CLMA BYLAWS

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

NAME
The name of the corporation is CLINICAL LABORATORY MANAGEMENT ASSOCIATION, INC.

PURPOSES
Our Vision: CLMA is the premier resource for laboratory professionals, supporting them at any stage of their career.

Our Mission: CLMA empowers laboratory professionals to achieve excellence in leadership through forward-thinking educational, networking, and advocacy opportunities.

Shared Values: CLMA’s core values are intended to guide CLMA members, leaders, and staff in implementing the strategic plan. These values are: teamwork, high-quality clinical services, personal development, valuing individuals/diversity, education and learning, caring/service to others, leadership, equitable access to health care, and high ethical standards.

BYLAWS

ARTICLE I. MEMBERSHIP

Section 1. Eligibility and Benefits: Persons shall be eligible for membership in CLMA and receive benefits in such a manner as shall be prescribed by the Board of Directors.

Section 2. Categories:

A. Regular members are voting members and shall be persons who are, have been, or aspire to be:
   (1) engaged in the supervision or administration of laboratory/clinical services;
   (2) engaged at supervisory or managerial levels in the manufacture or distribution of supplies, equipment, or services to laboratory/clinical services personnel; or
   (3) engaged in the education of laboratory/clinical services personnel. These members shall receive benefits as determined by the Board of Directors.

B. Associate members are non-voting members and shall be persons who do not fit into one of the three groups of regular voting members described above in Article I, Section 2, Paragraph A. These members shall receive benefits as determined by the Board of Directors.

Section 3. Dues: Membership dues shall be determined by the Board of Directors. Membership shall be invoiced annually.
Section 4. Termination of Membership:

A. If the dues of any member are not paid by the member’s established anniversary month, this membership shall automatically terminate by the last day of the next month.

B. If a member does not subscribe to the purposes of CLMA, or does not abide by its charter and/or bylaws, the Board of Directors may, by a two-thirds (2/3) vote of the entire membership of the Board of Directors, terminate this membership. No such action shall be taken until the member is advised of specific charges, give a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

C. The Board of Directors of CLMA may provide for subsequent reinstatement.

ARTICLE II. OPERATIONS
Section 1. The operations of CLM shall be managed on a 12-month basis known as the Fiscal Year. The Fiscal Year shall be the calendar year.

ARTICLE III. OFFICERS AND DIRECTORS
Section 1. Officers:

A. The Officers of this Association shall be the President, the President-Elect, and the Secretary-Treasurer.

B. Term of Office: The President and Secretary-Treasurer shall serve for a term of two (2) years or until their successors are elected. The President-Elect shall serve for a term of two (2) years and the automatically assumes the Presidency for a two (2) year term. Officer elections shall be held in odd-numbered years. Officers shall not serve in the same office for more than one term. The term of office shall begin at the conclusion of the Annual Business Meeting.

C. Qualifications: Only regular voting members permitted full voting rights as defined by the membership categories are eligible for election as Officers.

D. Duties: Officers shall perform the duties prescribed by: these Bylaws, the parliamentary authority adopted by the Association, the Board of Directors and the voting membership.

Section 2. Directors:

A. There shall be eight (8) Directors elected on a rotating basis. Four (4) Directors shall be elected every year.

B. Term of Office: Directors shall serve for a term of two (2) years or until their successors are elected. Directors shall not serve for more than two (2) terms. The term of office shall begin at the conclusion of the Annual Business Meeting in the year of election. A person appointed to fill a vacancy after the close of the vacating member’s mid-term annual meeting shall be eligible for election to two additional terms. If appointed prior to this time, the person shall be eligible for one additional term.

The immediate Past President shall also serve as a Director for a term of one (1) year, immediately following his/her term as President.

The Chair of the Council of Chapter Leaders (CCL) shall also serve as a Director for a term of two (2) years.
C. Qualifications: Only regular voting members permitted full voting rights as defined by the membership categories are eligible for election as Directors.

Section 3. Election of Officers and Directors:

A. All nominees must give their consent in writing to serve if elected. Rules and procedures for conduct of elections shall be recommended by the Nominating Committee and approved by the Board of Directors. The Nominating Committee shall oversee the election procedure.

ARTICLE IV. MEETINGS OF MEMBERS
Section 1. Annual Meeting: The Annual Meeting of the members shall be held in conjunction with the Annual Conference.

Section 2. Notice of the Annual Meeting shall be given to each member at least thirty (30) days before the date of the meeting.

Section 3. Special Meetings of the members shall be called by the President or upon the written request of the majority of members. Notice of any special meeting of the members shall be given at least thirty (30) days before the date of the meeting.

Section 4. Quorum: At any meeting of the members, a quorum shall be constituted by those members present.

ARTICLE V. BOARD OF DIRECTORS
Section 1. Members: The voting members of the Board of Directors shall consist of the President-Elect, Secretary-Treasurer, eight (8) elected Directors, and the Chair of the Council of Chapter Leaders. The Chief Executive Officer (CEO) shall be a non-voting ex-officio member. The Immediate Past President shall be a non-voting member.

Section 2. Advisors: The President may from time to time appoint individuals to serve as non-voting advisors to the Board of Directors. The BOD must ratify the appointment by a majority vote.

Section 3. Powers:

A. To conduct, manage and control the affairs and business of the Association.
B. To prepare and present a financial audit at the annual meeting of the membership.

C. To make rules and regulations not inconsistent with the Law, the Articles of Incorporation or the Bylaws.

D. To contract with a CEO and/or association management company to be responsible for the operations of CLMA. Through the President, the Board will monitor the performance of the CEO and/or association management company to ensure it is consistent with the mission of CLMA.

Section 4. Meetings:

A. The Annual Meeting of the Directors shall be held at the Annual Conference.

B. Regular Meetings of the Board of Directors shall be held at such time and place as may be designated by the Board of Directors.

C. Special Meetings of the Board of Directors shall be called by the President, or, in the absence of the President, by any four (4) Directors.

D. Written notice of the time and place of meetings of the Board of Directors shall be sent to each Director at least thirty (30) days prior to the date of the meeting.

Section 5. Quorum: A majority of those remaining on the Board of Directors, one of whom shall be an officer.

Section 6. Removal of Directors: Any Director may be suspended or removed from the Board of Directors in accordance with the District of Columbia Code § 29–406.08.

Section 7. Resignations: Any member of the Board of Directors may resign as a Board Member at any time upon written notification to the Board of Directors. The resignation shall take effect at the time specified in the resignation or, if no time be specified, upon its receipt by the Secretary-Treasurer or President. Acceptance of a resignation by the Board shall not be required to make such resignation effective.

Section 8. Vacancies: In the event a vacancy should occur, such vacancy may be filled for the unexpired term by a Presidential nomination with approval by majority vote of the Directors remaining on the Board of Directors with the following exceptions:
A. Should the office of President become vacant during the first year of the President’s term, the President-Elect shall automatically succeed to the Presidency for the remainder of the vacating President’s term and the office of the President-Elect shall remain vacant until the next annual election. Upon completing the vacating President’s term, the President shall assume the office of Immediate Past-President.

B. Should the office of President become vacant during the second year of the President's term, the President-Elect shall automatically succeed to the Presidency for the remainder of the vacating President’s term, and the office of the President-Elect shall remain vacant until the next scheduled election. The President-Elect shall subsequently serve the two (2) year term of office as President to which elected, and there would be a vacancy in the office of Immediate Past President. In this event,

1. The Board of Directors, at its discretion, may appoint a Director to serve on the Executive Committee until there becomes an immediate past president.

2. The President will appoint individuals as needed to fill roles normally held by the Immediate Past President.

C. A vacancy of the Chair of the Council of Chapter Leaders shall be filled by the Chair-Elect. The Chair-Elect position will remain vacant until the next scheduled election.

Section 9. Compensation (as stated in the Articles of Incorporation): Members of the Board of Directors shall receive no compensation for their services as board members but may be reimbursed for expenses reasonably incurred in connection with meetings or other business of the Association.

ARTICLE VI. COUNCILS

Section 1. Council of Chapter Leaders
The Council of Chapter Leaders shall be a standing council of the Board of Directors.

Section 2. Other Councils
The Board of Directors may appoint other councils as they may in their discretion from time to time determine, and such councils shall have such terms and powers as the Board of Directors may determine.

Section 3. Council Chairs
The Chair of the Council of Chapter Leaders will be the CCL Chair as elected by the CCL membership. The chairs of all other councils will be appointed from the non-officer Directors by Presidential nomination with approval by majority vote of the Board of Directors.

ARTICLE VII. COMMITTEES
Section 1. Executive Committee:

A. Members: The Executive Committee shall consist of the officers, the Immediate Past President (for the year immediately following his/her term as President), the CEO, and each of the council chairs. If a vacancy occurs, a replacement may be immediately elected by the Board
and will serve for the unexpired period. The CEO shall be a non-voting ex-officio member. The chair of the Committee shall be the President.

B. **Meetings:** The Executive Committee shall, in intervals between meetings of the Board of Directors, hold such meetings as it may deem proper in order to carry out its functions. Except as otherwise provided by law, meetings of the Executive Committee may be summoned at any time by a member of the Committee. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee.

C. **Report to the Board of Directors:** The Executive Committee shall submit to the Secretary-Treasurer of the Board of Directors the written record of its acts. Such record shall be forwarded to the Board and shall be filed with the minutes of the Board.

D. **Powers:** The Executive Committee shall promote and facilitate the attainment of the objectives of the Board of Directors, prepare business for the Board, call special meetings, and shall transact the business of the Association in the intervals between meetings of the Board of Directors. It shall not spend association monies in excess of the limits as set by the Board of Directors.

Section 2. Nominating Committee:

**Article VI. Committees**

Section 2. Nominating Committee:

A. **Members:** The Nominating Committee shall consist of nine (9) members. The Immediate Past President shall be a member of the Committee and shall serve as Chair; provided that the Immediate Past President shall participate only during his or her tenure on the Board. In other years, the President shall appoint the Chair for one-year term. The President-Elect and Secretary-Treasurer shall be members of the Committee; the President shall appoint, with the advice and consent of the Board of Directors, two (2) current members of the Board of Directors and three (3) members of CLMA, to serve as members of the Committee; and the Chair of the Council of Chapter Leaders shall serve as a member of the Committee.

B. **Term:** Nominating Committee members shall serve for a term of one (1) year and may be reappointed for one additional one (1) year term.

C. **Duties:** Each year, the Board of Directors shall provide the Nominating Committee a "charge" by defining the attributes, competencies and skill sets it desires in nominees for officer and director positions. The Committee shall solicit and seek out candidates for nomination. The committee shall review all candidates and select one (1) nominee for each position for election.

D. **Additional Nominees:** Following the publication to the membership of the proposed nominees, the membership shall have 20 days to submit additional nominees using a petition signed by at least 10% of the membership. In the event there are additional nominees secured through the petition process, there shall be a ballot distributed to the entire membership for vote. The nominees receiving the most votes shall be declared elected. In the event there are no additional nominees secured through the petition process, the nominees presented by the Nominating Committee shall be declared elected.
E. Vacancies: In the event of a vacancy on the Nominating Committee, the President, with the advice and consent of the Board of Directors, shall appoint a replacement.

Section 4. Ex-officio Member of Committees: The President of the Association shall be an ex-officio, non-voting member of all committees except the Nominating Committee.

ARTICLE VIII. CHAPTERS

Section 1. Application: The Board of Directors shall have the power to issue a Chapter Charter upon the application of at least ten (10) members for recognition as a Chapter, provided the Chapter Agreement is executed by such members and that such members are in good standing as determined by the Board of Directors.

Section 2. Names and Bylaws: A newly formed Chapter shall adopt a name and a set of bylaws approved by the Board of Directors.

Section 3. Membership: All chapter members must also be members of CLMA.

Section 4. Inter-Chapter Relations: The Board of Directors shall exercise final and binding authority on any disputes arising between Chapters and/or their members. The Board of Directors may delegate Chapter and/or member disputes for mediation to the Council of Chapter Leaders.

Section 5. Council of Chapter Leaders: The Council of Chapter Leaders (CCL) shall consist of the Officers and Board Members of each Chapter. The Council of Chapter Leaders shall meet at each Annual Conference to advise the Board of Directors and to bi-annually elect a Chair-Elect. The CCL Chair will serve as a member of the Board of Directors, as defined in Article III, Section 2, who shall serve as a member of the Board of Directors for two (2) years or until their successor is elected. To be eligible to serve as Chair of the Council of Chapter Leaders, the candidate must be a regular member of CLMA, and 1) either a current or past chapter president or 2) must have served as an officer or board member of a chapter and on a CLMA Committee. Each chapter will have one vote in the election.

Section 6. Dissolution: The CLMA Board of Directors, by a two-thirds vote of the entire Board of Directors, may move to rescind the charter of a Chapter.

ARTICLE IX. INDEMNIFICATION

Section 1. The Association shall indemnify any director, officer, presidential board appointee or employee of this Association against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, or in connection with any appeal therein in which they are made a party by reason of being or having been such director, officer, presidential board appointee or employee, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding, to be guilty of bad faith or willful misconduct. The Association shall also reimburse any such director, officer, presidential board appointee or employee for the reasonable costs of settlement of any such action, suit or proceedings if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Association that such settlement be made and that such director, officer, presidential board appointee or employee was not guilty of bad faith or willful misconduct. Such rights of
indemnification and reimbursement shall not be deemed exclusive of any other rights to which any director, officer, presidential board appointee or employee may be entitled under any bylaws, agreement or otherwise.

Section 2. The Board of Directors shall seek to provide, at the expense of the Association, appropriate liability insurance coverage for directors, officers, presidential board appointees, committee members, employees and agents.

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

ARTICLE XI. AMENDMENTS TO BYLAWS
These Bylaws may be amended at a meeting of the members by a two-thirds (2/3) vote of the members present at said meeting. Notice of the meeting and the is provided to the members at least 30 days in advance. The proposed amended language will also be distributed to members in advance of the meeting. The Bylaws may also be amended by a member ballot by any means permitted by law, if a quorum votes and a majority of those voting approve the amendment.

ARTICLE XII. DISSOLUTION

Section 1. Dissolution: Subject to the requirements of the Law and of the Articles of Incorporation, the Association may at any time dissolve by affirmative vote of two-thirds (2/3) of its members as required by applicable law. Such vote may be taken by an electronic or postal mail vote in such manner as shall be prescribed by the Board of Directors.

Section 2. Distribution of Assets: In the event of the dissolution of CLMA, assets shall be distributed in the manner set forth in the Articles of Incorporation and in such other manner as prescribed by the law.

These Bylaws include changes that were voted on during a CLMA Bylaws Webinar held on December 21, 2016 at 12:45 pm Central Time.