

BYLAWS
of the
ASSOCIATION OF PATHOLOGY CHAIRS, INC.,
d/b/a the ASSOCIATION FOR ACADEMIC PATHOLOGY

ARTICLE I – NAME AND PURPOSES

Section 1. Name. The name of the corporation shall be the Association of Pathology Chairs, Incorporated, effective July 1, 2024 doing business as (“dba”) the Association for Academic Pathology (“the Association”), a 501(c)(3) non-profit organization incorporated in Maryland.

Section 2. Purposes. The mission of the Association is to provide leadership and 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 department leaders, faculty and staff 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 categories of members, whose rights, obligations, and benefits are outlined below and shall be further determined periodically by the Association’s Council:

1. Regular Members
2. Affiliate Members
3. Special Members
4. Associate Members

Section 2. Membership Application and Renewal Process. A Membership Committee will provide the following services under the direction and approval of the Association’s Council: 1) review new applications for membership and assign their membership category; 2) verify any 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 Association.

New applications for membership, applications to change member categories, and renewals of existing members will be preliminarily reviewed by the Membership Committee, which will make a recommendation to the Association’s 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 the

Association 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 the Association's Council.

Section 3. Regular Members. Regular Members of the Association shall be the departments of pathology and/or laboratory medicine (or other relevant departments) in academic institutions, that meet the criteria for Regular Membership as outlined in Section 2 above. Any Regular Member in arrears of dues as defined by the Association's 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 Association's Council.

The chair or chief (or equivalent term) of Regular Members in good standing shall have the right to vote to approve amendments of the Bylaws, to vote for Council members of the Association, and to be elected to the Association's Council. When a department is represented by more than one chair or chief member, said chair or chief members shall have a fractional vote proportional to the total number of chair or chief members from that department. Chair or chief member privileges in the Association shall terminate whenever a chair or chief ceases to be chair or acting chair of a qualified department.

Section 4. Affiliate Members. Affiliate Members of the Association shall be selected from among the departments of pathology and/or laboratory medicine (or other relevant departments) in academic institutions, that meet the criteria for Affiliate Membership as outlined in Section 2 above.

The chair or chief (or equivalent term) of Affiliate Members in good standing may be appointed by the Association's Council to attend meetings and to participate in committees, groups and sections of the Association to advance the mission of said committees, groups, sections, and meetings.

Section 5. Special Members. Individuals who are not defined by Article II, Sections 3 and 4, and who support the mission and aims of the Association, may be appointed by the Association's Council to attend meetings and to participate in committees, groups or sections of the Association as Special Members (Active or Emeritus). Members of the Academy of Distinguished Pathology Educators, Society of '67 Board Members and other individuals in service to activities of the Association, who are otherwise not qualified for departmental membership in the Association, shall be designated as Special Members. The dues and benefits of membership for Special Members (Active or Emeritus) shall be determined by the Association's Council.

Section 6. Associate Members. Organizations or companies that are committed to the development and prosperity of academic pathology and laboratory medicine may affiliate with the Association as Associate Members. Associate Member applications shall be approved by unanimous vote of the Association's Council, and reviewed for renewal annually. Associate Member status may be revoked by unanimous vote of the Association's Council. Associate Members will have no voting rights nor Council representation.

Section 7. Forfeiture, Resignation, and Revocation of Membership. Any member in arrears of dues shall forfeit certain benefits of membership as defined by the Association's Council and the operating procedures of the Association. A member may resign from membership by submitting a letter to the Executive Director. The Association's 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 shall be the primary governing body. The Association's Council shall establish the policies and procedures for the Association consistent with its purposes. All members of the Association's Council, including any Affiliate Member or Senior Fellow elected or appointed to serve on the Association's 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 Association's 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 Association's Council shall be two Councilors-at-Large, the Chairs of the Standing Committees listed in Article V, and the Chair of the Senior Fellows Group.

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 Association's Council, s/he shall appoint the chair of the Society of '67 Board, the chair of any *ad hoc* committees, and shall designate all official delegates, representatives, and liaisons to other groups unless otherwise provided in the Bylaws. Subject to the consent of the Association's Council, the President may create, combine, or discontinue all *ad hoc* committees and groups. The President (in addition to the Executive Director) shall have the authority to sign in the name of and on behalf of the Association any position statements authorized by the Association's 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 and groups.

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 elected by the voting chair membership for a term of one year and shall be a voting member of the Association's 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 Association's 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 Association's 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. Councilors-at-Large. Two Councilors-at-Large shall be elected by the chair membership to serve as voting members of Council and shall serve for three-year terms (each) 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. One Councilor-at-Large will be charged by the President to chair the Membership Committee. The other Councilor-at-Large will be charged by the President with performing certain services determined in consultation with the Association's Council.

Section 9. Chairs of Standing Committees. Chairs of Standing Committees listed in Article V, Section 1 shall be voting members of the Association's 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 the 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.

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 an 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 Association's, 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 Association's 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 Association's.

As necessary, the Nominating Committee shall present a slate of candidates to the chair membership for open positions on the Association's 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 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 Association’s 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 Association’s membership for Chairs of the above mentioned Standing Committees, and shall present a slate of candidates for their Chairs to the Association’s 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 Association’s 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 Association’s 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. Membership Committee. The President, with the advice and consent of the Association’s Council, shall constitute a Membership Committee, chaired by a Councilor-at-Large, to provide the following services under the direction and approval of the Association’s 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 Association.

Section 4. 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 5. Ad hoc Committees and Groups. The President, with the advice and consent of the Association's Council, may establish and disband *ad hoc* committees and groups as deemed necessary for the proper promotion of the Association's purposes and shall appoint Chairs and members of the *ad hoc* committees and groups 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 Association's 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 Association's Council and (b) report directly to the Association's Council through the Chair of the Section. The Association's Council may establish dues and fees associated with participation in Sections. The Association's 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 allopathic and osteopathic medical schools.

Section 5. Graduate Medical Education Administrators Section. The Association shall include the Graduate Medical Education Administrators Section (“GMEAS”) to foster excellence in graduate medical education programs in Pathology through the exchange of ideas and methods between administrators, program directors, and other stakeholders, and by creating opportunities for the education and career development of administrators.

ARTICLE VII - FINANCES

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

Section 2. Dues. The Association’s 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 Association’s 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 Association's Council. Official meetings of the Association will be organized by the Association's 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 Association's 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 Association 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 Association's 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 Association's Council.

Section 3. Liaisons. The Association's Council shall be empowered to appoint liaisons to affiliates and other organizations. Individuals representing other organizations may be appointed by the Association's 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.

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 Association 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, groups 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 Executive Director and 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. Review and approve all membership recommendations made by the Membership Committee.
9. Review and renew Associate Members annually.
10. Set the dues structure, criteria and fees for the various member categories.
11. Appoint an Executive Director to carry out the mission of the Association in accordance with its Bylaws and operating procedures.
12. Establish obligations, benefits, rights, and privileges of members in accordance with the Bylaws.
13. Establish and amend the operating procedures of the Association.
14. Consider proposals for Amendments to the Bylaws.
15. Consider proposals for affiliation.
16. Enter into formal arrangements with other organizations for the management of operations and meetings that further the mission of the Association.
17. 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 Association's Council.
2. Serve as a non-voting, *ex officio* member of the Membership Committee.
3. Serve as Treasurer on the Society of '67 Board.
4. Assure that the records and archives of the Association are properly maintained.
5. Assure that an operating budget is presented to the Council for its approval annually.
6. Receive the results of any mandated audits of the Association's finances.
7. Have the authority to sign in the name of and on behalf of the Association any contracts or agreements authorized by the Council.
8. Make a complete financial report at the annual Business Meeting of the Association.
9. Direct the issuance of a newsletter at intervals to be determined by the Council but not less than annually.
10. 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 Association's Council, sections, and committees.
4. Manage meetings of the Association's 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 Association's Council.
7. Assist the Past President and the Nominating Committee in the election of the Association's Council.
8. Have the authority to call a meeting of the Association's 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.
12. Serve or assign a designee to serve as the Executive Director of the Society of '67.

The Research Committee shall:

1. Include in its scope fundamental and translational research, research in quality improvement/management, as well as research scholarship in the educational sector as applicable to academic departments of pathology.
2. Provide chairs and administrators of academic pathology departments with information that is useful to enhance the research mission within departments, including: survey of current state, issues and concerns; strategies to support research in departments of pathology (including space, core resources, extramural and intramural funding); strategies to enhance pathology as a career choice for physician-scientists; strategies to enhance research productivity from clinical faculty; training learners at various levels in pathology research.
3. Facilitate networking among chairs and administrators of academic pathology departments to discuss problems related to the research and administrative missions and to share solutions. Utilize this information as a springboard to organize the Research Session at the annual APC meeting, focusing on topics of broad interest.
4. Support the training, professional development, and interdisciplinary participation of physician-scientists, clinical PhDs and basic scientists to broaden awareness of pathology as a resource, expand career opportunities for faculty, and enhance the pipeline for pathology.
5. Identify important advocacy issues as they relate to pathology research and liaise with appropriate APC committees and other organizations to promote them.

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 Association's 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 Association's 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.

The Advocacy Committee shall:

1. Establish Advocacy Committee processes and constitute committee membership that enables the committee to monitor and (as appropriate) respond to issues of greatest importance to academic pathology that are either not being addressed by other pathology organizations or deemed critical enough that APC should advance its own advocacy perspective and actions.
2. Utilize APC's committees, sections and working groups as primary sources to identify issues of greatest interest to members and to provide initial input on appropriate advocacy actions.
3. Keep APC's members informed of APC's actions through communications, including by email, occasional virtual events, and presentations at the annual APC meeting.
4. With the support of the Deputy Director, draft communications for approval by APC Council, including position statements, letters and messages to APC's members.
5. Following Advocacy Committee processes, represent the interests of APC and academic pathology to various legislative bodies, governmental agencies, licensing and accrediting bodies, and other pathology and non-pathology professional organizations.
6. Facilitate grass roots engagement by APC's members, as appropriate.
7. Nominate, when deemed appropriate, a candidate for consideration by APC Council to receive the APC Friends of Pathology Award.

The Leadership Development and Diversity Committee shall:

1. Evaluate the status and needs of the Association's 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 Association.
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 the Association's chair members in successful recruitment, mentoring, retention, and advancement of faculty members in academic departments.
7. Represent the interests of the Association and academic pathology with other professional pathology societies and at member institutions, to promote the mission and vision of the Association for leadership development and diversity inclusion.

Membership Application and Renewal Process

In accordance with Article II and Article V, Section 3, the Membership Committee reviews applications received through a questionnaire online, which collects information about the applicant's academic activities, such as accredited training programs, research and scholarship, service lines, and affiliations with medical schools. The Committee may contact the applicant for additional information, if needed. The Committee's overarching principles in evaluating applications are to be inclusive of all North American academic pathology departments and to preserve Regular membership status for those that fulfill the missions of medical education, research, and practice. Pathology departments that are within for-profit hospital enterprises or are outside of Canada and the United States and Territories are not currently eligible for Regular or Affiliate membership, but may be considered for Special or Associate membership.

The Membership Committee evaluates applications and makes recommendations to the Association's Council for acceptance as either Regular, Affiliate or Special members, or to be rejected based on insufficient academic activity or merit. The final decision for each application is rendered by a vote of the Association's Council, in accordance with Article III, Section 11.

Once membership in the Association is established, Regular, Affiliate and Special members in good standing may apply to move from one category of membership to another. Regular, Affiliate and Special members may be evaluated from time to time by the Membership Committee to reaffirm their membership category. Associate members are reviewed annually for renewal, in accordance with Article II, Section 6. In all cases, any recommendations made by the Membership Committee will be voted on by the Association's Council, in accordance with Article III, Section 11. Members not in good standing for more than two years must reapply for membership.

Distinguished Service Award Process

1. The Association's 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 Association's Award shall be solicited from the Association's chair membership prior to the Winter Council Meeting. Nominations must include a primary and a secondary nomination letter, both from Association's members, and a recent curriculum vitae of the candidate. Every nominee's candidacy for the award remains active for three consecutive years.
3. Association's 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 Association's 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 Association's 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 Association's 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. Association's 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 Association's Council and will receive their respective awards during the annual Association's 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 Association's 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 Association's 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. 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.

Notification to Members Not in Good Standing

With respect to Article II, Section 2, paid staff of the Association 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.

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.

Appended:

Senior Fellows Group Operating Procedures

Society of '67 Operating Procedures

Academy of Distinguished Pathology Educators Operating Procedures

**SENIOR FELLOWS GROUP
OF THE ASSOCIATION OF PATHOLOGY CHAIRS
OPERATING PROCEDURES**

Accepted July 2017
Revised March 2018
Revised July 2020
Revised February 2023

NAME AND PURPOSE

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 APC Bylaws Article V, Section 6 and the Operating Procedures of the APC). 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.

MEMBERSHIP

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 the 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 APC Bylaws Article V, Section 6, and in the Operating Procedures of the APC.

When a Pathology Department chair or interim chair who meets the above length of service requirements notifies the APC office of his/her intent to step down from the chair, they will be encouraged to consider applying for membership in the APC SFG and directed to the online application form. Chairs may submit the application for consideration prior to stepping down, which will be handled as a regular SFG application. However, if approved, SFG membership will not become effective until the chair has officially stepped down.

PROCESSES

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 APC Bylaws 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 relationships 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.

APC SOCIETY OF '67 OPERATING PROCEDURES

Established August 31, 2017

Amended: October 18, 2019; December 15, 2020; June 23, 2023

1. NAME AND PURPOSE

In accordance with the Operating Procedures of the Association of Pathology Chairs (APC, “the Association”) and the Duties of the Council (#15): “Consider other matters in furtherance of the mission and aims of the Association as permitted by the Bylaws,” the APC hereby establishes the **Society of '67 ("the Society")** to support programs that foster the development of academic pathology and future leaders in academic practice, education, and research. The Society's name honors the founding year of the APC, which occurred in 1967. The Society provides a vehicle for individuals, families and corporate partners to invest in the future and legacy of academic pathology to advance and improve health care.

2. MEMBERSHIP

A. Eligibility

Individuals who make donations to the Society are eligible for membership according to the level of contribution starting at the first recognition membership category. While donations from corporations and other commercial entities are welcome, corporations and other commercial entities are not eligible for membership in the Society. Individuals who make major donations that do not align with the Society of '67's programs will be considered as a Special Gift by both the Society of '67 Board and APC Council (Section 3).

B. Membership Categories

Donors are recognized in a tiered-level structure based on the amount donated as established and reviewed by the Board at least every three years. Membership to the Society of '67 is determined by the amount donated and eligibility for voting and serving on the Board is as follows:

- **Contributors** are recognized as donors who contribute below the baseline for membership. Contributions are considered as an unrestricted donation to the Society of '67. Contributors do not have voting privileges.
- **Annual Members** are recognized as donors in a tiered-level structure based on the amount of their donation up to the next level of membership. Annual Members may designate their donation to support an established program; otherwise, their contribution is considered an unrestricted donation. Annual Members have voting privileges and are eligible to serve on the Board for a 1-year term (renewable).
- **Lifetime Members** are at the highest level of membership with donations provided in lump sum or in aggregate. Lifetime Members may designate their donation to support an established program; otherwise, their contribution is considered an unrestricted donation. Lifetime

Members have voting privileges and are eligible to serve on the Board for 2-year terms (renewable).

C. Resignation and Revocation of Membership

A member may resign from membership by submitting a letter to the Society Chair. The Society Board, by unanimous vote, may revoke membership of any member who does not meet generally accepted ethical standards.

3. SPECIAL GIFTS

A. Major Donations

All major donations at a minimum amount determined by the Society of '67 Board and the APC Council and based on the scope of the program, may be considered as either a one-time gift or a permanent endowment for supporting existing or future recipients, programs, or projects of the Society of '67 or the APC.

B. Recognition and Naming Privileges

In addition to being recognized at the appropriate Lifetime Membership level, donors of Special Gifts may consider naming their contribution with approval by the Society of '67 Board and APC Council. Once approved by APC Council, the funds will be managed by APC and the program awards will be administered by the Society of '67 Board.

4. GOVERNANCE

A. The Board

The Society Board is the primary governing body. The Board will establish policies and procedures for the Society consistent with its purpose. The Board will consist of the APC President or their designee, the APC Secretary-Treasurer, and between 3 and 15 members from the Society of '67, elected by Society of '67 members. No more than 50% of the Board shall be composed of annual members.

B. Officers of the Board

Officers of the Board consist of a Chair, a Secretary, and a Treasurer.

C. Chair

The Chair will be the APC President or designee. The Chair will preside at meetings of the Board. Chair duties include:

1. With input from the Society Board and its Executive Director, set an agenda for meetings at least twice a year;
2. Chair meetings of the Board;
3. Provide an annual Society report to APC Council.

D. Treasurer

The APC Secretary-Treasurer will serve as the Treasurer of the Society of '67 consistent with the APC Bylaws in electing the APC Secretary-Treasurer. The Treasurer will:

1. Assure that an annual operating budget is presented to the Board for its approval;
2. Give a programmatic financial report as requested by the Board.

E. Secretary

The Secretary will serve for a two year term, and may serve consecutive terms. The Secretary is a Board member elected by the Society Board. The Secretary will:

1. Assure that the records and archives of the Society are properly maintained;
2. Contribute articles on Society activities for the APC Newsletter.
3. Maintain member eligibility, if an annual member of the Society of '67.

F. Board Member

Board members are elected by Society members. Lifetime members elected to the Board serve a two-year term, and may serve consecutive terms if re-elected. Annual members elected to the Board serve a one-year term and may serve consecutive terms if membership eligibility is maintained and re-elected.

G. Executive Director

The APC Executive Director or their designee will serve as the Executive Director of the Society. The Executive Director will:

1. Be responsible for the day-to-day management of the Society;
2. Serve as a non-voting, *ex officio* member of the Board and committees of the Society;
3. Have custody of the permanent records and authority to certify as true: copies of minutes, resolutions, these Bylaws, and other documents;
4. Advise the Treasurer on the preparation of the annual budget and financial reports;
5. At the specific request of the Board, negotiate with external agencies, organizations, and individuals regarding donations to the Society;
6. Have the authority to sign in the name of and on behalf of the Society any statements, contracts or agreements authorized by the Board;
7. Have the authority to receive and disburse Society funds and to delegate such in accordance with the Operating Procedures of the Society.

H. Duties of the Board

The Board establishes Operating Procedures of the Society. Other duties are defined by the Operating Procedures. The Board will:

1. Establish policies and procedures in accordance with the purpose of the Society;
2. Review, revise, and approve an annual budget;
3. Establish or discontinue ad hoc committees and work groups;
4. Establish the Operating Procedures of the Society.
5. Approve recipients of Society support, including Travel Scholarships, Research and Publication Grants and other programs and projects.
6. Consider other matters consistent with the mission and aims of the Society.
7. Foster development: Support the design and implementation of development strategies, i.e., fundraising and maintaining donor relations.
8. Create, evaluate, modify, and dissolve programs.

I. Meetings of the Board

The Board will meet at least twice a year. The Board may meet face-to-face or by teleconference or digital/electronic media. The required quorum for conducting business is a majority of current Board members.

J. Voting

Board voting will be in accordance with Article III Section 11 of the APC Bylaws, specifically: The required quorum for conducting official business of the Association [the Society] shall be a majority of the voting members of the Council [the Board], 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.

K. Relationship to APC Council

APC Council will define the role, duties and responsibilities of the Society in the APC Operating Procedures. The Society will develop its own Operating Procedures that will be approved by APC Council. The Society will report directly to APC Council through the Chair of the Society Board. The APC Council Executive Director will separately track expenses and finances of the Society, which will be included in the APC financials but will be tracked and reported separately.

5. APPOINTMENTS AND ELECTIONS

A. Appointments

The APC Council President or designee will serve as the Chair of the Board. The APC Council Secretary-Treasurer will serve as the Treasurer of the Board.

B. Nominating Committee

The members of the Nominating Committee shall be the Society of '67 Chair, the Treasurer, the Secretary, and two other Society members, who shall be determined by the Chair of the Nominating Committee. If there is an unexpected vacancy on the Nominating Committee, the Board may, if it deems necessary, may appoint other Society members in good standing.

C. Elections

The Nominating Committee shall develop a slate of candidates from the Society of '67 membership for open positions on the Society of '67 Board. Nominations will be solicited from among the membership of the Society. Effort will be made to balance donor levels and who are representative of the diverse roles, regions and ethnicities that constitute the membership. If more nominations of Society members are submitted than the available seats up for election, the Nominating Committee will generate a slate of candidates, and ballots will be distributed electronically to members who will vote to elect Society members to the Board. At least 20% of Society members must submit a ballot for results to be valid. The Society members who receive the greatest number of votes from the members voting shall be declared elected. However, no more than 50% of the Board shall be comprised of annual members. In the event of a tie vote for any position, the winning nominee shall be declared by the Nominating Committee. In the even there is a discrepancy or challenge to any election, the Board shall decide the matter by a majority vote. The nominees will be selected by acclamation if there are fewer Society members nominated to complete the Board.

D. Terms of Office

Terms of Office for Board Members, except for Chair and Treasurer, begin on January 1st, the start of the So67 fiscal year (Section 7.A.). The Chair and Treasurer and their terms of office will be determined through the APC Council electoral process. Board members must continue to be members in good standing of the Society during their term on the Board.

E. Vacancies

The Board may direct that a special election be held when a Board member resigns or should their membership in the Society lapse. The special election may be held to fill a Board position for a specific time period not to exceed two years. The Board may also elect to appoint an individual from among the membership to serve on the Board for the remainder of the vacant term.

6. COMMITTEES

A. Nominating Committee.

The Nominating Committee is described in Section 5.B.

B. *Ad hoc* Committees

The Board may establish and disband *ad hoc* committees and appoint chairs and members to these committees as deemed necessary.

7. FINANCES

A. Fiscal year

The fiscal year of the Society shall begin on January 1.

B. Financial Reports

The Executive Director will provide the Board with statements of assets, income, expenditures and capital.

C. Indemnification

Society Board members shall be indemnified by the APC according to Article VII Section 6 of the APC Bylaws.

8. CONFLICT OF INTEREST AND ETHICS

A. Fiduciary Responsibility

All Officers and Society Board members will comply with the APC Fiduciary Responsibility Policy.

B. Conflicts of Interest

The Society Board members will undertake no activity to personally profit from their position on the Board. Board members will disclose actual or apparent conflicts of interest and abstain from votes where a conflict or apparent conflict is identified. Board members receive no payment from the Society, with the exception of reimbursement for expenses related to Society activities, where such reimbursement is authorized by the Board.

**OPERATING PROCEDURES OF THE
ACADEMY OF DISTINGUISHED PATHOLOGY EDUCATORS
OF THE ASSOCIATION OF PATHOLOGY CHAIRS, INC.
Approved, October 2023**

Article I. Name:

In accordance with the Operating Procedures of the Association of Pathology Chairs (APC, “the Association”) and the Duties of the Council to “Consider other matters in furtherance of the mission and aims of the Association as permitted by the Bylaws,” the APC hereby establishes the Academy of Distinguished Pathology Educators (ACADEMY).

Article II. Mission:

The mission of the ACADEMY is to advance APC’s educational mission as well as to provide support to and expand the activities of the APC’s UME and GME Committees, and the PRODS and UMEDS Sections of APC.

Article III. Membership:

A. Inaugural members.

Based on demonstrated recognition and distinction for impactful, high-quality contributions to the educational mission within medicine and health care in the domains described in Section 2, and for demonstrating and pledging a commitment to ongoing contributions to the APC educational mission, APC leadership approved 20 inaugural ACADEMY members in May 2023 and selected a steering committee from among those members to implement the ACADEMY.

B. Members.

- 1. Eligibility:** Only individuals from APC member institutions shall be considered for regular membership in the ACADEMY. Educational leaders from non-APC institutions may be considered as ad hoc members.
- 2. Selection Criteria:**
 - a. Educational scholarship demonstrated by:
 - i. A sustained and ongoing record of creative work, which may include peer-reviewed articles, textbooks, invited educational reviews, digital educational products and technology.
 - ii. Major educational grants from Macy Foundation, Stemmler, or other organizations.
 - b. Educational administration and leadership:
 - i. Educational organizations including RIME, GEA, AAMC, AMA, ABP, ACGME, NBME, NAM and NAS, etc.
 - ii. Home institution, such as vice dean for education; senior associate dean for academic affairs; etc.
 - iii. Pathology and lab medicine professional organizations (including APC, PRODS, and UMEDs)

- iv. Other healthcare educational institutions or programs including schools of allied health, nursing, pharmacy, etc.
- c. Curriculum and/or instructional design innovations that may include transformational change locally and/or innovations that are disseminated or adopted outside the home institution.
- d. Mentorship, specifically in medical education, educational scholarship and educational leadership: These mentorship activities should be accompanied by examples of mentee success in medical education such as publications, grants, leadership positions etc.

C. Dues and Fees.

Members will not be assessed dues or fees to maintain membership in the ACADEMY.

D. Rights and Privileges.

Each member shall have one vote on ACADEMY matters requiring a vote.

Article IV. Meetings:

A. Business Meeting.

There shall be at least one business meeting for ACADEMY members, held in conjunction with the APC annual meeting.

B. Other Meetings.

Members will meet monthly or at a frequency chosen by the membership to address ACADEMY issues.

C. Quorum and Voting.

Voting will be in accordance with Article III Section 11 of the APC Bylaws, specifically, the required quorum for conducting official business of the ACADEMY shall be a majority of the voting members, at least two of whom must be an Officer. Except as otherwise stated in these Operating Procedures, in any decision requiring a vote, a simple majority of those voting shall carry the vote.

Article V. Governance and Elections:

A. Relationship to APC Council.

APC Council will include the role, duties and responsibilities of the ACADEMY in the APC Operating Procedures. The ACADEMY will develop its own Operating Procedures that will be approved by APC Council. The ACADEMY will report directly to APC Council through the Chair of the ACADEMY Board. The APC Executive Director will separately track the income and expenses of the ACADEMY.

B. Governing Board.

The Board shall be the primary governing body of the ACADEMY and shall consist of the elected Officers and members at large. The Board's responsibilities include:

1. Establish policies and operating procedures in accordance with the purpose of the ACADEMY;
2. Review and approve new ACADEMY membership applications;
3. Establish or discontinue ad hoc committees and work groups;
3. Create, evaluate, modify, and dissolve programs;
4. Select recipients of ACADEMY services and participants in ACADEMY programs;
5. Consider other matters consistent with the mission and aims of the ACADEMY.

C. Board Members.

Board members are elected biennially by the ACADEMY members. The elected Board Members shall consist of a Chair, Chair-Elect, Immediate Past Chair, Secretary, Secretary-Elect, and Members at Large as determined by the ACADEMY.

D. Board Meetings.

The Board shall determine the frequency of their meetings but shall meet at least once a year.

E. Voting Privileges.

All Board members shall vote on matters requiring Board action.

F. Terms of Office.

The term of office for each Officer shall be two years. The Chair-Elect and Secretary-Elect shall succeed the Chair and Secretary, respectively. The terms of office for each Member-at-Large shall be two years, renewable for one additional consecutive term. Previous Board members shall be eligible to serve after a two-year absence from continuous service.

G. Vacancies.

If a Board member is unable to complete their term, the Board will be directed by the Nominating Committee to appoint a replacement or to hold a special election to fill the position for the remainder of the vacated term. In the event of their vacancies, the Chair and Secretary positions will be automatically and immediately filled by the Chair-Elect and Secretary-Elect, respectively.

H. Elections.

Elections will be held every two years for open Board positions. Special elections may be held to fill an unexpected open position, as determined by the Nominating Committee. The Immediate Past Chair will serve as Nominating Committee Chair and oversee the election of Board members and officers.

I. Parliamentary Authority.

The most recent edition of Robert's Rules of Order shall be used to conduct business.

Article VI. Duties of Officers:

A. Chair.

The Chair is responsible for leading the advancement of the ACADEMY and for promoting its mission and goals. The Chair will set the agenda for and preside over ACADEMY meetings. The Chair will represent the ACADEMY, including reporting to the APC Council on the ACADEMY's business and programs.

B. Chair-Elect.

The Chair-Elect shall assist the Chair with their duties and shall serve in place of the Chair as needed.

C. Immediate Past Chair.

The Immediate Past Chair shall head the Nominating Committee and fulfill other ACADEMY functions designated by the Chair.

D. Secretary.

The Secretary shall serve as recorder for all ACADEMY meetings and distribute minutes to the membership.

E. Secretary-Elect.

The Secretary-Elect shall assist the Secretary with their duties and shall serve in place of the Secretary as needed.

F. Members-at-Large.

The Members-at-Large shall assist in ACADEMY governance and are eligible to lead committees or working groups.

Article VII. Committees:

A. Standing Committees.

- 1. Nominating Committee:** The Nominating Committee is responsible for organizing and overseeing ACADEMY elections. The Immediate Past Chair will head the committee. Other Nominating Committee members will be selected by the Nominating Committee Chair from among other members of the Board.
- 2. Ad Hoc Committees:** Ad hoc committees and working groups, e.g. program committee, will be appointed by the Board, as needed, to achieve the ACADEMY's mission and goals.

Article VIII. Finances:

A. Finances.

The Board may solicit funding for approved ACADEMY activities from the APC Council, the Society of '67 or other external sources. APC Council will approve and oversee the conditions and budget for ACADEMY programs and services, including fees to participants, staffing, and vendors used to support ACADEMY activities.

B. Fiduciary Responsibility.

All ACADEMY members shall adhere to the APC Fiduciary Responsibility Policy as outlined in the APC Bylaws.

Article IX. Amendments:

Amendments to the Operating Procedures may be proposed by the Board or by petition from the ACADEMY membership. A minimum of 20% of the membership must support a petition from ACADEMY members in writing. Consistent with Article V.A., amendments to the Operating Procedures will be approved by APC Council.