

ASSOCIATION OF PATHOLOGY CHAIRS

BYLAWS

Reincorporated 2004

(Amended 2005, 2010, 2014, 2016, 2017, 2020, 2022, 2023)

ARTICLE I – NAME AND PURPOSES

Section 1. Name. The name of the corporation shall be the Association of Pathology Chairs, Incorporated (“the Association”).

Section 2. Purposes. The mission of the Association is to provide leadership to promote excellence in academic pathology. The Association shall advocate for the dynamic discipline of pathology, by providing education, training, information resources and networking opportunities for chairs, residency program directors, graduate student program directors, medical student educators, and department executives in academic departments of pathology and laboratory medicine (or other relevant departments) in or associated with schools of medicine in North America.

ARTICLE II – MEMBERSHIP

Section 1. Membership Categories. The Association shall have the following classes of members, whose rights, obligations, and benefits are outlined below and shall be further determined periodically by the APC Council:

1. Regular Chair Members
2. Affiliate Chair Members
3. Liaisons
4. Senior Fellows
5. Program Directors
6. Department Executives
7. Undergraduate Medical Educators
8. Special Members

Section 2. Regular Chair Members. Regular chair members of the Association shall be the chairs (or equivalent terms) of departments of pathology and/or laboratory medicine (or other relevant departments) in academic institutions, that meet the criteria for Regular Membership as outlined in the Membership Application and Renewal Process in the Operating Procedures of the Association.

Only chair members in good standing shall have the right to vote to approve amendments of the Bylaws, to vote for officers of the Association, and to be elected to the APC Council, except as noted in Section 3 below. When a medical school is represented by more than one chair member, said chair members shall have a fractional vote proportional to the total number of chair members from that medical school.

Chair membership in the Association shall terminate whenever a chair member ceases to be chair or acting chair of a qualified department.

Any chair member in arrears of dues as defined by the APC Council and the operating procedures of the Association shall not be a member in good standing and shall forfeit the voting rights of membership as well as other rights and benefits as determined by the APC Council.

Section 3. Affiliate Chair Members. Affiliate chair members shall be selected from among the chairs of departments of pathology and/or laboratory medicine (or other relevant departments) in academic institutions, that meet the criteria for Affiliate Membership as outlined in the Membership Application and Renewal Process in the Operating Procedures of the Association.

Affiliate chair members in good standing are eligible for election to serve as Chair or Vice-Chair of the Graduate Medical Education Committee, but not to hold other elected positions on the APC Council.

Affiliate chair members may be appointed by the APC Council to attend meetings and to participate in committees or sections of the Association as deemed necessary to advance the mission of said committees, sections, and meetings.

Section 4. Liaisons. Individuals representing other organizations may be appointed by the APC Council to attend meetings and to participate in committees and sections of the Association as deemed necessary to advance the mission of said committees, sections and meetings.

Section 5. Senior Fellows. Individuals who have been either chair members (for any length of time) or interim chair members (for at least five continuous or total years) and who are in good standing may, upon application, be recommended by the SFG Executive Committee for approval by APC Council as SFG members. If an SFG member subsequently assumes a chair, they will lose their status as a Senior Fellow at the time they become chair. The responsibilities of Senior Fellows are defined in Article V, Section 6, and in the Operating Procedures of the Association.

Section 6. Program Directors. Directors of pathology residency training programs that are approved by the Residency Review Committee for Pathology, by the Accreditation Council on Graduate Medical Education, by the Royal College of Physicians and Surgeons of Canada or their successors and which lead to eligibility for primary certification in pathology by the American Board of Pathology or the Royal College of Physicians and Surgeons of Canada shall be invited to be members of the Program Directors Section (“PRODS”) of the Association. Their obligations, rights, and privileges shall be determined by the operating procedures of the PRODS.

Section 7. Department Executives. Administrators or business officers (or other equivalent terms) may be invited to be members of the Academic Pathology Executives Section (“APEX”) of the Association. Their obligations, rights, and privileges shall be determined by the operating procedures of the APEX.

Section 8. Undergraduate Medical Educators Section. Educators with major organizational and planning responsibilities for the inclusion of the principles of Pathology and Laboratory Medicine in the curricula of medical schools of North America that are accredited by the LCME may be invited to be members of the Undergraduate Medical Educators (“UMEDS”) of the Association. Their obligations, rights, and privileges shall be determined by the operating procedures of the UMEDS.

Section 9. Special Members. Individuals who are not defined by Article II, Sections 2-8 and who support the mission and aims of the Association, may be appointed by the APC Council to attend meetings and to participate in committees or sections of the Association, including the Advocacy Committee and the Academic Mission Group.

Section 10. Forfeiture, Resignation, and Revocation of Membership. Any member in arrears of dues shall forfeit certain benefits of membership as defined by the APC Council and the operating procedures of the Association. A member may resign from membership by submitting a letter to the Executive Director. The APC Council shall establish criteria and procedures by which the Association may revoke the membership of any member who does not meet all ethical standards, policies and procedures of the Association.

ARTICLE III - GOVERNANCE

Section 1. Council. The Association’s Council (“APC Council”) shall be the primary governing body. The APC Council shall establish the policies and procedures for the Association consistent with its purposes. All members of the APC Council, including any Affiliate Member or Senior Fellow elected or appointed to serve on APC Council in accordance with the Bylaws, shall have the right to vote on all matters coming before the Council.

Section 2. Officers of Council. The Officers of the APC Council shall consist of the President, President-Elect, Past President, and Secretary-Treasurer.

Section 3. Other Members of Council. The other voting members of the APC Council shall be a Councilor-at-Large and the Chair of the Standing Committees of the Association that are listed in Article V, Sections 1 and 6.

Section 4. President. The President shall chair the Council and shall preside at all meetings of the Association including the annual business meeting of the Association. In consultation with the APC Council, s/he shall appoint the chair and members of any *ad hoc* committees (see Article V, Section 8), and shall designate all official delegates,

representatives, and liaisons to other groups unless otherwise provided in the Bylaws. Subject to the consent of the Council, the President may create, combine, or discontinue all *ad hoc* committees. The President (in addition to the Executive Director and the Secretary-Treasurer) shall have the authority to sign in the name of and on behalf of the Association any position statements, contracts or agreements authorized by the Council. The President shall carry out other activities usually pertaining to the office, including *ex officio* membership (with vote) on all standing and *ad hoc* committees.

The term of office of the President shall be one year (or longer if the President-Elect assumes the Presidency earlier than expected due to an unexpected vacancy). Following conclusion of service as President, such person shall serve as Past President and shall be ineligible for election as President-Elect for at least two more years.

Section 5. President-Elect. The President-Elect shall be the principal organizer of the Association's annual meeting program through regular coordination with and approval of the APC Council, and deliberative program planning with Committee Chairs and Section Chairs. She/he shall be elected by the chair membership for a term of one year and shall be a voting member of the APC Council. At the conclusion of this term, or in the event of the absence or incapacity of the President, the President-Elect shall automatically succeed to the position of President. When the President is absent or otherwise unavailable, the President-Elect shall fulfill the President's duties. In the event the President-Elect is unable to complete the term of office, the Council may appoint a chair member to fulfill the duties of the position or may direct the Nominating Committee to hold a special election to fill the position for a specified period of time not to exceed one year.

Section 6. Past President. The Past President shall be a voting member of the APC Council and shall serve for a term of one year. In the absence of the President and the President-Elect, the Past President shall fulfill the President's duties. In the event the Past President cannot complete the term of office, the Council may direct the Nominating Committee to hold a special election to fill the position or the Council may appoint an individual from the Senior Fellows Group, who previously served as President, or a Chair Member, who previously served on APC Council, to fulfill the duties of the Past President for the duration of the term. Assumption of such duties shall not result in ineligibility of said individual from nomination as President-Elect in the next election except as otherwise specified in these Bylaws.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall be elected to a term of three years and may serve up to two consecutive terms of three years. Time served in an interim capacity shall not count against the maximum two-consecutive-term limit. Duties of the Secretary-Treasurer shall be defined by Council and the operating procedures of the Association. In the event the Secretary-Treasurer is unable to complete the term of office, the Council may appoint a chair member to fulfill the duties of the position or may direct the Nominating Committee to hold a special election to fill the position for a specified period of time not to exceed three years.

Section 8. Councilor-at-Large. The Councilor-at-Large shall be elected by the chair membership to serve as a voting member of Council, and shall serve for a three year term that can be consecutively renewed for one additional term. Time served in an interim capacity shall not count against the term limit. In the event s/he is unable to complete the term of office, the Council may appoint a chair member to fulfill the duties of the position or may direct the Nominating Committee to hold a special election to fill the position for a specified period of time not to exceed three years. The Councilor-at-Large may be asked by the Council to chair ad hoc committees or special events of the Association.

Section 9. Chairs of Standing Committees. Chairs of Standing Committees listed in Article V, Section 1 shall be voting members of the APC Council. A Committee Chair shall serve for a three-year term that can be consecutively renewed for one additional term. In the event said Chair cannot complete the term of office, the Vice-Chair of the committee shall fill the unexpired term as Chair and as Council member. Time served in an interim capacity shall not count against the maximum term limit if the Vice-Chair is elected Chair.

Section 10. Removal of a Member of Council. Should an officer or other member of the Council not meet the responsibilities of the position, any two Council officers may call for a special meeting of the Council concerning removal of that member by notifying the Executive Director. The member in question shall have the opportunity to defend his/her performance. In a secret ballot vote, the concurrence of at least two-thirds of all the members of the Council shall be required to remove the member.

Section 11. Meetings of the Council. The Council shall meet at least once a year. In addition to face-to-face meetings, the Council may meet by teleconference or via digital/electronic media. All votes of the Council conducted outside of a formal meeting, such as via facsimile or electronically, must be confirmed at the next duly called meeting of the Council. Voting members of the Council may provide a written proxy to any Officer of the Council. Each voting member of Council shall be provided with notice by mail, telephone or electronic means at least two days prior to any regular or special meeting of the Council. The required quorum for conducting official business of the Association shall be a majority of the voting members of the Council, at least two of whom must be an Officer. Except as otherwise stated in these Bylaws, in any decision requiring a vote, a simple majority of those voting shall carry the vote.

The Council may invite guests to participate in Council meetings (including representatives of sections, special members, senior fellows, liaisons, staff of the Administrative Office, among others), however said guests shall not be entitled to vote on any matter, with the exception of the Graduate Medical Education Committee Chair if s/he is an affiliate member.

Section 12. Duties of the Council. The Council shall establish the operating procedures of the Association. The other duties of the Council shall be defined by the operating procedures of the Association.

Section 13. Executive Director. The Council is empowered to appoint and compensate a Executive Director who shall implement the policies of the Council and report to the Council. The duties, salary and term of appointment of the Executive Director shall be stipulated by an agreement between the Council and the appointee. The duties of the Executive Director shall be defined by the operating procedures of the Association.

Section 14. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases in 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 IV - ELECTIONS

Section 1. Nominating Committee. The members of the Nominating Committee shall be the Past President, who shall serve as chair, the President, the President-Elect and at least one other individual who shall be determined by the chair of the Nominating Committee. In the event the Past President position is vacant, the President shall assume the role of Chair of the Nominating Committee. If there is an unexpected vacancy on the Nominating Committee, the Council may, if it deems necessary, may appoint other members from among the chair membership or the Senior Fellows to the Nominating Committee. The Nominating Committee shall further develop and follow procedures in accordance with the Operating Procedures of the Association to develop ballots and to give due consideration to geographical representation, diversity, and service to the APC, in defining candidates for office.

Section 2. Elections. The Nominating Committee shall develop a slate of candidates from the chair membership for open positions on the APC Council. Candidates for Council must agree to stand for election, and submit to the nominating committee a biosketch, disclosure statement regarding conflicts of interests or financial conflicts of interest, concurrent or upcoming leadership positions as well as past leadership positions held during the last 5 years in any other major professional pathology society. These will be vetted by the Nominating Committee prior to placing any candidate on the ballot. The Nominating Committee may disqualify candidates on the basis of significant conflicts of interest, financial conflicts, and conflicts with leadership positions in other major professional pathology societies that may endanger the independence of the leadership of the APC.

As necessary, the Nominating Committee shall present a slate of candidates to the chair membership for open positions on the APC Council at least thirty (30) days prior to the annual business meeting of the Association. Ballots must contain a write-in provision. Ballots may be distributed by mail, facsimile, or by electronic means to the chair membership. The Council may direct the Nominating Committee to hold special elections to fill unexpected vacancies on the Council for specified periods of time not to exceed three years. To be counted, ballots must be received by mail, facsimile, or by electronic means within fifteen (15) days from the date they are distributed to the

membership. Ballots submitted from members not in good standing as of the last day of voting for that election will be disqualified. The Executive Director and the Administrative Office may assist the Nominating Committee if requested to do so.

Results of elections will not be valid unless at least twenty per cent of the chair members in good standing submit a ballot. The nominees who receive the greatest number of votes from the members voting shall be declared elected. In the event of a tie vote for any position, the winning nominee shall be declared by the Nominating Committee. In the event there is a discrepancy or challenge to any election, the Council shall decide the matter by a majority vote. The decision of the Nominating Committee is subject to review and modification if overruled by a majority of the full members attending the next annual business meeting or special meeting of the Association.

Section 3. Terms of Office. Terms of office for all regularly elected positions in the Association shall begin immediately after the conclusion of the annual meeting of the Association and shall be for either one year (President-Elect, President, Past President) or three years (Secretary-Treasurer, Chairs of the Standing Committees listed in Article V, Section 1, Councilor-at-Large) unless an interim vacancy is being filled (see Article IV, Section 4). Except in special circumstances caused by unexpected interim vacancies, no individual may be elected to the position of President-Elect more than once every five years.

Section 4. Vacancies. Interim vacancies shall be filled in the following manner:

If the President dies, resigns, is incapacitated, or ceases to be an eligible member, the President-Elect shall immediately become President and shall serve through the term s/he would have otherwise held, but may request to serve out the term that has been assumed and then become the Immediate Past President rather than continuing as President.

If there is a vacancy in the position of President-Elect, Secretary-Treasurer, Past President, or Councilor-at-Large, the Council may direct the Nominating Committee to hold a special election to fill that position for a specific time period not to exceed three years. Otherwise, the Council shall appoint an individual from the chair membership until the next regularly scheduled election to assume the responsibilities of the vacant position.

If the chair of a Standing Committee listed in Article V, Section 1 is unable to complete a term on the Council, the Vice-Chair of the committee shall fill the unexpired term as Chair and as Council member. The Vice-Chair position will be refilled by election, as described below.

ARTICLE V – COMMITTEES, GROUPS

Section 1. Standing Committees. The APC Council shall establish the following Standing Committees that are essential to the operation of the Association to ensure that it achieves its goals and objectives for the membership: Advocacy, Graduate Medical

Education, Leadership Development and Diversity, Practice and Management, Research, and Undergraduate Medical Education. Chair members shall be invited to volunteer for membership on these Standing Committees. The Nominating Committee (see Article IV) shall solicit nominations from the voting APC membership for Chairs of the above mentioned Standing Committees, and shall present a slate of candidates for their Chairs to the APC voting membership as needed to fill upcoming vacancies. Once the Chair of a Standing Committee has been elected, the membership of the Standing Committee shall elect a Vice-Chair (either at the next annual meeting of the Association or by other means as directed by the Nominating Committee). The Vice Chair must meet eligibility requirements to serve as Chair of the Standing Committee.

The Chair of an above-mentioned Standing Committee shall preside over activities of the committee and shall also serve as a voting member of the APC Council. In the event a Chair is no longer able to serve, the Vice-Chair shall fill the unexpired term as Chair and as Council member. The Vice-Chair position will be refilled by election as described above.

Committees may request that the APC Council appoint affiliate members, liaisons or special members to participate fully in committee activities or that non-voting consultants be engaged but such individuals shall not have a vote, except as the Chair or Vice Chair of the Graduate Medical Education Committee. Affiliate members, liaisons or special members of a committee may be assessed dues or fees for expenses connected with their specific activities.

Section 2. Nominating Committee. The Nominating Committee is described in Article IV, Section 1.

Section 3. Advocacy Committee. The APC shall establish an Advocacy Committee to further the interests of the APC and academic pathology, and to increase membership awareness regarding legislative, regulatory, and other organizational matters and to facilitate communication between the APC and legislative bodies, governmental agencies, licensing and accrediting bodies, and other pathology and non-pathology professional organizations. Chair members and other persons active in the APC (affiliate members, special members, liaisons, members of Sections (see Article VI), Senior Fellows, and other persons designated by the APC Council) shall be invited to volunteer for membership on the Advocacy Committee. Because the Advocacy Committee's activities may involve matters relevant to other APC Standing Committees and Sections, the Chairs of other Standing Committees listed in Article V, Section 1, and the Chairs of Sections shall be ex officio voting members of the Advocacy Committee. Outside consultants may, from time-to-time, be invited as guests to participate in Advocacy Committee activities but such consultants shall not have a vote. As other members of the Advocacy Committee do, such guests will abide by Article VIII. Section 2. Conflicts of Interest. In accordance with Article VIII, Section 3, under no circumstances will Advocacy Committee members, in service to the Association of Pathology Chairs, engage in activities that could compromise the organization's 501(c)(3) tax status. The

Executive Director is responsible to know, apply and educate Advocacy Committee members of regulations on such activities.

Section 4. Leadership Development and Diversity Committee. The APC shall establish a Leadership Development and Diversity Committee to further the interests of the APC and academic pathology. The major goals of this Committee are to: 1) evaluate the need for and develop enhanced APC programming in leadership, professional development, and diversity, 2) gather and analyze data, and where appropriate publish data, from APC member departments and their leadership, as well as from the scientific/medical literature, on mentoring, leadership development, and diversity, and 3) identify, vet, and provide online and on-site (at meetings and through invited presentations) tools, resources, and networking opportunities for APC members in leadership development and diversity. Whenever possible, these goals should be linked to the Sections and other Committees of the APC. Chair members and other persons active in the APC (affiliate members, special members, liaisons, Senior Fellows, members of Sections, and other persons designated by the APC Council) shall be invited to volunteer for membership on the Leadership Development and Diversity Committee. Outside consultants may, from time-to-time, be invited to participate in Leadership Development and Diversity Committee activities, but these shall not have a vote.

Section 5. The Academic Mission Group (AMG) (formerly APCREG) shall be established to facilitate the continued development and enhancement of research, education and clinical programs in academic pathology. Upon recommendation by AMG, funds may be directed by Council to support specific projects directed towards facilitating the advancement of the research, education, and/or clinical programs in academic pathology departments. The Council, through the President, shall appoint the Chair of AMG from among the members of the Council unless the Council agrees that another chair member would be more effective. The Council, through the President, shall also appoint the members of the AMG. The Chair and members of AMG shall serve through the term of the President who appoints them. Ex officio (voting) members of AMG shall include the Chairs of the Undergraduate Medical Education, Graduate Medical Education, and Research Committees. Other members shall be appointed from among chair members, liaisons, and special members, based on their expertise in areas of interest. There is no a priori limit to the number of members of AMG and additional members of the group may be appointed mid-term as necessary at the discretion of the Council.

Section 6. The Senior Fellows Group (SFG) shall be established to assist the APC in its activities and mission by 1) participating in APC programs, committees, and projects; and 2) providing advice, consultation, and mentoring to current Chairs and other members of the APC, as well as to other Pathology Department faculty interested in leadership roles. The SFG membership will consist of former academic department of pathology chairs who have been duly elected to the SFG (see Operating Procedures of the Association). Active SFG members will be non-voting members of the APC. Officers of the group will be a Chair, Vice-Chair, a Secretary, two Councilors and Immediate Past Chair. Officers will be elected by vote of the active SFG members and approved by APC Council. These officers will serve as the SFG Executive Committee. The Chair will be a voting member of the APC Council.

Section 7. Membership Committee. The President, with the advice and consent of the APC Council, shall constitute a Membership Committee to provide the following services under the direction and approval of APC Council: 1) review new applications for membership and assign their membership category; 2) verify any chair member's category of membership; 3) provide input on annual dues assessments; 4) correspond with members in arrears; 5) develop or perform membership recruitment activities; and 6) recommend updates to the Membership Application and Renewal Process in the Operating Procedures of the Association to address evolving academic structures and provide meaningful member representation to support the purpose and function of the APC.

Section 8. Ad hoc Committees. The President, with the advice and consent of the APC Council, may establish and disband *ad hoc* committees as deemed necessary for the proper promotion of the Association's purposes and shall appoint Chairs and members of the *ad hoc* committees from among the various membership categories. Such members may be appointed for terms of up to one year and may be renewed.

ARTICLE VI – SECTIONS

Section 1. Establishment of Sections. The APC Council may establish Sections to further the overall mission of the Association. Each Section shall (a) develop Operating Procedures that shall be approved by the APC Council and (b) report directly to the APC Council through the Chair of the Section. The APC Council may establish dues and fees associated with participation in Sections. The APC Council may direct the Executive Director to separately track the expenses and finances of specific Sections.

Section 2. Program Directors Section. The Association shall include the Program Directors Section (“PRODS”) to provide a forum for the exchange of information and ideas and to make recommendations concerning rules governing content and management of pathology residency training programs to facilitate the continued development and enhancement of such programs.

Section 3. Academic Pathology Executives Section. The Association shall include the Academic Pathology Executives Section (“APEX”) to provide a forum for the exchange of information and ideas and to make recommendations concerning the business and administrative aspects of running an academic Pathology department.

Section 4. Undergraduate Medical Educators Section. The Association shall include the Undergraduate Medical Educators Section (“UMEDS”), to promote leadership, scholarship and excellence in the development and implementation of undergraduate

education programs in Pathology by providing education, training, information resources and networking opportunities for Pathology educators in United States, Puerto Rican, and Canadian medical schools. UMEDS shall advocate for the strong presence of Pathology education throughout the undergraduate curriculum and for the promotion of Pathology as a career with outstanding opportunities for education, clinical service and research. The UMEDS shall be sponsored by the Association of Pathology Chairs (APC) and shall be responsible to the APC Council. The members of the UMEDS shall be educators with major organizational and planning responsibilities for the inclusion of the principles of Pathology and Laboratory Medicine in the curricula of medical schools of North America that are accredited by the LCME. Depending upon the distribution of such responsibilities, a medical school may provide more than one member at the discretion of the chair of its department of pathology. However, each school shall have only one vote, regardless of the number of members representing that school. If more than one member from the same school is present for a voting issue, the members from the school shall determine the manner in which to cast their single vote.

ARTICLE VII - FINANCES

Section 1. Fiscal year. The fiscal year of the Association shall begin on January 1.

Section 2. Dues. The APC Council shall establish membership dues for the various membership categories and policies for determination of membership benefits. Members whose dues are in arrears as defined by the Operating Procedures of the Association shall cease to be members in good standing and may forfeit certain benefits and privileges of membership. It shall be the duty of the Executive Director to notify delinquent members that they are in arrears, and of procedures to request reinstatement of membership benefits.

Section 3. Fees. The Council shall establish fees for participation in various meetings, sections, conferences, courses, and publications of the Association.

Section 4. Operating Fund. The Operating Fund of the Association shall consist of all funds, restricted or unrestricted, whether held as cash or invested short or long term. The Executive Director shall be the responsible agent to the Council with signatory powers and shall follow the Operating Procedures of the Association in managing the Operating Fund. Signatory powers may be delegated to other staff by the Executive Director in accordance with the Operating Procedures of the Association. The President and the Secretary-Treasurer shall also have signatory powers.

Section 5. Financial Reports. At least once a year, the Executive Director shall provide the Secretary-Treasurer with statements of net assets and related statements of income, expenditures, and fund capital. The Council may request that such statements be audited by an independent auditing firm.

Section 6. Indemnification. The Association shall indemnify a member of Council, a duly constituted committee, or an employee against any and all expenses and liabilities actually and necessarily incurred by or imposed on such person in connection with any claim, action, suit, or proceeding to which said person may be a party by reason of affiliation with the Association; except, however, that there shall be no indemnification in relation to matters in which:

- (1) the person received an improper benefit in money, property, or services;
- (2) the act or omission of this person was material to the matter giving rise to the proceeding, was committed in bad faith or was the result of active and deliberate dishonesty; or
- (3) in the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful.

The Association may advance expenses to, or may at its own expense, undertake the defense of any Officer, member of a duly constituted committee, or an employee, provided that it is so authorized by the Council and that assurance is obtained that the advance will be repaid if it is determined that the person involved is not entitled to be indemnified by the Association.

Indemnification, as provided for in this Section, shall inure to the benefit of the heirs, executors, or administrators. If any part of this Section shall be found, in any action, suit or proceedings, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Indemnification, as provided for in this Section, shall be applicable only to any claim, action, suit or proceeding arising after the adoption of this Section by the membership.

Section 7. Dissolution and Distribution. Dissolution of the Association shall require an Amendment to these Bylaws as described in Article XII. Upon lawful dissolution of the Association and after payment of all just debts and obligations of the Association, the Council shall distribute all remaining assets of the Association to one or more organizations selected by the Council 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.

ARTICLE VIII. CONFLICT OF INTEREST AND ETHICS

Section 1. Fiduciary Responsibility Policy. The Council shall establish a Fiduciary Responsibility Policy. All officers and voting members of Council, Committee Chairs, and paid staff of the Association must comply with the Association's Fiduciary Responsibility Policy.

Section 2. Conflicts of Interest. Members of the Council and the Advocacy Committee, Chairs of Sections, and paid staff of the Association with executive authority shall:

- (1) serve the Association with the highest degree of individual duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the Association;
- (2) disclose to the Council and relevant Committees and Sections all matters in which they have actual or apparent conflicts of interest and shall abstain from votes to determine whether such issues present conflicts of interest with or to the Association.

Members of the Council shall receive no payment of honoraria or stipend from the Association, excepting reimbursement for expenses incurred for performance of Council activities.

The Association shall not enter into any contract or transaction with any paid staff member of the Association, committee member, member of Council, or any organization in which any of these individuals has a material financial interest, unless the relevant interest is fully disclosed and the Council authorizes the transaction in good faith by a two-thirds vote of all the members of the Council.

Section 3. Principles of Operation. Notwithstanding any other provisions of the Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE IX - MEETINGS

Section 1. Annual Meeting. A meeting of the Association for exchanging scientific information and for transacting the business of the Association shall be held at least once a year. Members in good standing shall be notified of the annual meeting at least thirty (30) days in advance by mail, facsimile, or electronic means. At all business meetings of the Association, twenty percent of chair members in good standing shall constitute a quorum. Voting members may assign proxy rights to another chair member in good standing to vote on their behalf.

Section 2. Other Meetings. The Association is authorized to hold other scientific or professional meetings, as approved by the APC Council. Official meetings of the Association will be organized by the APC Council or its appointees and financially managed by the Executive Director in accordance with requirements to maintain the Association's 501(c)(3) tax status, per Article VIII, Section 3 above.

Section 3. Special Meetings. Special meetings of the Association may be called by the APC Council or by a group of not less than twenty percent of the chair members having voting rights by petition to the Executive Director. In any such meeting, voting members may assign proxy rights to another chair member in good standing to vote on their behalf.

Section 4. Parliamentary Authority. The rules contained in the current edition of Robert's *Rules of Order, Newly Revised*, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Association.

ARTICLE X - AFFILIATIONS AND LIAISONS

Section 1. Affiliations. The Council may, at its discretion, authorize affiliation with organizations having mutual interests to the Association.

Section 2. Memberships. The Association shall maintain membership in such organizations as determined by the APC Council.

Section 3. Liaisons. The Council shall be empowered to appoint liaisons to affiliates and other organizations.

ARTICLE XI - PUBLICATIONS

The Association is empowered to publish or to enter into agreements with others to publish publications as may be authorized by a majority of the Council.

ARTICLE XII - AMENDMENTS

Section 1. Amendments. Amendments to the Bylaws may be proposed by the Council or by a petition to the Council signed by at least twenty percent of the chair members in good standing. The Council shall determine whether members shall vote on amendments at the next business or special meeting or instead by mail, facsimile, or other method approved by the Council. The Executive Director shall distribute copies of any proposed amendments to the regular members of the Society at least fifteen (15) days before a vote is counted. To be adopted, amendments must be approved by two-thirds of chair members voting as long as the votes of a quorum of twenty percent of the regular members in good standing are received. Voting may take place either at a business meeting, or a special meeting, or by mail, facsimile or other method approved by the Council. If by mail, facsimile, or other method, ballots returned within fifteen (15) days of the date of distribution shall be counted by the Executive Director.

Section 2. Notification. Notice of all adopted amendments shall be sent to the membership within thirty (30) days.

OPERATING PROCEDURES OF THE ASSOCIATION

Duties of the Council:

1. Establish policies and procedures in accordance with the Bylaws.
2. Approve the appointment of regular and affiliate chair members, liaisons, and special members to committees and sections except for those elected directly by the membership or designated by these Bylaws.
3. Review, revise, and approve the annual operating budget submitted by the Secretary-Treasurer.
4. Set dates and locations for future meetings and invite liaisons of other societies to participate in such meetings.
5. Set the agenda for the annual Business Meeting of the Association.
6. Appoint editors of the Association's print and electronic publications and contract with appropriate parties for such publications.
7. Establish or discontinue ad hoc committees and special interest groups.
8. Set the dues structure and fees for the various member categories.
9. Appoint an Executive Director to carry out the mission of the Association in accordance with its Bylaws and operating procedures.
10. Establish obligations, benefits, rights, and privileges of members in accordance with the Bylaws.
11. Establish the Operating Procedures of the Association.
12. Consider proposals for Amendments of the Bylaws.
13. Consider proposals for affiliation.
14. Enter into formal arrangements with other organizations for the management of operations and meetings that further the mission of the Association.
15. Consider other matters in furtherance of the mission and aims of the Association and as permitted by the Bylaws.

Duties of the Secretary-Treasurer:

1. Serve as Secretary of the APC Council.
2. Assure that the records and archives of the Association are properly maintained.
3. Assure that an operating budget is presented to the Council for its approval annually.
4. Receive the results of any mandated audits of the Association's finances.
5. Have the authority to sign in the name of and on behalf of the Association any contracts or agreements authorized by the Council.
6. Make a complete financial report at the annual Business Meeting of the Association.
7. Direct the issuance of a newsletter at intervals to be determined by the Council but not less than annually; perform other duties that usually pertain to this office.

Duties of the Executive Director:

1. Be responsible for the day-to-day management of the Association.
2. Direct an Administrative Office and hire staff to carry out the mission and aims of the Association.
3. Serve as a non-voting, *ex officio* member of the Council, sections, and committees of the Society, if specifically invited to do so by the Council.
4. Manage meetings of the Council, and business, annual and other meetings of the Association as requested by the Council.
5. Have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, Articles of Incorporation, these Bylaws, and other documents.
6. Advise the Secretary-Treasurer on the preparation of the annual budget for approval by the Council.
7. Assist the Past President and the Nominating Committee in the election of the APC Council.
8. Have the authority to call a meeting of the Council to deliberate on the matter of removal of a Council member, as delineated in Article III, Section 10.
9. At the specific request of the Council, negotiate with external agencies, organizations, and individuals on behalf of the Association with advice and consent of the Council or President.
10. Have the authority to sign in the name of and on behalf of the Association any position statements, contracts or agreements authorized by the Council.
11. Have the authority to receive and disburse Association funds and to delegate such authority to other staff in accordance with the Operating Procedures of the Association.

The Research Committee shall:

1. Monitor, evaluate and report on issues and events related to management of research in departments of pathology, including: extramural funding of research, intramural funding of research initiatives, availability of core research facilities, training residents, graduate students and medical students in research, allocation of space, and assignment (and extraction) of indirect fund revenue.
2. Evaluate the current standing of the academic world of pathology in terms of research indices of department performance by conducting and reporting on proper surveys to include: funding levels, profiles of faculty engaged in research, performance of faculty engaged in research, and compensation indices.
3. Make recommendations to the APC Council based on findings related to items (1) and (2) above, so that the Council may formulate policy, establish initiatives and/or represent academic pathology at higher levels in order to advance the capabilities of academic departments of pathology to engage in basic research and to develop cutting edge applications at the interface between development/research and clinical practice.
4. Identify and monitor major developing national issues that impact academic pathology departments and report to Committee membership on same.

5. Convene annual formal discussion and moderate ad hoc informal discussion among committee membership so as to guide APC Council as per item (3). These discussions are also to serve as the springboard for planning the Research Symposium at the annual APC meeting.
6. Maintain liaison with other key organizations with interest in academic pathology research.
7. When appropriate, write position papers on issues in academic pathology research.
8. Include within its scope: basic research in pathology departments, translational research and research scholarship in the educational sector and shall liaise with the Undergraduate Medical Education Committee and the Graduate Medical Education Committees as necessary.
9. Arrange meetings of APC members, especially the chairs of research-intensive departments, at major pathology meetings, such as the annual meeting of the American Society for Investigative Pathology (ASIP).

The Practice and Management Committee shall:

1. Facilitate networking among chairs and executives of academic pathology departments to deal with problems related to the clinical and administrative missions.
2. Provide chairs and executives of academic pathology departments with data that is useful to address clinical and administrative problems of pathology, including: defining areas of most concern to the membership, developing survey questions that produce optimal data that is applicable to the concerns of academic pathology, conducting surveys and analyzing and distributing data; and writing white papers to assist pathology departments in dealing with practice management concerns as needed.
3. Support department executives in APEX activities.
4. Keep the membership apprised of the activities of pathology organizations, particularly the College of American Pathologists, the American Society for Clinical Pathology and the American Medical Association, that affect the clinical missions of academic pathology departments and to provide a forum for expression of the concerns of academic pathology.

The Undergraduate Medical Education Committee shall:

1. Support academic pathology departments in the medical student teaching mission.
2. Support leaders of undergraduate medical education within academic departments of pathology.
3. Stay informed about LCME accreditation policy that might impact academic departments of pathology and advise Council and the APC membership.
4. Be informed about activities within AAMC that impact undergraduate medical education activities in academic departments of pathology.
5. Serve as a forum to discuss emerging issues in the planning and delivery of medical student teaching.

6. Advance scholarship of teaching.
7. Provide advice and direction to APC regarding medical student education issues.

The Graduate Medical Education Committee shall:

1. Support academic pathology departments in their residency and fellowship training mission as well as in the training of graduate students in pathology.
2. Work with program directors of residency training programs to help assure their success
3. Stay informed about activities of the Pathology Residency Review Committee and the American Board of Pathology and advise Council, chairs and PRODS of activities that will impact pathology residency training programs.
4. Be informed about activities within AAMC that impact graduate medical education activities in academic departments of pathology.
5. Maintain liaison with national pathology organizations that have active and ongoing interests in the education of pathologists in training, including the College of American Pathologists, the American Society for Clinical Pathology, pathology subspecialty organizations and the American Board of Pathology.
6. Explore and develop the role of graduate medical education in Continuing Medical Education in the emerging need for recertification.

The Advocacy Committee shall:

1. Monitor, evaluate, and report on advocacy-related issues and events relevant to the interests of the APC, academic pathology, and the pathology community at-large.
2. Bring advocacy-related information to the APC Council and communicate relevant advocacy and legislative positions and actions by other organizations, agencies, and other parties.
3. Serve as the central conduit for APC members to the APC Council on advocacy-related issues.
4. Keep the APC membership informed of advocacy-related issues and events through website postings, meetings and presentations at the annual APC meeting, and by other means.
5. Facilitate communication between the APC and legislative bodies, governmental agencies, licensing and accrediting bodies, and other pathology and non-pathology professional organizations.
6. Represent the interests of the APC and academic pathology to various legislative bodies, governmental agencies, licensing and accrediting bodies, and other pathology and non-pathology professional organizations.
7. Develop position statements on advocacy-related issues relevant to the APC and academic pathology for approval by the APC Council.
8. Serve a liaison role between other organizations and agencies regarding advocacy-related issues and positions relevant to academic pathology and the APC.

9. Nominate whenever deemed appropriate a candidate for consideration by Council to receive the APC Friends of Pathology Award.

The Leadership Development and Diversity Committee shall:

1. Evaluate the status and needs of APC Chairs, Sections, and members in leadership development and diversity through data gathering and networking opportunities.
2. Communicate leadership development and diversity derived issues and data, as well as relevant scientific, demographic, and business related literature, to members of the APC.
3. Develop programming to enhance leadership skills and diversity awareness/inclusion in academic pathology.
4. Identify, vet, and provide online and on-site tools, resources, networking opportunities, and programs to enhance leadership development and diversity in academic pathology.
5. Enhance awareness of the importance of leadership development, mentoring, and diversification of the future workforce in the profession of pathology.
6. Enhance knowledge of techniques for and provide assistance to APC Chairs in successful recruitment, mentoring, retention, and advancement of faculty members in academic departments.
7. Represent the interests of the APC and academic pathology at the APC member level, with other professional pathology societies, and at member institutions, to promote the mission and vision of the APC through leadership development and diversity inclusion.

Academic Mission Group (AMG) (formerly APCREG, formerly UAREP) Process

The APC Council has oversight over the activities of AMG and decides how the broad purpose of the group shall be implemented based on the most pressing needs and availability of funds. This will include, but is not limited to, support for projects that will result in specific resources, including survey data, white papers, guidelines, or benchmarks, that will be made available to academic pathology departments to further their academic missions.

1. AMG shall carry out its activities electronically, by teleconference, and by face-to-face meetings as necessary.
2. The annual operating expenses shall be monitored by the Council with the expectation that such expenses shall be funded from the proceeds of AMG investments, shall be approximately 5% of the fair market value of AMG investments, and that most of the funds shall be devoted to supporting specific projects as opposed to general operating expenses.
3. The Chair of AMG shall provide a report to the Council prior to its Winter Council meeting and shall provide a report to the membership at the annual Business Meeting each year. After approval, reports shall be posted electronically and/or included in the Association newsletter.

Notification to Members Not in Good Standing

With respect to Article II, Section 2, paid staff of APC will be responsible for maintaining accurate and current records of dues payments that may be accessed at any time for verification of good standing. To the greatest extent possible, that information will be made readily accessible by the members without contacting the administrative office (for example, through their online membership account). Direct member inquiries about standing will be addressed within 24 business hours of requests made by email or by phone to the general contact account. Annual dues invoices for voting members must be issued, electronically or by mail, at least 90 days in advance of any election or special election to enable members to remain in good standing. Good standing is based on calendar year and is determined by evaluating dues status on the last day of voting for any election in a calendar year. Exceptions will be given, when material evidence of intent to pay (i.e. proof of institutional processing) is provided to paid staff before the last day of voting.

Membership Application and Renewal Process

A Membership Committee established by the President will provide the following services under the direction and approval of APC Council: 1) review new applications for membership and assign their membership category; 2) verify any chair member's category of membership; 3) provide input on annual dues assessments; 4) correspond with members in arrears; 5) develop or perform membership recruitment activities; and 6) recommend updates to the Membership Application and Renewal Process in the Operating Procedures of the Association to address evolving academic structures and provide meaningful member representation to support the purpose and function of the APC.

New applications for membership and renewals of existing members will be preliminarily reviewed by the Membership Committee, which will make a recommendation to APC Council. The recommendation for Regular, Affiliate or Special membership will be based on objective criteria provided by the department. Membership criteria will reflect the missions of APC and may include number of faculty, training programs, operational service lines, and research. Membership criteria and each department's make-up may evolve over time, so the membership category of existing members will be reviewed and may change at a frequency determined by APC Council.

Senior Fellow Group (SFG) Process

1. Operating Procedures of the SFG shall be established, and may be revised from time to time, by majority vote of active SFG members, subject to advice and approval of the APC Council.
2. The SFG will assist the APC in its activities and mission by the participation of the SFG members in APC programs, committees, and projects.

3. Former academic Pathology Department chairs and interim chairs who meet the qualifications outlined above may make formal application for SFG membership. Instructions for application, including contact information for support, are maintained on the APC website at <https://www.apcprods.org/senior-fellows>.
4. Applications will be reviewed by the SFG Executive Committee (or its designees), who will, upon approval, recommend the SFG applicant to the APC Council for approval. Upon approval, the SFG member will assume the rights and privileges of SFG membership described in Article II, Section 5.
5. SFG members will have an indefinite term of membership unless or until the member either withdraws or is recommended for termination for cause by vote of two-thirds of the SFG Executive Committee. Terminations must be approved by the APC Council.
6. Every two years, SFG members will be required to submit a disclosure of any fiduciary relationship with outside organizations that may constitute a real or perceived conflict of interest with the APC or any of its constituent entities. At the time of solicitation of this disclosure the SFG member will be asked to indicate whether or not they wish to continue membership in the SFG. If they indicate that they wish membership to continue, it will be continued. If they indicate that they do not wish to continue membership, it will be discontinued. Failure to submit the disclosure form every two years may be grounds for termination of membership for cause.
7. As needed, the Executive Committee will appoint a Nominating Committee, normally chaired by the Immediate Past SFG Chair and co-chaired by the APC President. The Nominating Committee will solicit from the SFG membership nominations for SFG officers (Chair, Vice Chair, Secretary, and two Councilors). The slate of nominees must be approved by APC Council. Officers will be elected by majority vote of SFG members.
8. The terms of Chair, Vice Chair, Secretary, Councilors, and Immediate Past Chair will each be two years. The terms of Secretary and one of the Councilors will be staggered with those of the Chair, Vice-Chair, and the other Councilor. All of these individuals can be reelected for one additional term. The slate of elected officers will be presented to APC Council for approval before these individuals take office.

Distinguished Service Award Process

1. The APC Distinguished Service Award recognizes lifetime achievement in the field of academic pathology, encompassing the full spectrum of contributions at the local and national levels in undergraduate and graduate medical education, research, and clinical service.
2. Nominations for the APC Award shall be solicited from the APC chair membership prior to the Winter Council Meeting. Nominations must include a

- primary and a secondary nomination letter, both from APC members, and a recent curriculum vitae of the candidate. Every nominee's candidacy for the award remains active for three consecutive years.
3. APC Council shall review the nominations at Winter Council and select by majority vote one or two recipients who will receive the DSA during the annual APC Meeting.

Distinguished Achievement Awards in Graduate Medical Education and Undergraduate Medical Education Process

1. The Distinguished Achievement Awards honor pathology educators who demonstrate a range of contributions at local, regional, and national levels in undergraduate medical education. Nominations for the Awards shall be solicited from the APC chair membership and from the residency program directors section (PRODS) and the undergraduate medical educators section (UMEDS) prior to the Winter Council Meeting.
2. Nominations must include three letters of nomination (at least one from an APC member and at least one from an individual not at the nominee's institution), and a recent curriculum vitae of the candidate.
3. Every nominee's candidacy for either award will remain active for three consecutive years.
4. APC Council shall review the nominations at Winter Council and solicit the recommendation of the corresponding Section Chair (PRODS for the GME Award and UMEDS for the UME Award). The GME and UME Award recipients will be selected by a majority vote of the APC Council and will receive their respective awards during the annual APC Meeting.

Friends of Pathology Award Process

1. The Friend of Pathology Award recognizes an individual outside of the field of pathology and laboratory medicine whose career accomplishments have nevertheless been exceptionally beneficial to the pathology and laboratory medicine community.
2. When deemed appropriate by the Advocacy Committee, the Advocacy Committee through the Chair will propose a Friends of Pathology recipient to Council. A majority vote of Council is required to approve the nomination.
3. An APC delegation, including the President, Advocacy Committee Chair, and others selected by the President, shall present the award in person to the recipient.

Leadership Conflict Resolution Process

In accordance with Article VIII, Sections 1 and 2, all voting members of Council, Committee and Section Chairs will complete the Association's Fiduciary Responsibility Statement for each year of service, in which they commit to the following:

1. The Council is committed to furthering the best interests of the Association and shall avoid conflicts of interest. The Council shall not profit personally from their privileged knowledge of the business and plans of the Association, nor favor the interests of themselves, relatives, friends, supporters, or other affiliated organizations over the interests of other members of the Council or the Association.
2. “Conflicts of interest” include actual, apparent and potential conflicts of interest. Upon commencing service with the Council, and annually thereafter, all Council members will file with the Executive Director a Declaration of Affiliations (see below), disclosing all business, financial and organizational interests they have that could be construed as related to the interests of the Association. The Council will also adhere to the Association’s *General Rules of Anti-Trust Compliance*.
3. Whenever the Council is considering a matter that presents an actual, apparent or potential conflict of interest for any member of Council, the member will disclose their interest in such a matter to the Council in verbal or written form at the earliest possible opportunity in the discussion, before the Council’s matter culminates in a final vote or other action. Disclosure shall also be made if the conflict arises in the course of the member's duties for the Council. Upon each disclosure of a possible conflict of interest, a determination shall be made by the remaining members of Council, according to APC Bylaws Article VIII (copied below), whether the disclosing member may continue to participate in the matter before the Council. Members for whom conflict determinations are in progress or for whom conflicts are deemed to exist may be asked by Council to refrain from discussion and will be required to abstain from voting on the matter. The disclosure, the conflict of interest determination by Council, and any resulting decision that the disclosing member refrain from discussion or voting will be recorded promptly in writing and will be recorded in the minutes of the Committee or Council activity.
4. All members of Council will conscientiously prepare for and participate in Council and relevant Committee meetings. The Council will conduct the business of the Association in confidence. Information that must be kept confidential (“Confidential Information”) includes, but is not limited to:
 - A. Financial information, such as budgets, supporting data, executive reports, accounts in arrears, and investment reports;
 - B. Strategic and business plans while they are in development;
 - C. Specific details of executed agreements with other organizations or companies, specifically those details that are required by the agreement to remain confidential;
 - D. Deliberations on nominees for Council positions or awards or grants given by the Association;
 - E. Discussion or review of the conduct or performance of members of Council or of Association staff.
5. The Council acknowledges that sharing Confidential Information in any form outside of Council may harm members of the Association or the Association itself. All members

of Council will be cautious and protective of the assets of the Association and ensure that they are used in the pursuit of the missions of the Association. Members of Council will not exercise authority as members of the Council, except during Council meetings or as delegated by the Council. If a member of Council is unsure, regarding the status of any information as confidential or their role as a delegate of information, they will inquire with the Executive Director, in writing. Within 5 business days of receipt of the inquiry, the Executive Director will have communicated with the Executive Committee and obtained their ruling on confidentiality or delegation, and will notify the inquiring member of Council of the outcome of their deliberations. Full confidentiality must be maintained until such determination is made.

6. If a member of Council has significant doubts about a course of action of the Council, they will clearly raise the concern with the Council or, when appropriate, utilize the Executive Director as a confidential or forthright conduit of communicating such doubts to the Association's legal counsel.

7. The above responsibilities of each member of Council will remain in effect for 18 months beyond completion of their terms, or longer if so stipulated by specific agreements executed by the Association during their term.

Commercial Communications Vetting Process

Every effort will be made to maintain member communications, via listservs or other print or electronic means that are free of commercial bias. Only communications that are educational in nature or that enable members to make informed product decisions will be accepted for distribution using the Association's membership communication mechanisms. In general, the Executive Director will have the authority to determine the acceptability of material for distribution to members. When in doubt, s/he will consult with the Officers and/or Section Chairs of any Section likely to receive the material to make the final determination of appropriateness. All parties vetting the material must be in agreement that it meets the standard for distribution. Any dissension by the reviewers will deem the material not suitable for distribution. The Executive Director will be responsible for managing a prompt vetting process, one which takes no longer than 7 (seven) business days to complete and inform the commercial entity seeking to communicate.