



## World Association of Societies of Pathology and Laboratory Medicine (WASPaLM)

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Henry Travers

### WASPaLM ADMINISTRATIVE OFFICE

MZCongressi

Via Carlo Farini, 81

Milano

## BY-LAWS OF THE WORLD ASSOCIATION OF SOCIETIES OF PATHOLOGY AND LABORATORY MEDICINE

The present by-laws has been modified with respect to the version approved in 2016. The modification was proposed and approved by the Board on 27.11.2018 and approved by the Constituent Societies of the House of Representatives on February 2019.

<p>ARTICLE 1 Name, Purposes, Activities, and Powers</p>	
<p><u>Name.</u></p>	<p>The name of this organization shall be the World Association of Societies of Pathology and Laboratory Medicine (the “Association”).</p>
<p><u>Purposes</u></p>	<p>The principal purposes of the Association shall be to extend medical knowledge, further the welfare of the sick, and promote public health. More specifically, the purposes of the Association are to promote the practice of pathology and laboratory medicine; the development of all branches of pathology and laboratory medicine, education in pathology and laboratory medicine, and the organization of efficient pathology and laboratory medicine services; and to foster the development of and cooperation among its constituent societies and, thereby, to benefit patients and facilitate the improved understanding of disease throughout the world.</p>
<p><u>Activities.</u></p>	<p>The Association shall carry out its purposes, and support its Constituent Societies and Associate Societies, through activities which shall include the following: communication, facilitation of standard setting; leadership in the development of international standards for laboratory accreditation and for certification of pathologists, laboratory medicine physicians and pathologist assistants; and creation of global opportunities for cooperation in education, research, practice, and commerce.</p>
<p><u>Powers</u></p>	<p>Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Association shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.</p>
<p>ARTICLE 2 Office and Agent</p>	
	<p>The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices such as the Administrative Office or the Liaison Office within or without the State of Illinois as the Board may from time to time determine.</p>
<p>ARTICLE 3 Membership</p>	
	<p>The Association shall have two classes of members:</p> <p style="padding-left: 40px;">(1) Constituent Societies (Dues paying)</p> <p style="padding-left: 40px;">(2) Associate Societies (Non-dues paying)</p> <p style="text-align: center;"><u>Qualifications.</u></p> <p>(1) Membership in the Association as a Constituent Society shall be open to societies of pathology and /or laboratory medicine, at least a majority of whose voting members are</p>

	<p>lawfully qualified physicians specializing in the practice of pathology and/or laboratory medicine.</p> <p>(2) Membership in the Association as an Associate Society shall be open to societies of pathology and/or Laboratory medicine, the majority of whose voting members are not physicians or that do not fulfill the requirements to be a Constituent Society.</p>
Article 4	
<u>Governing bodies</u>	
<b>The House of representatives</b>	
<u>Purpose</u>	The House of Representatives advises the Association, through the Board (see after), on all matters of policy and programs of the Association.
<u>Composition</u>	<p>Representatives of Constituent and Associate Societies.</p> <p>Each Constituent Society and each Associate Society shall appoint two Representatives to the House of Representatives.</p> <p>Each Constituent Society shall have one vote on matters coming before the House of Representatives. Associate Societies shall not have a vote.</p> <p>The Representatives shall act for and represent the interests of the Constituent Society or Associate Society and, in such capacity, shall have the obligations and may exercise the privileges of that Constituent Society or Associate Society. Representatives may serve multiple consecutive or nonconsecutive terms.</p>
<b>The Board</b>	
<u>Purpose</u>	<p>The Board is the governing unit of the Association.</p> <p>The Board shall consist of elected members</p>
<u>Officers and Directors</u>	
<u>General Powers and Duties.</u>	<p>The affairs of the Association shall be managed by or under the direction of its Board, which shall serve as its Board of Directors.</p> <p>The Board shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:</p> <ul style="list-style-type: none"> <li>To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the Association in order to promote the purposes of the Association</li> <li>To transact the general business of the Association</li> <li>To elect members to the Association;</li> <li>To represent the Association and present the Association's views and opinions to the public; and to organize and sponsor workshops and other educational meetings on topics of interest to members and to the public</li> <li>To organize the World Congress of Pathology and Laboratory Medicine</li> </ul> <p>The Board may establish specific Committees, whose presidents can be co-opted into the Board</p>

<u>Enumeration</u>	<p>(a) The Officers of the Association shall be the President, the President-elect, the Past President and the Secretary-Treasurer. There shall be 7 Directors each of whom is elected from WASPaLM Regions (which shall correspond to the WHO regions plus one for North America) by Constituent Societies located in those regions. The director of a specific region represents all the region.</p> <p>(b) There will 3 additional Directors – Directors at Large, 2 of them will be elected to the Board as Individuals and who are members of one of the Constituent Societies and lawfully qualified physicians specializing in the practice of pathology and/or laboratory medicine. The third Director at Large is nominated by the Board to maintain the relationship with the Japanese Corporate Sponsors</p>
<u>Qualifications</u>	<p>A director shall be a person good standing (e.g. must not be under criminal investigation etc). If no Director from these regions is elected, the Board has the right to nominate additional directors at large.</p>
<u>Audit Committee</u>	<p>An audit committee, composed by a member of the Board and by additional two members elected by the Constituent Societies, shall control the annual budget of the Association. The members of the Committee shall elect a President.</p>
<u>Probi Viri</u>	<p>A Committee of three Probi Viri shall be nominated by the Board in its first meeting. Probi Viri must help the Board in decisions about people.</p>
<u>Election</u>	<p>Elections ordinarily shall be held in conjunction with a World Congress of Pathology and Laboratory Medicine.</p> <p>Election shall be accomplished by means of mail or electronic (e-mail) ballot sent to Constituent Societies of the Association</p> <p>The procedures for the election shall be decided by the Board and communicated to all the Constituent Societies</p>
<u>Term of Office.</u>	<p>The President of the Association shall succeed from the office of President-elect. The President shall hold office for one term of four years.</p> <p>The President-elect of the Association shall be elected by the Constituent Societies after being candidate, and shall hold office for one term of four years prior to succeeding to the office of President; provided that, if the President-elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of President unless elected to do so.</p> <p>The Immediate Past President of the Association shall succeed from the office of President and shall hold office for one term of four years.</p> <p>The Secretary-Treasurer of the Association shall be elected by the Constituent Societies, after being candidate and shall hold office for a term of four years; following elections, the office may be renewed for up to three consecutive terms.</p> <p>Directors of the Association shall be elected by the Constituent Societies pursuant to the procedures set forth herein, shall hold office for a term of three years; following elections, the office may be renewed for up to two consecutive terms.</p>

	<p>The term of office of each regularly elected Officer and Director shall begin on the last day of the World Congress at which their election is certified or at such later date of certification as is set forth above. Each Officer and Director shall hold office until the next-to-last day of the World Congress in the final year of the Officer's or Director's term of office, and until a successor has been elected and qualified, or until such Officer's or Director's earlier death, resignation, or removal in the manner hereinafter provided. Election of an Officer or Director shall not of itself create any contract rights.</p>
<u>Resignation.</u>	<p>Any Officer or Director may resign at any time by giving notice to the President. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation need not be accepted in order to be effective.</p>
<u>Removal.</u>	<p>One or more Officers or Directors may be removed for cause. Cause for removal may be found where the Board has determined that the Officer or Director has neglected his or her duty, has engaged in improper conduct prejudicial to the interests of the Association, has violated the law, the Articles of Incorporation, or these Bylaws, or has engaged in other activity deemed to be cause for removal by the Board.</p> <p>Officers and Directors may be removed by the affirmative vote of two-thirds of the Constituent Societies present at a properly convened meeting of the House of Representatives at which a quorum is present and for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more Officers or Directors named in the notice is delivered to all Constituent Societies. Only the named Officer(s) or Director(s) may be removed at such meeting.</p> <p>Alternatively, Officers and Directors may be removed by the affirmative vote of two-thirds of all of the Constituent Societies by electronic (e-mail) ballot provided that notice, either electronic or written, stating the purpose of the ballot is to vote upon the removal of one or more officers or Directors named in the notice is delivered to all Constituent Societies no less than 60 days prior to the date of the vote. Only the named officer(s) or Director(s) may be removed by such ballot.</p> <p>The removal of an Officer or Director shall be without prejudice to the contract rights, if any, of the person so removed.</p>
<u>Vacancies.</u>	<p>A vacancy in any office shall be filled by appointment by the Board until the next regular election of the Association except as provided elsewhere in this Bylaws. Such appointment shall be made by the affirmative vote of two-thirds of the Board present at a properly convened meeting at which a quorum is present or by unanimous consent via electronic (e-mail) ballot.</p>
<u>Compensation.</u>	<p>No officer or Director shall receive any compensation for service as an officer or Director, except that an officer or Director may be reimbursed for reasonable expenses incurred in connection with his or her service to the Association as determined by the Board.</p>
<u>Duties of Officers.</u>	<p>The officers of the Association shall have such express authority and perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Board, and such implied authority as is recognized by common law.</p> <p>The President shall be the principal executive officer of the Association and, when present, shall preside at all meetings of the Board. With the approval of the Board, the President shall appoint chairs and members of committees, commissions and other</p>

	<p>advisory bodies.</p> <p>The President shall be the official spokesperson of the Association and the official representative to all organizations having relationships with the Association, except as the President may delegate such responsibilities to other members of the Board, the House, or Constituent Societies. The President shall sign, or otherwise authorize another member of the Board to sign, all written correspondence on behalf of the Association in matters of policy, official appointments and commitments of the Association. The President may serve as a Trustee of the World Pathology Foundation.</p> <p>The President-elect shall serve as President when so delegated by the President, if the President is temporarily unable to act, or if the office of President becomes vacant. If the President-elect is filling the office of President in case of vacancy, the President-elect also shall serve as President for the next term. The President-elect may serve as a Trustee of the World Pathology Foundation.</p> <p>The Secretary-Treasurer shall receive all correspondence on behalf of the Association and shall distribute it for reply as necessary. The Secretary-Treasurer shall collect, hold and disburse all funds of the Association and shall maintain the accounts of the Association. The Secretary-Treasurer shall file all required documents with governmental agencies in whatever countries those documents are required. The Secretary-Treasurer shall present a budget annually to the Board for approval and shall report the financial state of the Association to the Board quarterly and to the House of Representatives annually. The Secretary-Treasurer shall submit to the Board, within 4 months after each fiscal year end, an account of the Association that is duly audited by a comptroller who is engaged by the Board. The Secretary-Treasurer may serve as a Trustee of the World Pathology Foundation.</p>
<u>Quorum.</u>	A majority of the Directors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority is present, a majority of the Directors then present may adjourn the meeting to another time without further notice.
<u>Fiduciary Obligations of Officers and Directors.</u>	All officers and Directors of the Association shall observe the duties of care, loyalty, obedience, and confidentiality, and shall at all times act in a manner that is consistent with the best interests of the Association. Any conflicts or potential conflicts with these legally binding fiduciary obligations shall be resolved in favor of the Association pursuant to the Association’s Conflict of Interest Policies.
ARTICLE 5 World Congress of Pathology	<u>Schedule.</u> A World Congress of Pathology shall be held every two years, if possible in odd-numbered years, at such time and place as shall be determined by the Board with the advice of the House of Representatives
	<u>Arrangements.</u> One or more of the Constituent Societies shall be responsible for organizing each World Congress, pursuant to a written contract between the Association and such Constituent Society(s).
	<u>Awards Committee.</u> One year prior to each World Congress of WASPaLM, the President shall establish an ad

	<p>hoc Awards Committee, which shall solicit from Constituent Societies nominations for the Gold Headed Cane, Certificate of Honor, and Medal of Honor awards. The Awards committee shall select and recommend nominees to the Board, which shall make the final decision on all awards. All the awards ordinarily shall be awarded at the WASPaLM World Congress.</p>
<p>ARTICLE 6 Auxiliary Board</p>	
<p><u>Purposes</u></p>	<p>The Auxiliary Board of the Association shall assist the Association in its activities by providing, for example, tours, social events, and hospitality for guests of registrants of the World Congress of Pathology, and by operating an auction and bazaar at World Congresses to raise money for Gordon Signy Fellowship of The World Pathology Foundation.</p> <p>The Auxiliary Board is deliberated by the Board each two years.</p>
<p>ARTICLE 7 Contracts and Financial Transactions</p>	
<p><u>Contracts.</u></p>	<p>The Board may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances</p>
<p><u>Loans.</u></p>	<p>No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Board or by action of a duly empowered committee of the Board. Such authority may be general or confined to specified instances. No loan shall be made by the Association to an officer or Director of the Association</p>
<p><u>Checks, Drafts, Etc.</u></p>	<p>All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board or by action of a duly empowered Committee of the Board. In the absence of such determination, such instruments may be signed by the Secretary-Treasurer or by the President</p>
<p><u>Deposits.</u></p>	<p>All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select</p>
<p><u>Gifts</u></p>	<p>The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.</p>
<p>ARTICLE 8 <u>Records</u></p>	
	<p>The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, the House of Representatives, and committees having any authority of the Board, and shall keep at its registered office or principal office a record giving the names and addresses of its member societies, officers,</p>

	Directors, and committee members. All books and records of the Association may be inspected by any Constituent member society, or any Constituent member society's agent or attorney, for any proper purpose at any reasonable time
ARTICLE 9	
<u>Fiscal Year</u>	The fiscal year of the Association shall begin on January 1 of each year and end on December 31 of the same year.
ARTICLE 10	
<u>Notices</u>	<p><u>Manner of Notice.</u></p> <p>Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice whatever is required to be given to any officer, Director, or member society of the Association, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the mail, postage prepaid and addressed to such officer, Director, or member society at the address that appears on the books of the Association, or by electronic mail (e-mail), and such notice shall be deemed to be given at the time when it is thus deposited in the mail or sent electronically; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of the House of Representatives, the Board, or committees of the Board with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, by the Articles of Incorporation, or by these Bylaws.</p>
<u>Waiver of Notice</u>	<p>Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.</p>
ARTICLE 11	
<u>Official Language</u>	The official language of the Association shall be English. Other languages may be used at meetings and in publications, as deemed appropriate by the Board or its delegate.
ARTICLE 12	
	All deliberations of the House of Representatives, the Board, and committees shall be



<u>Rules</u>	governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with the law, the Articles of Incorporation, or these Bylaws
ARTICLE 13	
<u>Nondiscrimination</u>	The Association shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, maternity or disability.
ARTICLE 14	
	Each person who at any time is or shall have been an officer, Director, employee, or agent of the Association or is or shall have been serving at the request of the Association as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise. If authorized by the Board, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.
ARTICLE 15	
<u>Dissolution</u>	<p>Dissolution of the Association shall be decided by the House of Representatives, upon request of the Board.</p> <p>The majority of two thirds of the components of the House of Representatives is requested.</p> <p>Upon the dissolution of the Association, the Board shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the Association, and shall return, transfer, or convey any assets held by the Association upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board shall transfer or convey the remaining assets of the Association to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (a) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Board shall determine pursuant to a plan of distribution adopted by the Board.</p> <p>Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.</p>

ARTICLE 16	
<u>Amendments</u>	<p><u>Authority.</u>  These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the Association are consistent with the law and the Articles of Incorporation.</p> <p><u>Procedure for Amending Bylaws</u>  A duly proposed amendment may be initiated by either of the following: (1) recommendation of the Board; or (2) written petition submitted to the Secretary-Treasurer and signed by at least five Constituent Societies; provided that, each proposed amendment has been evaluated for consistency with the law, and the Articles of Incorporation.</p> <p>The Secretary-Treasurer shall distribute to the Representatives of each Constituent Society, in writing or through electronic means, duly proposed amendments and such commentary as may be added by the Board. Constituent Societies shall have thirty (30) days to vote on the amendments via a ballot, signed by the President of the Constituent Society, and submitted to the Secretary-Treasurer, who will tabulate and cause the publication of the results.  Adopted amendments shall take effect immediately upon publication, and the revised Bylaws of the Association shall be published on the Association’s web site.</p>