

**BY-LAWS, RULES, AND REGULATIONS
OF THE
MISSOURI SOCIETY FOR HISTOTECHNOLOGY**

The name of this organization shall be the “Missouri Society for Histotechnology” and shall herein be referred to as “MHT”. The Missouri Society for Histotechnology is a constituent society of the National Society for Histotechnology (NSH). The society is organized in accordance with the Nonprofit Corporation Law of Missouri, as amended.

Purpose

This society will be a professional, non-profit organization without stockholders or paid staff. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers, or other individuals. The assets and income shall only be used to promote society purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to members, officers, and independent contractors for services provided for the benefit of the organization. MHT shall not participate in any activities not permitted to be carried out by an organization exempt from federal income tax. MHT shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. MHT is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Mission

Enhancing the status of histology professionals by the elevation of knowledge, performance, and standards.

Vision

- Providing continuing educational programs for professional growth and the advancement in the field of histotechnology;
- Promoting mutual cooperation, understanding, and uniting histology professionals;
- Promoting an interchange of ideas and methods pertinent to the field of histotechnology.

ARTICLE I: Membership

SECTION 1 Qualifications

Membership in this organization is open to all persons engaged in or interested in any aspect related to the profession of histotechnology.

SECTION 2 Discrimination

MHT shall not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical characteristics, physical or mental ability, veteran status, military obligations, and/or marital status.

SECTION 3 Categories

Membership in this organization shall be of four classes: Full, Associate, Student, and Retired. Charter members shall be those who have joined the MHT by April 1976.

Subsection 1 Full Members

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Shall be those members who pay dues and are eligible to take an active part in the regular activities of the MHT.

Subsection 2 Associate Members

Shall be those members who pay dues but are unable to take an active part in the regular activities of the MHT.

Subsection 3 Student Members

Shall be those actively engaged in a histology training program, including an on-the job training program. This membership level is only available for one year as an incoming member with the purpose of attaining full membership.

Subsection 4 Retired Members

Shall be those members who were formerly full members or eligible as full members and retain full membership privileges. This membership level is only available for those retired from the field.

SECTION 4 Dues

Annual dues for full and associate members shall be fifteen dollars (\$15.00) per membership. Annual dues for student and retired members shall be one-half the full membership.

Subsection 1 Dues are payable to the Missouri Society for Histotechnology on or before the beginning of the dues year, January- December.

Subsection 2 The proceeds from membership dues and contributions to MHT shall be used primarily to defray expenses of educational programs, for office supplies, postage, publications, and for other purposes as voted on by membership.

SECTION 5 Conditions of Membership

Subsection 1 Member in Good Standing

A member of MHT whose dues are paid for the current year and who is not under suspension or revocation and shall be entitled to vote, eligible to hold office, act as a delegate, or serve on any board or committee.

Subsection 2 Active Member

A member of MHT whose dues are paid for the current year and who participates in a minimum of two (2) meetings.

Subsection 3 Suspended Member

A member of MHT whose conduct has been determined to be detrimental to the Society, in violation of the existing laws, or otherwise adversely affects the reputation of MHT as voted on by the majority of the Board of Directors. The length and severity of the suspension will be at the discretion of the Board of Directors.

Subsection 4 Revoked Member

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A member of MHT whose conduct has been determined to be detrimental to the Society, in violation of the existing laws, or otherwise adversely affects the reputation of MHT as voted on by the majority of the Board of Directors without the ability to return.

Subsection 5 Transferability

Membership in MHT is non-transferable, from state-to-state, or re-assignable, from person-to-person.

ARTICLE II: Meetings

SECTION 1 Regular Meetings

Refer to MHT Policies and Procedures for detailed schedule of regular meetings.

SECTION 2 Annual Meetings

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

SECTION 3 Special Meetings

Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

SECTION 4 Notice

Written notice of all meetings shall be provided stating the purpose, place, date, and time of the meeting. Such notice shall be sent to all directors at least 10 days prior to the meeting.

SECTION 5 Quorum

A majority of the directors shall constitute a quorum at a meeting, with physical or remote attendance. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum. An Immediate Past President shall be utilized to establish a quorum, if necessary.

SECTION 6 Voting

All issues, with the exception of Board of Director elections, to be voted on shall be decided by majority of those present at the meeting in which the vote takes place. The

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Board of Directors may conduct special voting outside of regular meetings when deemed necessary.

ARTICLE III: Board of Directors

The Board of Directors shall consist of the four (4) elected officers of this society and the Immediate Past President. The Board of Directors shall transact business of MHT during the interval between regular meetings; approve the work of standing committees. Voting officers of MHT shall be President, Vice President, Secretary, and Treasurer. Non-voting officers of MHT shall be: Assistant Treasurer.

SECTION 1 Officers

Subsection 1 President

The President shall act as Executive Officer of MHT; preside over Society meetings; be an ex-officio member of any and all committees, except the Nominations Committee and the Budget and Finance Committee; shall call special meetings of MHT or of the Board of Directors following proper notice; shall be responsible, jointly and severally with the Treasurer for all Society funds; send out notices of all MHT meetings. The President, upon successful completion of the term, shall serve on the Board of Directors as Immediate past President.

Subsection 2 Vice President

The Vice-President shall assist the President and shall preside over meetings of MHT in the absence of the President; be an ex-officio member of any and all committees, except the Nominations Committee and the Budget and finance Committee; shall perform and discharge all duties and responsibilities as required by the President.

Subsection 3 Secretary

The Secretary shall be responsible for minutes of all Society meetings; maintaining the records of the Society in good order; keeping membership rolls current; shall forward any received funds to the Treasurer; shall perform and discharge all duties and responsibilities as required by the President.

Subsection 4 Treasurer

The Treasurer shall be responsible, jointly and severally, with the President for all Society funds; shall have custody of all funds and securities belonging to the Society and shall receive, deposit, or disburse the same under the direction of the Board of Directors; shall keep full and accurate accounts of the finances of the Society in books specifically provided for that purpose and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and the results of its operations and of changes in surplus for such fiscal year, all in reasonable detail; shall be responsible for the preparation and filing of the Society's taxes to maintain non-profit status; shall be responsible for producing an annual budget to be discussed and voted on during the first meeting of the new year; shall perform and discharge all duties and responsibilities as required by the President.

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Subsection 5 Assistant Treasurer

Assistant Treasurer shall support the Treasurer in all responsibilities of the position, without voting privileges.

Subsection 6 Immediate Past President

The Immediate Past President shall be utilized as a consultant to the Board of Directors, having only voting privileges in the event of a tie between the four (4) elected officers.

SECTION 2 Qualifications

Subsection 1 President

An active member in good standing for one (1) year or more and having served on the Society's Board of Directors shall be eligible for the office of President.

Subsection 2 Vice President and Treasurer

An active member in good standing for one (1) year or more shall be eligible for the offices of Vice President and/or Treasurer.

Subsection 3 Secretary and Assistant Treasurer

An active member in good standing for one (1) month shall be eligible for the office of Secretary and/or Assistant Treasurer.

SECTION 3 Terms of Office

Subsection 1 Officers shall serve a term of two (2) years beginning after the next scheduled regular meeting following their election or until the successor is elected.

Subsection 2 The outgoing officer shall turn over all the records and property, related to the office, in good order, inventoried, and signed to the successor within thirty days (30); being fully cognizant that these are the property of the Society and not the individual.

Subsection 3 An external audit shall be performed prior to an elected or appointed Treasurer taking office and accepting responsibility for the books.

SECTION 4 Nominations and Elections

Subsection 1 Nominations for all offices shall be made by membership and submitted to the Nominations Committee, as described in Article V. The consent of each candidate must be obtained before their name is placed on the ballot.

Subsection 2 Officers shall be elected by closed ballot at the first regular meeting of the even-numbered calendar years. However, if there is but one or no candidate for any office, by a motion from the floor, the nomination of a qualified candidate may be added to the ballot and the election may be a voice vote.

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SECTION 5 Vacancies

A vacancy occurring in an office shall be filled by appointment, by the Board of Directors. In case of a vacancy in the Office of President, the Vice President shall assume the office of President for the remainder of the unexpired term. In case of a vacancy in the Office of Treasurer, the Assistant Treasurer shall assume the office of Treasurer for the remainder of the unexpired term. In the event of simultaneous vacancies of two or more Board members, the Board of Directors shall appoint, by majority vote, the vacant offices. All resignations shall be accepted or declined by majority vote of the remaining officers.

SECTION 6 Non-Performance of Duties

Should any officer abstinate from two (2) consecutive meetings of the Board, either regular or special, without valid cause in the opinion of the Board of Directors or be guilty of acts of omissions detrimental to the best interests of MHT, the office may be declared vacant by vote of the remaining members of the Board of Directors.

ARTICLE IV: Disciplinary Actions

Censure. Any member in good standing may make a motion to censure another member or officer during a regular meeting only when no business is pending. The motion to censure serves to put the member or officer on notice for their behavior, must be seconded, is amendable and debatable, and requires a majority vote. A censured member shall be suspended or removed from the office if the behavior continues.

Complaints. Any member or group of members in good standing may file a written complaint to the Board of Directors due to non-compliance with the by-laws or other detrimental acts to MHT, Board of Directors, or another member. The accused shall be notified by registered mail fourteen (14) days for members or seven (7) days for officers prior to any meeting to consider the complaint unless the member or officer is censured at a meeting. A statement of the reasons for the proposed action and a copy of the current bylaws shall accompany said notice. The accused shall have the right to defend, in writing or in person, the action to the Board of Directors within fourteen (14) days for members or seven (7) days for officers upon receipt of the notice of complaint. All disciplinary matters shall be held in total confidentiality. No accused shall be denied any privileges until a decision is rendered. A two-thirds ($\frac{2}{3}$) vote is required for all disciplinary actions. Any disciplinary action taken may include, but is not limited to, suspension or revocation. All requests and/or response must be received no later than 5 pm CST on the last day of notice.

SECTION 1 Members

The Board of Directors shall conduct an investigatory hearing to consider the matter on record. The final decision rests with the Board of Directors and the accused shall be notified within three (3) business days of the decision. The accused has the right to appeal against the decision within seven (7) days of receipt of the decision. The appeal shall follow the disciplinary process for officers established in Section 2 of this Article.

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SECTION 2 Officers

For the purpose of disciplinary actions, officers include all elected and appointed positions. In the event that an officer is accused of conduct detrimental to the society, in violation of the existing laws, or otherwise adversely affecting the reputation of MHT, the duties and privileges of the office shall be suspended upon receipt of notice until an investigation by the remaining Board of Directors shall be conducted, and the decision rendered. If the accusations are supported by evidence, the remaining Board of Directors shall appoint a Disciplinary Committee, consisting of two (2) active members in good standing, one (1) non-accused member of the Board of Directors, and a non-voting parliamentarian who also presides as Chair. The members of the Disciplinary Committee shall be referred to as Managers.

Subsection 1 Disciplinary Committee

The Disciplinary Committee Chair shall notify the accused, by registered mail, to appear before the Disciplinary Committee within fourteen (14) days. The letter shall state the date, time, and location of the trial along with the charges against the accused. The accused has the right to due process- to be notified of the charges, given time to prepare a defense, allowed the right to appear and defend, and be accompanied. The accused shall confirm whether they will be accompanied and the name of the person attending at least three (3) days prior to the hearing. This shall be by a fellow MHT member, but not a legal or professional adviser unless MHT agrees otherwise having received such a request seven (7) days in advance or if MHT intends to be legally represented itself. All evidence and witness statements shall be submitted to the Chair at least three (3) business days prior to the hearing; the Chair shall forward all information to the Managers at least two (2) days prior to the hearing, so that the Managers can prepare.

Subsection 2 Trial

A copy of the letter stating the charges and the return receipt shall be provided at the trial. The charges shall be formally read to the accused. The accused shall plead innocence or guilt to the Managers. For instances where the accused pleads guilty, the Disciplinary Committee proceeds directly to sentencing. For instances where the accused pleads not guilty, the accused provides an opening statement and testimony, the Managers cross-examine the accused, then the accused provides closing statements prior to the Managers deliberating and sentencing. The Chair shall escort the accused out of the trial after closing statements.

Subsection 3 Sentencing

Each charge shall be read by the Chair, debated, and voted with a two-thirds ($\frac{2}{3}$) majority deciding. The Chair shall determine all tiebreakers. The accused may resign at any point up until sentencing. For guilty verdicts, the Managers shall agree on the disciplinary actions, sanctions, and/or penalties for the accused. The Chair shall inform the accused of the decision within two (2) business days of sentencing. Sentencing results, but not details of the trial, shall be presented to membership and all documents shall be sealed and filed with the MHT Secretary.

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Subsection 4 Appeals

The accused has the right to an appeal. The accused shall submit an appeal to the Board of Directors within three (3) business days of the receipt of sentencing. The Board of Directors shall hold an appellate within fourteen (14) days upon receipt of the appeal. The BOD shall notify the accused to uphold, reduce, or dismiss the sentence. The accused shall appeal a sentence only once.

ARTICLE V: Committees

SECTION 1 Ad Hoc Committees

Ad Hoc Committees shall consist of a Chairperson appointed by the President and such other members as the Chairperson and/or President deem necessary.

Subsection 1 Membership Committee

Shall endeavor to find qualified persons and encourage membership in MHT.

Subsection 2 Education Committee

Shall be responsible for planning and conducting educational events.

Subsection 3 Public Relations Committee

Shall provide adequate news coverage of all MHT meetings, elections, speakers and functions.

SECTION 2 Pro Tem Committees

Pro Tem Committees shall consist of a Chairperson appointed by the President, approved by the Board of Directors, and such other members as the Chairperson and/or BOD deem necessary.

Subsection 1 Nominations Committee

Shall screen and prepare a complete list of nominees at least 30 calendar days prior to elections.

Subsection 2 Budget and Finance Committee

Shall submit budget proposals three months prior to the end of the fiscal year and perform or arrange a professional annual audit within six months of fiscal year end. No elected officer of MHT may serve on this committee during his/her term of office.

Subsection 3 Bylaws Committee

Shall be responsible for continual study of MHT's bylaws, policies, and procedures, when necessary, prepare amendments and revisions.

ARTICLE VI: NSH Representation

As a constituent society of the National Society for Histotechnology (NSH), the MHT President or designated alternate will represent MHT in accordance with NSH policies.

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ARTICLE VII: Rules

The rules contained in the Robert's Rules of Order shall govern MHT in all cases in which they are applicable and in which they are not inconsistent with the Bylaws of MHT.

ARTICLE VIII: Amendments

SECTION 1 Notification

Members shall be publicly notified at least two (2) times by MHT of proposed amendments prior to voting.

SECTION 2 Voting

These Bylaws may be amended only by a vote of one-third ($\frac{1}{3}$) of the present, active members in good standing, as provided in Article I.

SECTION 3 Adoption

These Bylaws shall be implemented immediately upon ratification by membership. They shall be equally binding on the governing body and the Missouri Society for Histotechnology.

ARTICLE IX: Disbandment

If a motion to disband is presented and seconded, it must be deferred for a vote until MHT membership is properly notified and a discussion has occurred.

SECTION 1 Notification

Members shall be publicly notified at least two (2) times by MHT of proposed disbandment prior to voting. The motion shall be open for discussion at the next regular meeting.

SECTION 2 Asset Disposal

Prior to voting for dissolution, MHT members must decide how to dispose of property and assets. MHT shall dispose of all the assets exclusively for the purposes of the society in such manner or to such organizations that operate for charitable, educational, and/or scientific purposes, which, at the time, qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Law, as the Board shall determine.

SECTION 3 Voting

The dissolution of MHT shall occur upon a vote of a two-thirds ($\frac{2}{3}$) of the present, active members in good standing, as provided in Article I.

SECTION 4 Dissolution

Upon dissolution of MHT, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the society, dispose of all assets, as provided in Section 2 of this Article.

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SECTION 5 IRS

Upon dissolution of MHT, the treasurer shall notify the Internal Revenue Service (IRS) that the society has disbanded.

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AnnaStacia Penrod
President, MHT

Kaietata Schiele
Secretary, MHT