

# **Massachusetts Society for Histotechnology Inc.**



**Established 1974**

**Revised 01January2026**

## **SECTION I**

### **NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR**

- 1.1 **NAME.** The name of this society shall be the Massachusetts Society for Histotechnology, Inc., hereafter referred to as the Society.
- 1.2 **PURPOSES.** The purposes for which this Society is formed are as follows:
- A. To provide an organizational group to unite Histotechnologists in the Commonwealth of Massachusetts.
  - B. To promote interchanges of ideas and methods.
  - C. To provide educational programs for professional growth and enrichment.
  - D. Ultimately, to enhance the status of Histotechnologists by elevating our knowledge, performance and standards.
  - E. Original bylaws were created upon Societies creation and were updated in 2025.
- 1.3 **LOCATION.** The principal office of the Society in the Commonwealth of Massachusetts shall be located at the residence of the present Treasurer. The Directors shall notify the Secretary of the Commonwealth of any change of address.
- 1.4 **CORPORATE SEAL.** The Directors may adopt and alter the seal of the Society.
- 1.5 **FISCAL YEAR.** The fiscal year of the Society shall, unless otherwise decided by the Directors, end on December 31<sup>st</sup> in each year.

## **SECTION 2.**

### **BOARD OF DIRECTORS**

- 2.1 **NUMBER AND ELECTION.** The Board of Directors shall consist of all officers and one or more members-at-large to be elected bi-annually.
- 2.2 **TENURE.** Each active board of director shall hold office until thirty {30} days after the start of a new fiscal year after a voting year.
- 2.3 **POWERS.** The affairs of the Society shall be managed by the Directors, who shall have and may exercise all the powers of the Society, except those powers reserved to the members by law, the articles of organization or these by-laws. Any monies spent by a member of the board shall be approved by a majority of the Board of Directors before such money is spent. They shall also be responsible for establishing an annual budget.
- 2.4 **SUSPENSION OR REMOVAL.** A Director may be removed with cause only after reasonable notice and opportunity to be heard by a vote of the majority of the Directors then in office, and any committee involved. Any member of the Board of Directors who

misses three (3) meetings within a year, without an outstanding reason, shall be replaced.

2.5 RESIGNATION. A Director may resign by delivering his written resignation to the President of the Society or to a meeting of the Directors. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective.

2.6 VACANCIES. The Board of Directors shall be empowered to fill all vacancies occurring within a term of office.

2.7 MEETINGS. Quarterly meetings shall be held by the Board of Directors. Meetings may be held at any other time when called by the President or by two{2} or more Directors.

2.8 Board meetings shall be called upon by the President based on the needs of the Society.

#### CALL AND NOTICE.

2.9 Member meetings. Call or notice shall be required for member meetings of the Society which shall include notification of the agenda to be given two {2} weeks prior to the meeting.

2.10 Special meetings. Reasonable notice of the time, place and agenda of a Special Meeting of the Board of Directors shall be given to each Director.

2.11 OUORUM. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether a quorum is present, and the meeting may be held as adjourned with further notice to all Directors.

2.12 A quorum at any meeting of the Board of Directors is achieved when a majority of the current Directors are present. If a quorum is not present, the meeting may still be adjourned if a majority of those voting agree to do so. Once adjourned, the meeting can be rescheduled, provided all Directors receive further notice about the new meeting time.

2.13 ACTION BY VOTE. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the articles organization or these by-laws.

2.14 ACTION BY WRITING. Any action required or permitted to be taken at any meeting of

the Directors may be taken without a meeting if all the Directors consent to the action if writing and the written consents are filed with the records of the meeting of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Any action that the Board of Directors is authorized to take during a meeting may instead be taken without holding a meeting, provided that all Directors give their written consent.

These written consents must be filed with the official meeting records and will be considered equivalent to a vote taken during a meeting.

### SECTION 3.

#### OFFICERS

3.1 NUMBERS AND QUALIFICATIONS. The officers of the Society shall consist of a President, Vice President, Treasurer, Secretary and Members-at-Large. A candidate for office must be a member in good standing for a period of at least one year prior to election. A person may hold only one (1) office at a time. No officer shall be eligible for the same office for more than two (2) consecutive terms.

3.2 ELECTION. The President, Vice President, Treasurer, Secretary and Members-at-Large shall be elected every two (2) years by the members in good standing.

3.3 TENURE. The President, Vice President, Treasurer, Secretary, Members-at-Large shall hold office until thirty (30) days after the next election start of the new fiscal year.

3.4 PRESIDENT. The President shall be the Chief Executive Officer of the Society, subject to the control of the Directors and shall have general charge and supervision of the affairs of the Society. The President shall preside at all meetings of the members and at meetings of the Directors. The President shall be responsible jointly with the Treasurer for all Society funds.

3.5 VICE PRESIDENT. The Vice President shall assist the President and shall preside in the absence of the President at meetings as necessary, shall be the Society's official host to honored guests, speakers, and visitors and shall perform and discharge all other responsibilities as requested by the President.

3.6 TREASURER. The Treasurer shall be responsible jointly with the President for all the Society's funds, and provide all monies of the Society to be deposited in a bank in the immediate location of the Treasurer in the name of the Society. All checks shall be signed by the President and the Treasurer. A detailed record of receipts and disbursements shall be published quarterly and be available upon the board's request and presented in an annual report. The Treasurer, together with the President, is jointly responsible for all Society funds. All Society monies must be deposited in a bank located near the Treasurer, under the Society's name. Both the President and Treasurer must sign all checks. The Treasurer is required to maintain detailed records of all receipts and disbursements, provide quarterly transaction reports upon request from the Board, and present an annual financial report.

The Treasurer shall keep a current inventory of property owned by the Society and shall submit the financial record of the Society to a CPA for audit at the end of his/her term of

office, or every two years, whichever is shorter. Shall perform and discharge such other duties and responsibilities as required by the President as properly belonging to his/her office. Shall we inform the Board of Directors when Treasury is at \$3,000 level so that the Board of Directors can institute other means of increasing revenue for running the Society.

The Treasurer is responsible for maintaining an up-to-date inventory of all property owned by the Society. The Treasurer must submit the Society's financial records to a CPA for audit at the end of each term of office, or every two years, whichever comes first. In addition to these duties, the Treasurer will perform any other responsibilities assigned by the President that are appropriate to the office. The Treasurer is also required to notify the Board of Directors when the Society's funds reach \$3,000, so the Board can consider additional ways to increase revenue for the Society.

3.7 SECRETARY. The Secretary shall keep a record of all the proceedings of the Society and the Board of Directors. He/she shall have the general charge of the correspondence, notices or regular and special meetings, shall record the names of all the members and perform additional duties pertaining to his or her office.

3.8 MEMBER at Large. An elected member of the board that represents the society members. This person or people bring member issues, concerns and ideas to the Board meetings.

3.8 SUSPENSION OR REMOVAL. An officer may be removed for cause only after reasonable notice by the Board of Directors and an opportunity to be heard. A member may be suspended or removed with cause by vote of a majority of the Directors present at said hearing, and have the opportunity to appeal to the active membership.

3.9 RESIGNATION. An officer may resign by notification in writing of his/her resignation to the President of the Society or to a meeting of the Directors. Such resignation shall be effective upon receipt.

3.10 VACANCIES. If any office becomes vacant, the Board of Directors shall elect a successor. The successor shall hold office for the remainder of the vacated term.

## SECTION 4

### MEMBERS

#### **4 INDIVIDUAL CLASSIFICATION.**

- A. Active members shall consist of all Histology Professionals who are currently employed and/or reside in the Commonwealth of Massachusetts.
- B. Associate Active Member shall consist of all working Histology Professionals who presently are not employed or reside in the Commonwealth of Massachusetts.

Inactive Members shall consist of all Histology Professionals who are delinquent in payment of membership dues.

C. Student Member is an individual who is either:

- a. Enrolled in a full-time academic program at an accredited institution, or
- b. Participating in a part-time training program related to histology that requires at least 20 hours per week or
- c. Anyone employed full-time or part-time as a histotechnologist—even if also taking courses related to histology—does qualify as a Student Member.

D. Charter Member: are those who have joined the Society by January 1, 1975.

E. Retired Members: are those who have worked in the Field of Histology and who are no longer employed due to retirement.

F. Affiliate Members are those who are affiliated with Histology in any sorts.

4.1 DUES. Annual dues shall be 20 dollars (\$20) per active and affiliate member.

Students dues shall be 10 dollars (\$10). Retired members and Charter Members are exempt from annual dues. Annual Dues are payable to the Society January 1<sup>st</sup> of each year.

4.2 POWERS AND RIGHTS.

- A. All members in good standing shall have the right to nominate and elect all officers of the Society.
- B. Members shall have such other powers and rights as are vested in them by law, the articles of organization or these by-laws.

4.3 SUSPENSION OR REMOVAL. A member may be removed for cause only after reasonable notice by the Board of Directors and given an opportunity to be heard. A member may be suspended or relieved with cause by vote of a majority of the Directors present at said hearing, and have the opportunity to appeal to the active members.

4.4 RESIGNATION. A member may resign by notifying the President of the Board of Directors with his/her written resignation. Such resignation shall be effective upon receipt.

4.5 ANNUAL MEETINGS. The annual meeting of the members shall be held within the Commonwealth of Massachusetts each fiscal year. Call or notice to members shall be required for annual meetings and should include notification of the program, any elections, by-law changes, amendments or any major business affecting the Society or its members, at least thirty (30) days prior to the meeting. A thirty (30) day notification shall be given to all members if a change of date of the annual meeting is made.

- 4.6 REGULAR MEETINGS. Regular meetings of the members may be held at such times as determined by the Board of Directors. Call or notice shall be required by law for regular meetings of members and include notification of the program, any elections, by law changes, amendments or any major business affecting the Society or its members and notification shall be given two(2) weeks prior to the meeting.
- 4.7 SPECIAL MEETINGS. Special meetings of the members may be called by the President or by the Directors or by ten percent (10%) of the active members with at least a thirty (30) day notification to the members.
- 4.8 QUORUM. At any meeting, the active members in good standing present shall constitute a quorum.
- 4.9 ACTION BY WRITING. Any active member in good standing wishing to vote on any matter on the agenda of a meeting which he/she is unable to attend, may cast his/her vote in writing. Such written votes shall be filed with the Secretary and will be treated for all purposes as a vote at the meeting. Said votes will remain on file until such time as the matter in question is passed or defeated.
- 4.10 ACTION BY VOTE. Each active member in good standing is entitled to one vote. When a quorum is present at any meeting, any question—including the election of officers—will be decided by a majority of votes properly cast by members present or submitted in writing, unless otherwise specified by law, the articles of organization, or these by-laws
- 4.11 COMPENSATION. Members shall be entitled to be reimbursed for expenses, if any are incurred during service to the Society as the Board of Directors may determine.

## SECTION 5.

### SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS. FRIENDS OF THE SOCIETY

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Society as they deem appropriate.

## SECTION 6

### Communication and Networking

Communication from the Society to Active Members shall be done on an as needed basis. This includes but not limited to any updates to BODs, voting, meeting notifications, dues and other communication that the Board sees fit.

Communication shall be done via email to the members from the Societies email address. Networking, communication, and updates shall be done from the Societies LinkedIn, Website, Facebook or any other means directly owned by the Society.

## Section 7

### Compliance with the Americans with Disabilities Act (ADA)

The Society is committed to ensuring equal access and opportunity for all individuals, including those with disabilities, in accordance with the Americans with Disabilities Act (ADA) and all applicable state and federal laws. The Society shall:

**7.1 Accessibility:** Work to ensure that all programs, services, events, and activities are accessible to individuals with disabilities. This includes providing reasonable accommodation, such as accessible meeting locations, materials in alternative formats, preferred seating and assistive technologies as needed.

**7.2 Non-Discrimination:** Prohibit discrimination against any individual on the basis of disability in membership, participation, employment, or any other aspect of Society operations.

**7.3 Requesting Assistance:** The Society shall need written request for accommodation a minimum of 60 business days prior to the event. The Society shall exhaust all reasonable options to accommodate the accessibility request.

The Society recognizes its ongoing responsibility to review and update policies and practices to remain in compliance with the ADA and to foster an inclusive environment for all members and participants.

## SECTION 8

### PERSONAL LIABILITY

8.1 No member, Director, or Officer of the Society shall be personally responsible for any debts, liabilities, or obligations incurred by the Society. Any individual, organization, or entity that extends credit to, enters into contracts with, or makes claims against the Society may seek payment only from the Society's funds and property. Under no circumstances shall personal assets of members, Directors, or Officers be used to satisfy any debts, damages, judgments, or financial obligations of the Society.

## SECTION 9

### AMENDMENTS

9.1 These by-laws may be altered, amended or repealed in whole or in part by a vote of the active members present via online meeting, in-person voting in writing. Written notice of

any such changes shall be sent to (mail or email) to the active membership thirty (30) days prior to voting at which such actions will occur. In the event that the Society should be dissolved, all assets shall be donated to a similar organization to be determined by the active membership.

#### SECTION 10.

RULES10.1 Robert's Rules of Order shall govern all meetings of the Society, unless it is voted to suspend said rules.