, manage and control the affairs and business of the Chapter between regular meetings of the membership.
- B. To ensure the preparation of a financial audit and its presentation at the annual meeting of the membership.
- C. To make rules and regulations consistent with the Law, the Articles of Incorporation, Chapter Affiliation Agreement, the CLMA Bylaws and these Chapter Bylaws.

Section 4. Meetings: Regular Meetings of the Chapter Board shall be held at such time and place as may be designated by them. Written notice of the time and place of meetings of the Chapter Board shall be sent to each Director at least fifteen (15) days prior to the date of the meeting.

Section 5. Action without a Meeting: The Chapter Board may make decisions on an issue without a meeting by submitting written or electronic ballots.

Section 6. Quorum: A quorum shall consist of at least 40% of the Chapter Board, one of whom shall be an officer.

Section 7. Report to the Membership: The Chapter Board shall make available to the membership a written record of its acts. Such record shall be filed with the minutes of the Annual Meeting.

Section 8. Removal of Officers or Directors: Any Officer or Director may be suspended or removed from the Chapter Board by a two-thirds (2/3) vote of the Chapter Board or by 50% of the chapter membership for violating these Bylaws, the Bylaws of CLMA, neglect of duty and office, or behavior injurious to CLMA. No such action shall be taken until the Officer(s) or Director(s) has been advised of specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the remaining members of the Chapter Board.

Section 9. Resignations: Any member of the Chapter Board may resign as a Board Member at any time upon written notification to the Chapter Board. This notification shall be filed with the Secretary of the Board. In the case of the resignation of the Secretary, the notice of resignation shall be filed with the President. The resignation shall take effect at the time specified in the resignation or, if no time be specified, upon its receipt by the Secretary or President. Acceptance of a resignation by the Board shall not be required to make such resignation effective.

Section 10. Vacancies: In the event a vacancy should occur, such vacancy may be filled (until the close of the next Annual Meeting) by an affirmative vote of the members remaining on the Chapter Board with the following exceptions:

- A. Should the office of President become vacant during the first half of the President's term, the President-Elect shall automatically succeed to the Presidency for the remainder of the vacating President's term and the office of the President-Elect shall remain vacant until the next election. Upon completing the vacating President's term, the President shall assume the office of Immediate Past-President.
- B. Should the office of President become vacant during the second half of the President's term, the President-Elect shall automatically succeed to the Presidency for the remainder of the vacating President's term, and the office of the President-Elect shall remain vacant until the next election. The President-Elect shall subsequently serve the term of office as President to which elected, and there would be a vacancy in the office of President-Elect. In this event,
 1. The Chapter Board, at its discretion, may appoint a Director to serve on the Executive Committee (see Article VI Section 1) until there becomes a President-Elect.
 2. The President may appoint individuals as needed to handle responsibilities normally held by the President-Elect. These individuals will not become members of the Chapter Board by virtue of these appointments.
- C. Should the position of Immediate Past President become vacant, the President may appoint individuals as needed to handle responsibilities normally held by the Immediate Past President. These individuals will not become members of the Chapter Board by virtue of these appointments.
- D. Should the position of President-Elect become vacant, the position will remain vacant until the next election at which time both a President and President-Elect will be elected. In this situation, the President may be reelected and, if elected, the Immediate Past President, at their option, may remain as Immediate Past President for an additional term or the position of Immediate Past President may be vacant. The President may appoint individuals as needed to handle responsibilities normally held by the President-Elect and, if relevant, the Immediate Past President. These individuals will not become members of the Chapter Board by virtue of these appointments.

Section 11. Compensation (as stated in the Articles of Incorporation): Members of the Chapter Board shall receive no compensation for their services as board members but may be reimbursed for expenses reasonably incurred in connection with meetings or other chapter business.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee:

- A. Members: The members of the Chapter Executive Committee shall consist of the Officers.
- B. Meetings: The Chapter Executive Committee shall hold meetings as it may deem proper in order to carry out its purpose.
- C. Report to the Chapter Board: The Chapter Executive Committee shall submit to the Chapter Secretary a written record of its acts. Such record shall be forwarded to the Board and shall be filed with the minutes of the Board.
- D. Purpose: The Chapter Executive Committee shall promote and facilitate the attainment of the objectives of the Chapter Board, prepare business for the Board, call special meetings, and shall transact the business of the Chapter in the intervals between meetings of the Chapter Board. It shall not spend Chapter monies in excess of the limits as set by the Chapter Board.

Section 2. Nominating Committee:

- A. Members: The Nominating Committee shall consist of at least three (3) members, one of whom shall be the immediate Past-President who shall serve as Chair, except as provided for in Article V Section 10 Paragraph C. The other two members shall be appointed by the Chapter Board. At least one member of the Nominating Committee shall not be a current member of the Chapter Board.
- B. Term: Nominating Committee members shall serve for the duration of the election for which they were appointed.
- C. Duties: The Nominating Committee shall solicit the Chapter membership for nominees, review the candidates' qualifications, and select nominees to be placed on the ballot; prepare a ballot for all elected offices, and provide for at least one nominee for each open position. In addition, the Nominating Committee shall oversee the election procedure. Write-ins shall be allowed in any election. Ballots shall be distributed to each voting member at least thirty (30) days prior to the election.

Section 3. Other Committees:

- A. Other standing and/or ad hoc committees shall be created and members appointed by the President and shall perform such duties as may be assigned to them.
- B. Vacancies: A vacancy on any committee may be filled at any time from the membership as appointed by the President.

ARTICLE VII. INDEMNIFICATION

The Chapter shall indemnify any director, officer, or presidential board appointee against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, or in connection with any appeal therein in which they are made a party by reason of being or having been such director, officer, or presidential board appointee, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding, to be guilty of bad faith or willful misconduct. The Chapter shall also reimburse any such director, officer, or presidential board appointee for the reasonable costs of settlement of any such action, suit or proceedings if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Chapter that such settlement be made and that such director, officer, or presidential board appointee was not guilty of bad faith or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which any director, officer, or presidential board appointee may be entitled under any Bylaws, agreement or otherwise.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

ARTICLE IX. CHAPTER RESPONSIBILITIES

This Chapter is a chapter of CLMA. The Bylaws, policies, and procedures of CLMA shall take precedence over any bylaw, policy, or procedure of the Chapter.

ARTICLE X. AMENDMENTS TO BYLAWS

Section 1. Any Chapter member may forward proposed Bylaws amendments to the Chapter Board.

Section 2. Upon consideration and approval by the Chapter Board, the proposed amendment must be submitted to and approved by the CLMA Bylaws Committee prior to submitting to a vote of the chapter membership.

Section 3. These Bylaws will be amended following approval of the proposed amendment by a two-thirds (2/3) vote of those voting members at a meeting of the chapter and the proposed amendment has been presented to the chapter membership at least thirty (30) days in advance of the meeting.

ARTICLE XI. DISSOLUTION

In the event of dissolution, the Chapter Board, after payment or making provisions for the payment of all liabilities, shall dispose of all the assets of the Chapter by distributing the assets to CLMA, as an exempt organization under the Internal Revenue Code.

David Sankoff
Approved by the Chapter Board

1/13/10
Date

Thomas H. Peters Jr.
Approved by the CLMA Bylaws Committee

1-13-10
Date

Approved by the Chapter Membership

Date