

APEX – Academic Pathology Executives Section
of the Association of Pathology Chairs, Inc.

OPERATING PROCEDURES OF
THE ACADEMIC PATHOLOGY EXECUTIVES SECTION OF THE
ASSOCIATION OF PATHOLOGY CHAIRS

Approved, JULY 2006

Revised, JULY 2013

Revised, JULY 2016

Revised, JULY 2019

Revised, JULY 2021

Revised, MAY 2023

ARTICLE I. NAME

The name of the organization shall be the ACADEMIC PATHOLOGY EXECUTIVES (APEX) section of the ASSOCIATION OF PATHOLOGY CHAIRS (APC).

ARTICLE II. PURPOSE

The Section is established 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. The Section shall be sponsored by the Association of Pathology Chairs (APC) and will be responsible to the APC Council.

ARTICLE III. MEMBERSHIP ELIGIBILITY AND PRIVILEGES

Section 1 – Eligibility for Membership: The voting members of APEX shall be an individual listed as a department administrator or business officer (or other equivalent term) of departments of pathology, clinical pathology and/or laboratory medicine in academic institutions, as defined by APC. Members shall be invited to participate in the APEX listserv.

Section 2 – Rights and Privileges: APEX shall follow the voting conventions of the APC as to number of votes per institution. In general, each member in good standing, as determined by the APC Council, may vote on all matters relating to the adoption and amendment of operating procedures, and on any other matter on which the APEX Council may desire a vote. Notwithstanding the foregoing, no member may vote on any matter nor participate in the listserv unless any required dues have been paid currently.

Section 3 – Affiliate Members: Affiliate members shall be nominated by a Chair or

an APEX member from among key administrative staff of departments of pathology, clinical pathology and/or laboratory medicine, who do not meet the eligibility requirements of APEX members described in Article III, Section 1, but whose education and networking would be advanced to provide for succession planning and other important purposes of the department. Affiliate members must be approved by the APEX Council. Affiliate members may attend meetings and participate in committees or sections of the Association. Affiliate members may vote, but are not eligible to hold elected positions on the APEX Council. These members may be invited to participate in the APEX listserv.

Section 4 – Special Members: Special members shall be nominated by an APEX member from among individuals, who do not meet the eligibility requirements of membership described in Article III, Section 1 or 2, but who support the mission and aims of APC and APEX. Special members must be approved by the APEX Council and are subject to APC's fiduciary responsibility and conflict of interest policies, which may be periodically assessed, and membership status and benefits commensurately modified. Special members may attend meetings and participate in committees to advance the section, at the invitation of APEX Council. Special members shall not vote and are not eligible to hold elected positions on the APEX Council. Special members will not be invited to participate in the APEX listserv.

Section 5 – Emeritus Members: Former members of APEX who wish to continue their affiliation with APEX will require the approval of APEX Council. To request Emeritus status and approval from Council, the former APEX member must submit a letter of interest to APEX Council. Current Emeritus members need not re-apply, but are subject to APC's fiduciary responsibility and conflict of interest policies, which may be periodically assessed, and membership status and benefits commensurately modified. Emeritus members may attend meetings and participate in the committees or sections of the Association as deemed necessary to advance the mission of said committees, sections, and meetings. Emeritus members may not vote or hold elected positions on the APEX Council. These members may be invited to participate in the APEX listserv.

ARTICLE IV. GOVERNANCE AND ELECTIONS

Section 1 – Council: The APEX Council shall consist of the elected officers, i.e. the Chair and Secretary as well as the Chair-Elect, the Immediate Past Chair, and the Secretary-Elect, and the four regional representatives representing the four geographic regions (Northeast, Southeast, Midwest and West).

Section 2 – Officers of the Council: The elected officers of the Section shall consist of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, and the Secretary-Elect.

Section 3 – Voting Privileges: Each officer and regional representative has one vote on all matters before the Council.

Section 4 – Terms of Office: The term of office for each elected officer and regional representative is two years. Offices will be assumed on the Saturday following the annual meeting.

Section 5 – Nominations and Elections of Officers: The Council officers and regional representatives shall be chosen from among individuals who are members of the Section as defined in Article III above at the time of their election. Nominees for Chair-Elect must have served in a prior position on the Council. Members of the Nominating Committee shall be eligible to be candidates for election to open positions unless otherwise proscribed by these Operating Procedures. Nominations may take place using the APEX listserv or by other telecommunications methods as determined by the Nominating Committee. Elections will be moderated by the elected officers of the Section and will occur according to methods defined by Council (see Section 7 and Section 8).

Section 6 – Nominations and Elections of Regional Representatives: The regional representatives will be nominated by members of their region prior to the summer meeting in corresponding years. The Southeast and the Midwest regional representatives will be nominated and elected in odd-numbered years. The Northeast and West regional representatives will be nominated and elected in even-numbered years. Council shall set the methods by which regional voting occurs.

Section 7 – Nominating Committee: The Immediate Past Chair shall act as the Chair of the Nominating Committee and will coordinate the nominating process. The elected Officers of the APEX will serve as the Nominating Committee. The Chair of the committee may appoint

up to 2 additional members of the APEX membership to the Nominating Committee for terms of one year. The Nominating Committee shall publicize the positions to be filled and shall invite nominations from the membership. The Nominating Committee will propose candidates for Chair-Elect and for Secretary-Elect every two years to the APEX members. Each region will propose candidates for regional representatives, to be elected by the APEX members in corresponding regions. The Nominating Committee shall strive to maintain a balance within the Council with regard to size of institutions, institutional ownership, and other factors that lead to diversity of approaches to professional obligations. The Nominating Committee shall also strive to maintain geographic, gender, racial and ethnic diversity among the members of the Council. The Nominating Committee must carry out its nominations process in a timely manner to meet the Elections requirements stipulated in Article IV, Section 8.

Section 8 – Elections: At its discretion, the Nominating Committee shall determine the number of candidates for each open Council position. Council will set the methods by which regional voting will occur. Elections may be carried out by mail or electronic means, as determined by the Council. Elections must close at least forty-five (45) days

in advance of the annual APEX Business Meeting.

In general, two regional representatives shall be elected each year, and the Chair-Elect and the Secretary-Elect shall be elected every other year. For each election, the Nominating Committee shall present a slate of candidates from among the members of the APEX to the voting membership for open positions on the Council. To be counted ballots must be received within 15 days from the date they are distributed to the membership. The nominees who receive the most 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 APC Executive Director and delegated staff may assist the Nominating Committee, if requested to do so.

The newly elected officers and representatives shall take office on the Saturday following the annual meeting.

Section 9 – Succession of Officers: Succession planning for the Chair, Immediate Past Chair, and Secretary is outlined in Article VI. In the event that a Chair-Elect, the Secretary- Elect, or a regional representative, is unable to complete their term of office (as described in Article VI), it shall be the option of the Council to select a replacement. The replacement shall serve only until the next scheduled election, and the vacancy shall be treated in the same fashion as any other open position of the Council.

Section 10 – Terms of Office: The number of terms a member may serve on the Council shall not be restricted as long as their eligibility and election are in accordance with these operating procedures.

ARTICLE V. MEETINGS

Section 1 – Business Meeting: There shall be at least one regular business meeting of the Section annually. This meeting will take place in conjunction with the annual summer meeting of the APC. The business meeting may occur in-person, virtually or a combination to be determined by APEX Council.

Section 2 – Other Meetings: Interim meetings may also be held in person or by mail, fax, e- mail, teleconference, or other means, if called by the APEX Council. Such meetings may be to inform the members or to seek their opinion or action on issues of interest to the membership. Such meetings must be called at least fifteen (15) days in advance of the meeting to allow APEX members to make accommodations to participate.

ARTICLE VI. DUTIES OF THE OFFICERS

Section 1 – The Chair: The Chair shall prepare the agenda for and preside at the

meetings of the Section and the Council. In addition, the Chair shall be responsible for dealing throughout the year with items of major concern to the Section. The Chair will report regularly to the APC Council. The Chair will attend in person or by tele-conference the APC Council meetings. The Chair shall present an annual report of Section activities to the membership at the annual summer meeting and shall submit Section activity reports for inclusion in the Fall and Spring APC Newsletters. The Chair shall be an ex officio member of the Practice and Management Committee of the APC. The Chair shall be assisted by other officers and members of the Council and may seek, as needed, service from other members and non-members, including persons specifically requested to provide liaison between the Section and other organizations.

Section 2 – The Immediate Past Chair: The Immediate Past Chair of the APEX Council will serve as Nominating Committee Chair, and conduct elections as described in Article IV, Sections 7 and 8. The Immediate Past Chair assists the Chair in preparing the annual report of the Section. The Immediate Past Chair will assist the Chair as needed and shall otherwise function as a member of the Council of the Section. In the event the Immediate Past Chair cannot complete the term of office, APEX Council may direct the Nominating Committee to appoint an individual who previously served as Immediate Past Chair, to fulfill the duties of the Immediate Past Chair for the duration of the term.

Section 3 – The Chair-Elect: The Chair-Elect shall serve in the place of the Chair as needed and shall otherwise function as a member of the Council of the Section. The Chair-Elect shall normally succeed the Chair two years after his/her election. If the Chair is unable to serve a full term, for any reason, the Chair-Elect shall assume the Chair through the end of the term of the incumbent and shall then succeed to his/her elected term.

Section 4 – The Secretary: The Secretary shall maintain a complete and accurate record of all meetings of the Council and the annual business meeting of the Section. Any rules and regulations that are deemed necessary by the Council for the proper conduct of the affairs of the Section shall be recorded by the Secretary and maintained by the APC office. All approved amendments to the operating procedures will be recorded by the Secretary and maintained by the APC office.

Section 5 – The Secretary-Elect: The Secretary-Elect shall serve in the place of the Secretary as needed and shall otherwise function as a member of the Council of the Section. The Secretary-Elect shall normally succeed the Secretary two years after his/her election. The Secretary-Elect shall assist the Secretary. If the Secretary is unable to serve a full term, for any reason, the Secretary-Elect shall become the Secretary through the end of the term of the incumbent and shall then succeed to his/her elected term.

Section 6 – Meetings of the Council: The Council shall meet as often as necessary and shall act on behalf of the membership in furthering the purposes of the Section and in conducting its business. Meetings of the Council shall be called by the Chair. The Council may, if it deems appropriate, solicit opinions from the membership by mail, fax, or e-mail, as well as at the annual meetings to assist in guiding the judgment

of the Council on any issue. The Council shall report its activities to the membership and the APC through its Council.

ARTICLE VII. COMMITTEES

Section 1 – Ad hoc Committees: The Chair of the APEX Council may appoint ad hoc committees and one or more persons to maintain liaison with other organizations, to meet a time-limited need for policy development or implementation, or for such other purposes as are considered reasonable. All committees shall be appointed or reconstituted as needed at the time new officers assume office (the Saturday following the annual meeting) and shall be coterminous with the Office of Chair of the Council. Committee business may be transacted by mail, by conference call, by e-mail, by fax, at the time of other meetings, or in any practical manner that effectively accomplishes the purpose of the Committee.

Section 2 – Nominating Committee: The Nominating Committee shall be responsible for organizing and carrying out elections of the APEX (See Article IV, Section 7). The Chair of the Nominating Committee shall be the Immediate Past Chair of APEX. Members of the Nominating Committee shall be eligible to be candidates for election to open positions unless otherwise proscribed by Article IV, Section 5 of these Operating Procedures. The Nominating Committee shall strive to maintain a balance within the Council with optimal distribution noted previously in Article IV, Section 7.

Section 3 – Committee Records: Each of the committees shall be expected to maintain written records and shall provide concise written reports of its activities for consideration by the Council at its meetings. These reports shall constitute a part of the regular agenda of the Council.

ARTICLE VIII. QUORUM AND VOTING

With respect to any duly called meeting of the members in person or by mail, fax, e-mail or other means, as described in Article V, Sections 1 and 2, a quorum shall be defined as having at least 50% of the currently-serving members of APEX Council participating. If a vote is taken on any matter at a meeting, except as otherwise provided herein, the matter shall be acted upon affirmatively on a favorable vote of a majority of the voting members present and voting.

ARTICLE IX. FINANCIAL SUPPORT

Financial issues are handled by the APC Council and the APC Executive Office. The APEX Council may request support for specific activities from the APC Council.

ARTICLE X. FISCAL YEAR

The fiscal year of the Section shall be in concert with the policy of the APC.

ARTICLE XI. REVIEW OF AND AMENDMENTS TO THE OPERATING PROCEDURES

Section 1 – Operating Procedures Review: The operating procedures shall be reviewed no less than every two years. The Secretary shall be responsible for coordinating the review.

Section 2 – Proposed Amendments: Any proposed amendment to these operating procedures must be sponsored by at least five (5) members of the Section to be presented to the APEX Council for review and must be approved by the APC Council before presentation to the Section members.

Section 3 – Membership Review: The proposed amendment shall be distributed to the membership at least thirty (30) days prior to vote, if the vote is not at the Annual Summer meeting of the APC; or at the Annual Summer meeting of the APC, if the vote is to be taken at that meeting. Voting on amendments may be accomplished by ballot distributed individually to the membership by mail, fax, e-mail or other means, or by vote at the Annual Meeting of the Section.

Section 4 – Adoption: Adoption of the amendment shall require a two-thirds majority vote of those voting.

Section 5 – Rules and Regulations: Appended hereto shall be any rules and regulations that are deemed necessary by the Council for the proper conduct of the affairs of the Section. Records of these rules and regulations shall be maintained by the APC Office on behalf of the Secretary.

ARTICLE XII. RULES OF ORDER

Robert's *Rules of Order* (newest revised edition) shall determine the method of conduct for all meetings.

Approved: 07/14/2006

Revised: 07/15/2013

Revised: 07/14/2016

Revised: 07/24/2019

Revised: 07/26/2021

Revised: 05/05/2023